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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

Joint Application of TCG Utah and Teleport Communications America, LLC for Certificate of Public Convenience and Necessity as a Competitive Local Exchange Carrier, and for Informal Adjudication of Merger	:	Docket No.
	:	
	:	JOINT APPLICATION
	:	FOR CPCN AS A CLEC AND
	:	FOR INFORMAL ADJUDICATION
	:	OF MERGER

TCG Utah and Teleport Communications America, LLC (together “the AT&T Companies”), respectfully request that the Public Service Commission of Utah (“Commission”) approve the certification of Teleport Communications America, LLC (“TCA”), and the merger of TCG Utah into TCA (the “Transaction”). Teleport Communications America, LLC is directly owned by Teleport Communications Group Inc. (100%) and TCG Utah is directly owned by TCG Joint Venture Holdings, Inc. (1%) and TCG Partners (99%). Teleport Communications Group Inc. is a wholly-owned direct subsidiary of AT&T Corp., which is a wholly-owned subsidiary of AT&T Inc. (formerly SBC Communications Inc.). Accordingly, this is a purely internal transaction to the AT&T family of companies, and the Applicants request informal adjudication of the merger pursuant to R746-349-7, and approval of a certificate for TCA

pursuant to R746-349-3. TCG Utah is currently certificated as a Competitive Local Exchange Carrier before the Commission (see Exhibit A). The Applicants essentially seek to transfer TCG Utah's operations and service to TCA, through merger, and to certificate TCA so that after the proposed merger TCA can provide the same services currently provided by TCG Utah in the State of Utah. This Joint Application, including its annexed Exhibits, contains all information required by applicable provisions of R746-349, and demonstrates that the Transaction will not adversely affect either Utah consumers or competition within Utah's telecommunications markets. The Joint Applicants respectfully request that the Commission issue an order authorizing the certification of TCA and approval for the Joint Applicants to complete the Transaction as soon as possible and, in any event, sufficiently in advance of the proposed December 31, 2012 merger date.

I. SYNOPSIS OF TRANSACTIONS

1. This proposed merger is part of a multi-state initiative to consolidate in TCA the provision of intrastate regulated telephone services that are now provided through multiple and duplicative state-specific TCG subsidiaries of AT&T Corp. Exhibit B hereto illustrates the relevant corporate structure of AT&T Corp. with regard to the services provided in the State of Utah before and after the proposed merger. The Transaction contemplates that TCG Utah will be merged into TCA, and that TCG Utah will then surrender its Utah Certificate of Public Convenience and Necessity ("CPCN").

2. The merger of TCG Utah and TCA is in the public interest. The merger will permit the Applicants to continue providing existing services at just and reasonable rates and will neither alter this Commission's authority to regulate the intrastate wireline services provided by the merged entity nor adversely affect the competitiveness of the State's telecommunications

markets. To the contrary, the merger will enhance AT&T Corp's ability to serve TCG Utah customers through a more efficient corporate structure.

II. THE PARTIES

3. TCG Utah is a New York general partnership with headquarters at One AT&T Way, Bedminster, N.J. 07921. TCG Utah is directly owned by TCG Joint Venture Holdings, Inc. (1%) and TCG Partners (99%). TCG Utah provides local, interexchange, and other telecommunications services and products to business customers in Utah and is certificated with the Commission.

4. TCA is a Delaware limited liability company with headquarters at One AT&T Way, Bedminster, New Jersey 07921. TCA's ultimate parent is AT&T Inc. (formerly SBC Communications Inc.), which is one of the largest providers of telecommunications services in the world. AT&T Inc., through its subsidiaries, is authorized to provide domestic and international telecommunications services throughout the United States. AT&T Inc. maintains a modern worldwide telecommunications network and through its subsidiaries offers wireline and Internet-based services and products serving residential, business, and government customers, as well as wholesale customers. AT&T Inc. and its subsidiaries, including TCG Utah and TCA, have extensive operational and managerial experience and substantial financial resources. Information about AT&T Inc.'s consolidated financial status, operations, management, and services is set forth in AT&T Inc.'s most recent annual report, is available at <http://www.att.com/gen/landing-pages?pid=5718>. The professional backgrounds of the key TCA officers may be found in Exhibit C.

III. DESIGNATED CONTACTS

5. All communications and correspondence relating to this Application should be sent to:

Sharon Mullin
Director - Regulatory
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Austin, TX 78746
Telephone: 512-330-1698
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IV. DESCRIPTION OF MERGER

6. As illustrated in Exhibit B, Teleport Communications America, LLC is directly owned by Teleport Communications Group Inc. (100%) and TCG Utah is directly owned by TCG Joint Venture Holdings, Inc. (1%) and TCG Partners (99%). Under the proposed transaction, the assets, liabilities, and operations of TCG Utah and TCA would be merged, with the surviving entity being TCA. With the transaction, as shown in Exhibit B, there would be no change in the ultimate ownership and control of assets, liabilities, or operations of the merged companies.

V. REQUEST FOR APPROVAL OF MERGER

7. The Applicants respectfully submit this Application, pursuant to R746-349-7, to obtain authorization and approval of the merger of TCG Utah and TCA, with the latter entity being the survivor. The merger is expected to be implemented on or about December 31, 2012.

8. This merger is entirely internal to AT&T Inc., which is and will remain the ultimate corporate parent of TCA and therefore will retain complete indirect ownership and

control of the assets, operations, and authorizations used to provide regulated services in the State of Utah.

9. The merger will be transparent to customers. There will be no change in the rates or substantive terms and conditions under which TCG Utah customers are currently served either under tariff or contract. Once the merger is completed, the same operations to manage these services will continue to do so and there will be no change in the network assets used to provide these services. The surviving entity, TCA, will make any required name changes to price lists and contracts as required by the contracts.

10. The proposed transaction is in the public interest. As noted previously, the merger is part of an on-going effort by AT&T Inc. to simplify the corporate structures of its subsidiary companies. This merger will result in a more streamlined corporate structure that will enable AT&T Inc. to more efficiently achieve potential operational, administrative, and strategic objectives.

VI. OTHER REGULATORY REVIEWS OF THE TRANSACTION

11. Pursuant to R746-349-7, the Applicants have provided a list of other state utility regulatory agency dockets in connection with the Transaction as Exhibit D. There were no relevant FCC filings related to this merger other than a filing to change the name of the tariff and a list of concurring carriers in that tariff. The Applicants will be filing notices or applications for regulatory approvals in numerous states/jurisdictions regarding the Transaction. See Exhibit D for a listing of the specific states/jurisdictions.

VII. INFORMATION PERTAINING TO THE CERTIFICATION OF TCA.

12. The following is additional information pertaining to the certification of TCA.

A. General information

Company Name: Teleport Communications America, LLC

Application Type: Telecom CPCN

Owned by: Teleport Communications Group, Inc.

Principal Address: One AT&T Way, 2B115E, Bedminster, NJ 07921

Local Address: CT Corporation System, 1108 E. South Union Avenue,
Midvale, TU 84047

Mailing Address: One AT&T Way, 2B115E, Bedminster, NJ 07921

Telephone: 1-908-234-7386

Toll-Free Number: 888-227-3824

Fax: 1-908-532-1808

Website: www.att.com

Email Address: ch1385@att.com

Contact Information During Application Process: See Section III contact information above.

Applicant's Registered Agent in the State of Utah (if any):

Name: CT Corporation System

Address: 1108 E. South Union Avenue, Midvale, UT 84047

Telephone: 1-801-984-8160

Toll-Free Number: NA

Fax: 1-801-984-8170

B. Statement of Technical, Financial and Managerial Abilities.

TCA has extensive technical, financial, and managerial experience, and has extensive experience in providing telecommunications services throughout the

nation. Since this is an internal reorganization, a merger of two wholly-owned subsidiaries of AT&T Corp., TCA will be able to command substantially all the same resources that are available to TCG Utah, and more, since other TCG entities in other states will also be merged into TCA. This includes access to TCA's equipment and other property, finances, and personnel. The professional backgrounds of the principal TCA officers may be found in Exhibit C.

TCA will be using the same personnel that currently provide the services offered by TCG Utah. These personnel have well in excess of two years experience in providing local service.

C. Bond Statement

Upon grant of certification and approval of merger, TCA will provide a bond from Fidelity & Deposit Company of Maryland in the amount of \$100,000 as security for customer deposits or other liabilities to customers, as required by R746-349-3, subsection (A)(2).

D. Facilities Statement

TCA will use existing TCG Utah facilities and arrangements, which may include including the resale of AT&T facilities-based services and some Qwest carrier facilities.

E. Statement of Service

TCA intends to serve the same locations formerly served by TCG Utah, and will limit local exchange services to local exchanges with 5,000 access lines or more, or that are owned or controlled by incumbent telephone corporations with 30,000 access lines or more in the State of Utah. As to types of services to be offered, they will include all

services currently offered by TCG Utah, including local exchange service for business customers, long distance service, and access services.

F. Access to Selected Services

TCA will provide access to ordinary IntraLATA and InterLATA message toll calling, operator services, directory assistance, directory listings, and emergency services such as 911 and E911 in the same way formerly provided by TCG Utah.

G. Implementation Schedule

TCA will begin providing local exchange service for business customers upon the completion of its merger with TCG Utah, which is planned for December 31, 2012.

H. Managerial Summaries

See Exhibit E for a listing of managers responsible for operations in Utah.

I. Utah Organizational Chart

See Exhibit E.

J. Chart of Accounts.

See Exhibit F for a Chart of Accounts.

K. Financial Statements.

See Exhibit G (consolidated financials of TCA's parent corporation, AT&T Inc.).

L. Five-year Projection

TCA will essentially be continuing the existing plans and operations of TCG Utah.

M. Public Interest Statement

See Section V, paragraph 9 above.

N. Proof of Authority

See Exhibit H (TCA's Registration with the Utah Secretary of State).

O. Unauthorized Switching and Illegal Activities.

TCA was created in 2012 for the purpose of consolidating into a single entity the intrastate operating authority of numerous state-specific Teleport entities. At this time, it has not commenced offering any services. Accordingly, there are no pending complaints or investigations of TCA regarding unauthorized switching or other illegal activities in any of the jurisdictions in which it operates and no sanctions imposed on TCA in any state jurisdiction during the last five years.

AT&T Corp. and its regulated subsidiaries strictly comply with all Federal and state anti-slamming rules. Among other things, TCA's written employee policies and agency contracts explicitly forbid the practice of unauthorized switching and other illegal sales practices. TCA trains all new and existing sales employees in proper methods of solicitation of business, and enforces employee and agency compliance with federal and state solicitation laws.

VIII. SCHEDULE OF EXHIBITS

Attached and made a part of this Application by reference herein are the following documents.

<u>Exhibit</u>	<u>Title</u>
A.	TCG Utah CLEC Certification Order 10-24-1996
B.	Corporate Structural Charts Before and After the Transaction
C.	TCA Officer Biographies
D.	FCC and other filings
E.	Management List
F.	Chart of Accounts
G.	Financial Statements
H.	TCA's Registration with the Utah Secretary of State

IX. CONCLUSION

As demonstrated above, this Application for certification and approval of the proposed merger is in accordance with the law, for a proper purpose, and consistent with the public interest. For these reasons, the Applicants respectfully request that the Commission expeditiously approve the Certification of Teleport Communications America, LLC and the Application for the merger of Teleport Communications America, LLC and TCG Utah, and provide such other and additional relief as may be just and reasonable.

Respectfully submitted,

/s/

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MAILING CERTIFICATE

I hereby certify that on the 27th day of September, 2012, I caused to be served a copy of the JOINT APPLICATION FOR CPCN AS A CLEC AND FOR INFORMAL ADJUDICATION OF MERGER on the following person by overnight delivery and electronic mail:

Trixie Behr, Commission Secretary
Utah Public Service Commission
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84111
Email: tbehr@utah.gov

I also hereby certify that on the 27th day of September, 2012, I caused to be served a copy of the JOINT APPLICATION FOR CPCN AS A CLEC AND FOR INFORMAL ADJUDICATION OF MERGER on the following persons by electronic mail:

Patricia Schmid
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/s/

David A. Collier
Area Manager – Regulatory