



McNees Wallace & Nurick LLC  
attorneys at law

ORIGINAL

SUSAN E. BRUCE  
DIRECT DIAL: (717) 237-5254  
E-MAIL ADDRESS: SBRUCE@MWN.COM

June 24, 2003

James J. McNulty, Secretary  
Pennsylvania Public Utility Commission  
Commonwealth Keystone Building  
400 North Street, 2nd Floor  
Harrisburg, PA 17120

VIA HAND DELIVERY

BTL

Re: Joint Application for approval for:

DOCUMENT

- a) the transfer of assets of Broadwing Communications Services Inc. and Broadwing Telecommunications Inc. to C III Communications Operations, LLC; Docket No. A-311258
- b) C III Communications Operations, LLC to begin the provision of services as an interexchange carrier;
- c) Broadwing Communications Services Inc. to abandon the provision of telecommunications service; Docket No. A-310287 F2000
- d) Broadwing Telecommunications Inc. to abandon the provision of telecommunications service; Docket No. A-310161 F2000

RECEIVED  
 03 JUN 24 AM 11:06  
 SECRETARY'S BUREAU


Dear Secretary McNulty:

By Order entered on May 27, 2003, the Pennsylvania Public Utility Commission ("Commission") approved the above-referenced Application for approval of the transfer of assets of Broadwing Communications Services Inc. and Broadwing Telecommunications Inc. to C III Communications Operations, LLC ("C III Ops"). The Commission's Order directed C III Ops to provide notice to the Commission within 30 days of consummation of the transfer of assets. In compliance with the Commission's May 27, 2003, Order, enclosed please find an original and three (3) copies of a Notice of Consummation, indicating that the transfer of assets has been consummated. C III Ops anticipates that all appropriate certificates will now be issued.

Please date stamp the extra copy of this transmittal letter and kindly return it to us for our filing purposes. Thank you.

Very truly yours,

McNEES WALLACE & NURICK LLC

By   
 Derrick Price Williamson  
 Susan E. Bruce  
 Karen S. Miller Orner

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Counsel to Broadwing Communications Services Inc., Broadwing Telecommunications Inc., and C III Communications Operations, LLC

James J. McNulty, Secretary

June 24, 2003

Page 2

KSMO

Enclosures

c: Certificate of Service

Mr. C. Barney Glunz, Bureau of Fixed Utility Services (w/encl.)(via hand delivery)

Ms. Rhonda J. Staver, Bureau of Fixed Utility Services (w/encl.)(via hand delivery)

Mr. D. Kerry Klinefelter, Bureau of Fixed Utility Services (e/encl.)(via hand delivery)

BEFORE THE  
PENNSYLVANIA PUBLIC UTILITY COMMISSION

**ORIGINAL**

Joint Application for approval for:	: Docket Numbers:
a) the transfer of assets of Broadwing Communications Services Inc. and Broadwing Telecommunications Inc. to C III Communications Operations, LLC;	: A-311258
b) C III Communications Operations, LLC to begin the provision of services as an interexchange carrier;	:
c) Broadwing Communications Services Inc. to abandon the provision of telecommunications service; and	: A-310287 F2000
d) Broadwing Telecommunications Inc. to abandon the provision of telecommunications service	: A-310161 F2000

SECRETARY'S BUREAU

03 JUN 24 AM 11:06

**NOTICE OF CONSUMMATION OF ASSET TRANSFER**

Broadwing Communications Services Inc. ("Broadwing-CSI"), Broadwing Telecommunications Inc. ("Broadwing-TI"), and C III Communications Operations, LLC ("C III Ops"), hereby notify the Pennsylvania Public Utility Commission that the above-captioned asset transfer was consummated on June 13, 2003.

**DOCKETED**

Respectfully submitted,

JUL 23 2003  
JUL 22 2003  
Nmm

McNEES WALLACE & NURICK LLC

By Susan E. Bruce  
Derrick Price Williamson

Susan E. Bruce  
Karen S. Miller Orner  
100 Pine Street  
P.O. Box 1166  
Harrisburg, PA 17108-1166  
(717) 232-8000 - telephone  
(717) 237-5300 - fax

Counsel to Broadwing Communications Services Inc., Broadwing Telecommunications Inc., and C III Communications Operations, LLC

Dated: June 24, 2003

**DOCUMENT**

**CERTIFICATE OF SERVICE**

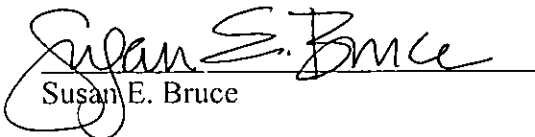
I hereby certify that I am this day service a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant).

**VIA FIRST-CLASS MAIL**

Irwin A. Popowsky, Esq.  
Office of Consumer Advocate  
555 Walnut Street  
Forum Place, Fifth Floor  
Harrisburg, PA 17101

Charles F. Hoffman, Esq.  
Office of Trial Staff  
Pennsylvania Public Utility Commission  
P. O. Box 3265  
Harrisburg, PA 17105-3265

Ms. Carol Pennington  
Office of Small Business Advocate  
Suite 1102, Commerce Building  
300 North Second Street  
Harrisburg, PA 17101

  
Susan E. Bruce

Dated this 24<sup>th</sup> day of June, 2003, in Harrisburg, Pennsylvania.

RECORDED  
03 JUN 24 AM 11:06  
SECRETARY'S BUREAU

MWN

McNees Wallace & Nurick LLC  
attorneys at law

ORIGINAL

KJR

SUSAN E. BRUCE  
DIRECT DIAL: (717) 237-5254  
E-MAIL ADDRESS: SBRUCE@MWN.COM

June 27, 2003

James J. McNulty, Secretary  
Pennsylvania Public Utility Commission  
The Commonwealth Keystone Building  
400 North Street, 2<sup>nd</sup> Floor  
Harrisburg, PA 17120

VIA HAND DELIVERY

DOCUMENT

SECRETARY'S BUREAU  
JUN 27 AM 11:11

Re: **Joint Application for approval for:**

- a) the transfer of assets of Broadwing Communications Services Inc. and Broadwing Telecommunications Inc. to C III Communications Operations, LLC; Docket No. A-311258
- b) C III Communications Operations, LLC to begin the provision of services as an interexchange carrier;
- c) Broadwing Communications Services Inc. to abandon the provision of telecommunications service; Docket No. A-310287 F2000
- d) Broadwing Telecommunications Inc. to abandon the provision of telecommunications service; Docket No. A-310161 F2000

Dear Secretary McNulty:

Please find enclosed for filing with the Commission three original copies of C III Communications Operations, LLC's ("C III Ops") tariff adoption supplement, with issued and effective dates of June 27, 2003, and June 30, 2003, respectively. By this supplement, C III Ops adopts as its Tariff Telephone - Pa. P.U.C. No. 1, the tariff presently in effect for Broadwing Communications Services Inc. ("Broadwing-CSI"), designated as Telephone Pa. P.U.C. Tariff No. 3, and all Supplements thereto.

Please find also enclosed for filing with the Commission three original copies of C III Ops' tariff adoption supplement, with issued and effective dates of June 27, 2003, and June 30, 2003, respectively, by which C III Ops adopts as its Tariff Telephone - Pa. P.U.C. No. 2, the tariff presently in effect for Broadwing Telecommunications Inc. ("Broadwing-TI"), designated as Tariff Telephone - Pa. P.U.C. No. 6, and all Supplements thereto.

C III Ops files these tariff adoption supplements in compliance with the Pennsylvania Public Utility Commission's Order entered on May 27, 2003, which approved the Joint Application of C III Communications, LLC, C III Ops, Broadwing-CSI, and Broadwing-TI, at Docket Nos. A-311258, A-310287 F2000, and A-310161 F2000. The transaction and asset transfer closed on June 13, 2003.

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James J. McNulty, Secretary

June 27, 2003

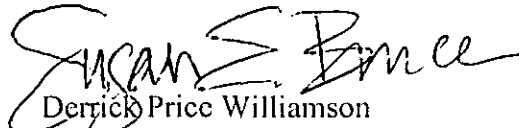
Page 2

If you have any questions concerning this filing, please contact the undersigned. Please date-stamp the extra copy of this letter and return it to us for our filing purposes. Thank you.

Respectfully submitted,

McNEES WALLACE & NURICK LLC

By



Derrick Price Williamson

Susan E. Bruce

Karen S. Miller Orner

Counsel to Broadwing Communications Services  
Inc., Broadwing Telecommunications Inc., and  
C III Communications Operations, LLC

KSMO

Enclosures

- c: Mr. D. Kerry Klinefelter (w/enclosure) (via hand delivery)
- Mr. C. Barney Glunz (w/enclosure) (via hand delivery)
- Ms. Rhonda J. Staver (w/enclosure) (via hand delivery)
- Certificate of Service

03 JUN 27 AM 11:15  
SECRETARY'S BUREAU

03 JUN 27 11:15

**CERTIFICATE OF SERVICE**

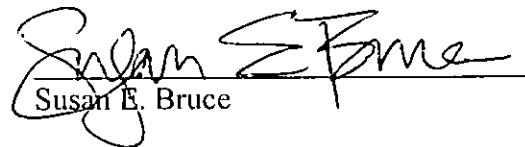
I hereby certify that I am this day service a true copy of the foregoing document upon the participants listed below in accordance with the requirements of Section 1.54 (relating to service by a participant).

**VIA FIRST-CLASS MAIL**

Irwin A. Popowsky, Esq.  
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555 Walnut Street  
Forum Place, Fifth Floor  
Harrisburg, PA 17101

Charles F. Hoffman, Esq.  
Office of Trial Staff  
Pennsylvania Public Utility Commission  
P. O. Box 3265  
Harrisburg, PA 17105-3265

Ms. Carol Pennington  
Office of Small Business Advocate  
Suite 1102, Commerce Building  
300 North Second Street  
Harrisburg, PA 17101

  
Susan E. Bruce

Dated this 27<sup>th</sup> day of June, 2003, in Harrisburg, Pennsylvania.

RECEIVED  
03 JUN 27 AM 11:15  
SECRETARY'S BUREAU

Broadwing Communications Services Inc. (Seller)  
(A-310287)

Telephone Pa. P.U.C. Tariff No. 3

C III Communications Operations, LLC (Buyer)  
(A-311258)

Tariff Telephone-Pa. P.U.C. No. 1

**DOCKETED**

JUL 21 2003


**BROADWING COMMUNICATIONS SERVICES INC. (Seller)**

**C III COMMUNICATIONS OPERATIONS, LLC (Buyer)**

RECEIVED  
03 JUN 27 AM 11:15  
PA.P.U.C.  
SECRETARY'S BUREAU

C III Communications Operations, LLC hereby adopts as its Tariff Telephone-Pa. P.U.C. No. 1, that tariff presently in effect for Broadwing Communications Services Inc., designated as Telephone Pa. P.U.C. Tariff No. 3 and all Supplements thereto.

BY:

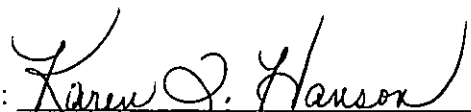


Warren H. Mondschein  
Assistant Secretary

**DOCUMENT**

Broadwing Communications Services Inc. hereby withdraws its Telephone Pa. P.U.C. Tariff No. 3 and all Supplements thereto.

BY:



Karen T. Hanson  
National Director-Regulatory Affairs

Issued: June 27, 2003

Effective: June 30, 2003



Broadwing Telecommunications Inc. (Seller)  
(A-310161)

Tariff Telephone-Pa. P.U.C. No. 6

C III Communications Operations, LLC (Buyer)  
(A-311258)

Tariff Telephone-Pa. P.U.C. No. 2

**DOCKETED**  
JUL 21 2003

**BROADWING TELECOMMUNICATIONS INC. (Seller)**

**C III COMMUNICATIONS OPERATIONS, LLC (Buyer)**


**DOCUMENT**

PA. P.U.C.  
SECRETARY'S BUREAU

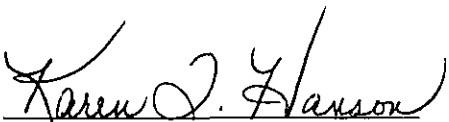
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RECORDED

C III Communications Operations, LLC hereby adopts as its Tariff Telephone-Pa. P.U.C. No. 2, that tariff presently in effect for Broadwing Telecommunications Inc., designated as Tariff Telephone-Pa. P.U.C. No. 6 and all Supplements thereto.

BY:   
Warren H. Mondschein  
Assistant Secretary

Broadwing Telecommunications Inc. hereby withdraws its Tariff Telephone-Pa. P.U.C. No. 6 and all Supplements thereto.

BY:   
Karen T. Hanson  
National Director-Regulatory Affairs