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January 3, 2002

RECEIVED

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PUBLIC SERVICE
COMMISSION

Mr. Thomas Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40602

**Re: Notice of Consummation of the Mergers of
LCI International Telecom Corp. and Phoenix Network, Inc. into
Qwest Communications Corporation and the
Merger of USLD Communications Corp. into
USLD Communications, Inc.**

Dear Mr. Dorman:

This letter constitutes formal notice that the following mergers were consummated as of December 31, 2001 (the "Consummation Date"):

- 1) The merger of LCI International Telecom Corp. ("LCI") into its affiliate, Qwest Communications Corporation ("QCC"), with QCC being the surviving corporation.
- 2) The merger of Phoenix Network, Inc. ("Phoenix") into its direct parent, QCC, with QCC being the surviving corporation.
- 3) The merger of USLD Communications Corp. into its subsidiary, USLD Communications, Inc. ("USLD"), with USLD being the surviving corporation.

In addition, on December 28, 2001, Qwest Services Corporation became the direct 100% parent company of USLD Communications Corp., instead of its former position as indirect 100% parent through LCI International, Inc.

As the Commission was previously informed, by letter dated May 31, 2001, QCC is adopting the tariffs of LCI and Phoenix effective as of the Consummation Date. The non-CLEC LCI and Phoenix tariff provisions are grandfathered to those customers taking service thereunder as



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of the Consummation Date and thus such tariff provisions are inapplicable to existing or new customers of QCC. No tariff filings are necessitated by the merger of USLD Communications Corp. into USLD.

It is Qwest's understanding that prior Commission approval for these internal restructuring actions was not required. See Qwest letter to Mr. Thomas Dorman, Executive Director, Kentucky Public Service Commission, dated May 31, 2001.

Ten copies of this letter, in addition to the original, are enclosed. Please return a date-stamped copy of this letter (additional copy and self-addressed, postage pre-paid envelope provided). Please contact the undersigned with any communications concerning this notification.

Qwest Communications Corporation

USLD Communications, Inc.

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