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October 30, 2012

RECEIVED

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PUBLIC SERVICE
COMMISSION

Mr. Jeff Derouen
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602-0615

RE: Notice of Transfer of Ownership and Control of TCG Ohio to Teleport
Communications America, LLC

Dear Mr. Derouen:

This letter is to notify the Kentucky Public Service Commission of the planned merger of TCG Ohio into Teleport Communications America, LLC, both of which are wholly owned indirect subsidiaries of AT&T Corp., which is a wholly owned subsidiary of AT&T Inc. Currently, TCG Ohio is directly owned by TCG Joint Venture Holdings, Inc. (1%) and TCG Partners (99%). Teleport Communications America, LLC, is a limited liability company with headquarters at One AT&T Way, Bedminster, New Jersey 07921 and is directly owned by Teleport Communications Group Inc. The transactions described herein are expected to be implemented on or about December 31, 2012. TCG Ohio is a competitive local exchange carrier providing intrastate services in Kentucky. In accordance with the Commission's January 8, 1998, Order entered in Administrative Case No. 370, and its June 21, 1996, Order entered in Administrative Case No. 359, no Commission approval is necessary for this change.

This change is the result of a multi-state initiative to consolidate into Teleport Communications America, LLC, the services that are now provided through multiple and duplicative Teleport subsidiaries of AT&T Corp. The assets, liabilities and operations of TCG Ohio and Teleport Communications America will be merged. Teleport Communications America, LLC will be the surviving entity and will remain a wholly owned subsidiary of Teleport Communications Group Inc. Diagrams of these organizational changes are provided in the attachment.

This change is in the public interest and will enhance Teleport Communications America's ability to provide services to customers through a more efficient corporate structure. This change will be transparent to customers. There will be no change in the rates or other terms and conditions of the services available to TCG Ohio customers as a result of these transactions. All of TCG Ohio's customers will receive advance notice

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of this transfer of ownership and after the merger services will continue to be provided to customers on the same terms and conditions as currently stated in the tariffs, guidebooks and contracts of TCG Ohio. The same personnel who manage these services will continue to do so and there will be no change in the network assets used to provide these services as a result of these transactions.

The contact information on file with the Commission for TCG Ohio will remain the same; however, the name of the company providing competitive local exchange services will be changed to Teleport Communications America, LLC on or about December 31, 2012. In addition, existing tariffs of TCG Ohio will be revised to reflect the new company name prior to December 31, 2012.

Thank you for your attention to this matter. Should the Commission or the Commission Staff have any questions, please contact me or Joan Duncan at 502-582-8416.

Sincerely,

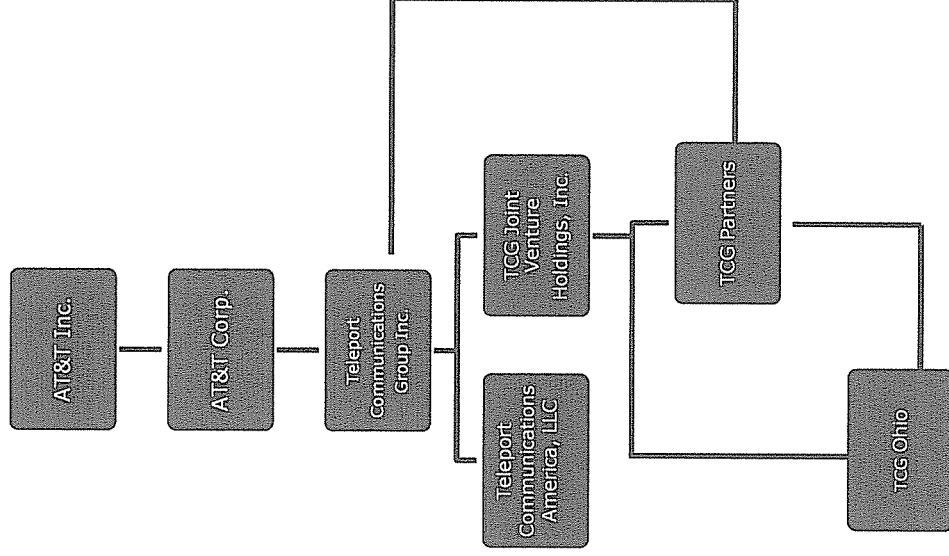
A handwritten signature in black ink that reads "Mary K. Keyer". The signature is written in a cursive style with a large, stylized "M" and "K".

Mary K. Keyer

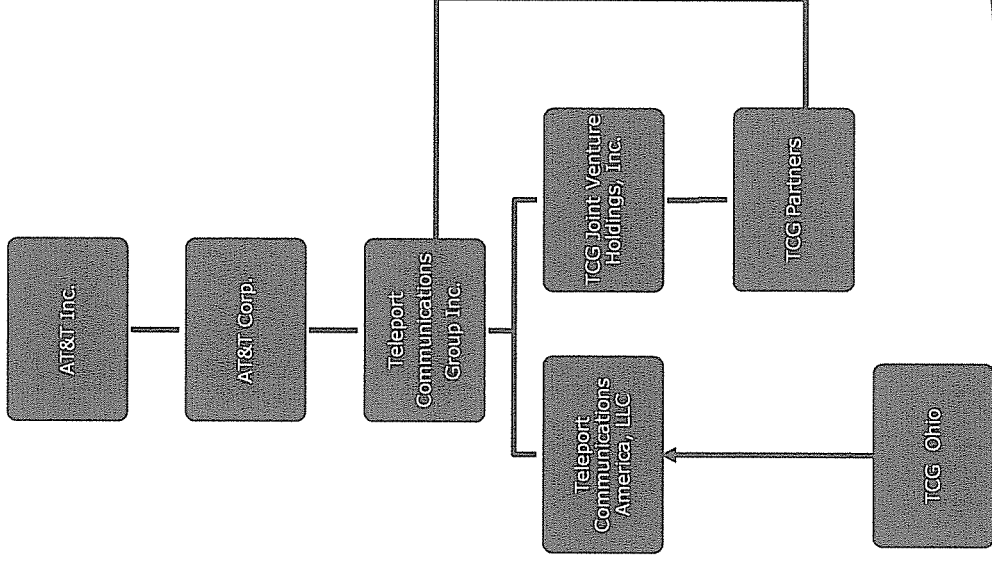
Attachment

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Currently, Teleport Communications America, LLC is directly owned by Teleport Communications Group Inc. (100%) and TCG Ohio is directly owned by TCG Joint Venture Holdings, Inc. (1%) and TCG Partners (99%)



TCG Ohio will be merged into Teleport Communications America, LLC. All other affiliate ownership interests in TCG Ohio will cease to exist.



Teleport Communications America, LLC will be the surviving entity and will remain a wholly owned subsidiary of Teleport Communications Group Inc.

