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October 19, 2012

Via E-Filing

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building, 2nd Floor
400 North Street
Harrisburg, PA 17120

Re: Application of Teleport Communications America, LLC for Approval of Authority to Offer, Render, Furnish or Supply Telecommunications Services to the Public In the Commonwealth of Pennsylvania, Docket No. _____

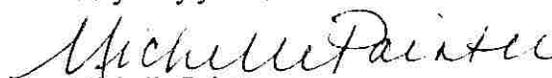
Dear Secretary Chiavetta:

Please find enclosed an original and three (3) copies of the Application of Teleport Communications America, LLC ("TCAL") for Approval of Authority to Offer, Render, Furnish or Supply Telecommunications Services to the Public In the Commonwealth of Pennsylvania. TCAL is also separately filing an Application of TCG New Jersey, Inc., TCG Pittsburgh and Teleport Communications America, LLC for Approval of Merger, and Applications of TCG New Jersey, Inc. and TCG Pittsburgh for Approval of the Abandonment of All Services. TCAL respectfully requests that all filings be handled together as they are interrelated.

AT&T requests that the Commission issue a decision in this matter by no later than the December 5, 2012 Public Meeting as the merger is scheduled to close by December 31, 2012.

Please contact me if you have any questions or concerns with this matter.

Very truly yours,


Michelle Painter

cc: Jani Tuzinski, PA PUC, *via electronic mail*
Certificate of Service

SERVICE LIST

I hereby certify that I have this day caused a true copy of the Application of Teleport Communications America, LLC for Approval of Authority to Offer, Render, Furnish or Supply Telecommunications Services to the Public In the Commonwealth of Pennsylvania to be served upon the below parties in accordance with the requirements of 52 Pa. Code Sections 1.54 and 1.55 in the manner and upon the parties listed below.

Dated in Fairfax, VA on October 19, 2012

VIA FIRST CLASS MAIL

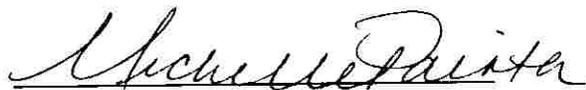
Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

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

Suzan D. Paiva
Verizon
1717 Arch Street
Philadelphia PA 19103

Zsuzanna Benedek, Esquire
CenturyLink
240 North Third Street, Suite 300
Harrisburg, PA 17101


Michelle Painter

Application of:

Teleport Communications America, LLC

for approval to offer, render, furnish, or supply telecommunications services to the public in the Commonwealth of Pennsylvania.

1. IDENTITY OF THE APPLICANT: The name, address, telephone number, and fax number of the Applicant.

Teleport Communications America, LLC, ("Teleport") is a Delaware limited liability company with headquarters at One AT&T Way, Bedminster, New Jersey 07921. It is a wholly owned direct subsidiary of Teleport Communications Group Inc., ("TCGI") which is a wholly owned subsidiary of AT&T Corp., which, in turn, is a wholly owned subsidiary of AT&T Inc. (formerly SBC Communications Inc.), which is one of the largest providers of telecommunications services in the world.

Please identify any predecessors of the Applicant and provide other names under which the Applicant has operated within the preceding five years, including name, address, and telephone number.

Teleport has been created to consolidate into a single subsidiary of TCGI the authority now held by numerous state-specific and regional subsidiaries of TCGI, such as TCG New Jersey, Inc., ("TCG-NJ") and TCG Pittsburgh ("TCG-Pitt"), to provide intrastate telecommunications services. TCG-NJ is a Delaware corporation and TCG-Pitt is a New York general partnership. The headquarters of TCG-NJ, TCG-Pitt, Teleport, and TCGI are at One AT&T Way, Bedminster, New Jersey 07921.

2. ATTORNEY: The name, address, telephone number, and fax number of the Applicant's attorney.

Michelle Painter
Painter Law Firm, PLLC
13017 Dunhill Dr
Fairfax, VA 22030
703-201-8378 – Telephone

Philip S. Shapiro
AT&T Legal Department
3033 Chain Bridge Rd
Oakton VA 22185
(703) 272-1478 - Telephone

3. CONTACTS:

A) APPLICATION: The name, title, address, telephone number, and fax number of the person to whom questions about this application should be addressed.

Please use the attorney contacts listed in #2 above.

B) PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY (PEMA): The name, title, address, telephone number and FAX number of the person with whom contact should be made by PEMA (Pennsylvania Emergency Management Agency).

Global Network Operations Center Shift Manager 866-466-2288; prompt #9. The shift manager will address and route the caller as appropriate.

C) RESOLVING COMPLAINTS: Name, address, telephone number, and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints and queries filed with the Public Utility Commission or other agencies.

Customer complaints may be made by calling either of these toll-free numbers:

1-800-222-0400

1-888-227-3824

4. FICTITIOUS NAME:

The Applicant will not be using a fictitious name.

The Applicant will be using a fictitious name. Attach to the Application a copy of the Applicant's filing with the Commonwealth's Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

5. BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:

The Applicant is a sole proprietor.

The Applicant is a:

General partnership

Domestic limited partnership (15 Pa. C.S. §8511)

*Foreign limited partnership (15 Pa. C.S. §8582)

- Domestic registered limited liability partnership (15 Pa. C.S. §8201)
- *Foreign registered limited liability general partnership (15 Pa. C.S. §8211)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

Attach to the application the name and address of partners. If any partner is not an individual, identify the business nature of the partner entity and identify its partners or officers.

Attach to the application proof of compliance with appropriate Department of State filing requirements as indicated above.

5. (Continued)

The Applicant is a:

Domestic corporation (15 Pa. C.S. §1306)

*Foreign corporation (15 Pa. C.S. §4124)

Domestic limited liability company (15 Pa. C.S. §8913)

✓*Foreign limited liability company (15 Pa. C.S. §8981)

*Provide name and address of Corporate Registered Office Provider or Registered Office within PA.

*CT Corporation System
116 Pine Street, 3rd Floor
Suite 320
Harrisburg, PA 17101*

Attach proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation or a Certificate of Organization.

The Applicant, Teleport Communications America, LLC, is a Delaware Limited Liability Company. Attached hereto is TCAL's certification of formation in Delaware and its certificate of good standing in Pennsylvania.

Give name and address of officers:

Please see attached list of Teleport principal officers and their professional backgrounds.

6. AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:

The Applicant has no affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania.

✓ The Applicant has affiliates doing business in Pennsylvania or predecessors which have done business in Pennsylvania. Name and address of the affiliates. State whether they are jurisdictional public utilities. Give docket numbers for the authority of such affiliates.

If the Applicant or an affiliate has predecessors who have done business within Pennsylvania, give name and address of the predecessors and state whether they were jurisdictional public utilities. Give the docket numbers for the authority of such predecessors.

The Applicant is applying for authority due to the proposed merger of TCG Pittsburgh and TCG New Jersey, Inc. into Teleport Communications America, LLC. These affiliates are already certificated and provide services that are identical to those that the Applicant will provide following the merger. The Applicant is also an affiliate of three other telecommunications entities that provide Commission-regulated services in the Commonwealth, namely, AT&T Corp., BellSouth Long Distance, Inc., and SBC Long Distance, LLC.

7. AFFILIATES AND PREDECESSORS RENDERING PUBLIC UTILITY SERVICE OUTSIDE PENNSYLVANIA:

The Applicant has no affiliates rendering or predecessors which rendered public utility service outside Pennsylvania.

✓ The Applicant has affiliates rendering or predecessors which rendered public utility service outside Pennsylvania. Name and address of the affiliates and predecessors (please identify affiliates versus predecessors).

Since it is a company within the AT&T Inc., corporate structure, TCAL is affiliated with numerous telecommunications companies that render intrastate and interstate public utility services throughout the United States. Additional information will be supplied upon request.

8. APPLICANT'S PRESENT OPERATIONS: (Select and complete the appropriate statement)

✓ The applicant is not presently doing business in Pennsylvania as a public utility.

The applicant is presently doing business in Pennsylvania as a:

- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
- Competitive Local Exchange Carrier:
 - Facilities-Based
 - UNE-P
 - Data Only
 - Reseller
- Incumbent Local Exchange Carrier.
- Other (Identify).

9. APPLICANT'S PROPOSED OPERATIONS: The Applicant proposes to operate as:

- Interexchange Toll Reseller, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Interexchange Toll Facilities-based carrier, InterLATA and/or IntraLATA, (e.g., MTS, 1+, 800, WATS, Travel and Debit Cards)
- Competitive Access Provider (dedicated point-to-point or multipoint service; voice or data)
- Competitive Local Exchange Carrier:
 - Facilities-based
 - UNE-P
 - Data Only
 - Reseller
- Incumbent Local Exchange Carrier
- Other (Identify).

10. PROPOSED SERVICES: Describe in detail the services which the Applicant proposes to offer. If proposing to provide more than one category in Item #9, clearly and separately delineate the services within each proposed operation. If proposing to operate as a facilities-based Competitive Local Exchange Carrier, provide a brief description of the Company's facilities.

Teleport will be providing the same services that TCG-NJ and TCG-Pitt currently provide in Pennsylvania and using the same facilities that TCG-NJ and TCG-Pitt use.

- 11. SERVICE AREA:** Describe the geographic service area in which the Applicant proposes to offer services. Clearly and separately delineate the service territory for each category listed in Item #9. For Competitive Local Exchange Carrier operations, you must name and serve the Incumbent Local Exchange Carriers in whose territory you request authority.

Teleport will be providing service in the same geographic service areas that TCG-Pitt and TCG-NJ currently serve, which include the territories of Verizon Pennsylvania, Inc., Verizon North, Inc., and CenturyLink.

- 12. MARKET:** Describe the customer base to which the Applicant proposes to market its services. Clearly and separately delineate a market for each category listed in Item #9.

Teleport will be providing service to the same customer base that TCG-NJ and TCG-Pitt currently serve, which is business customers.

- 13. PROPOSED TARIFF(S):** Each category of proposed operations must have a separate and distinct proposed tariff setting forth the rates, rules and regulations of the Applicant. Every proposed tariff shall state on its cover page the nature of the proposed operations described therein, i.e., IXC Reseller, CLEC, CAP, or IXC Facilities-based. A copy of all proposed tariffs must be appended to each original and duplicate original and copy of Form 377.

Teleport will be assuming responsibility for the rates, terms, and conditions currently in the tariffs of TCG-NJ and TCG-Pitt, which are already on file with the Commission and are available online at http://kms.att.com/tariffs/state/state_index.html. The Applicant is not proposing any changes to the rates, terms, and conditions in those tariffs at this time.

- 14. FINANCIAL: Attach the following to the Application:**

A general description of the Applicant's capitalization and, if applicable, its corporate stock structure;

Current balance sheet, Income Statement, and Cash Flow Statement of Applicant or Affiliated Company, if relying on affiliate for financial security;

A tentative operating balance sheet and a projected income statement for the first year of operation within the Commonwealth of Pennsylvania; provide the name, title, address, telephone number and fax number of the Applicant's

custodian for its accounting records and supporting documentation; and indicate where the Applicant's accounting records and supporting documentation are, or will be, maintained.

If available, include bond rating, letters of credit, credit reports, insurance coverage and reports, and major contracts.

The Applicant is a wholly-owned subsidiary of AT&T Inc., a Delaware corporation. 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, which is available at <http://www.att.com/gen/landing-pages?pid=5718>. TCGI (which is a wholly owned subsidiary of AT&T Corp. and AT&T Inc.) is the parent company of TCG-NJ, TCG-Pitt, and Teleport. After the merger, TCGI will continue to be the parent company of Teleport. Thus, the financial fitness of Teleport will be identical to TCG-NJ and TCG-Pitt. TCG-Pitt has been certificated to provide service in Pennsylvania since 1995 and TCG-NJ has been certificated since 2008.

15. **START DATE:** The Applicant proposes to begin offering services on or about **December 31, 2012.**

16. **FURTHER DEVELOPMENTS:** Attach to the Application a statement of further developments, planned or contemplated, to which the present Application is preliminary or with which it forms a part, together with a reference to any related proceeding before the Commission.

There are no further developments planned or contemplated at this time.

17. **NOTICE:** Pursuant to 52 Pa. Code §5.14, you are required to serve a copy of the signed and verified Application, with attachments, on the below-listed parties, and file proof of such service with this Commission:

Office of Consumer Advocate
555 Walnut Street
5th Floor, Forum Place
Harrisburg, PA 17101-1923

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

Office of Attorney General
Office of Consumer Protection
Strawberry Square
Harrisburg, PA 17120

A certificate of service must be attached to the Application as proof of service that the Application has been served on the above-listed parties. A copy of

any Competitive Local Exchange Carrier Application must also be served on any and/or all Incumbent Local Exchange Carrier(s) in the geographical area where the Applicant proposes to offer services.

18. **FEDERAL TELECOMMUNICATIONS ACT OF 1996:** State whether the Applicant claims a particular status pursuant to the Federal Telecommunications Act of 1996. Provide supporting facts.

At this time, the Applicant is not claiming any particular rural status pursuant to the federal Telecommunications Act of 1996.

19. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, limited to proceedings dealing with business operations in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Neither the Applicant nor any affiliate, predecessor, or person identified in this Application has been convicted of a crime involving fraud or similar activity.

20. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

21. **CESSATION:** The Applicant understands that if it plans to cease doing business within the Commonwealth of Pennsylvania, it is under a duty to request authority from the Commission for permission prior to ceasing business.

Applicant:

Teleport Communications
America, LLC

By: 

Michelle Painter

Title: Attorney

22. **AFFIDAVIT:** Attach to the Application an affidavit as follows:

AFFIDAVIT

State of New Jersey :
 : ss.
County of Somerset :

James F. Dionne, Affiant, being duly sworn according to law, deposes and says that:

Affiant is the Chief Financial Officer of Teleport Communications America, LLC

That Affiant is authorized to and does make this affidavit for said limited liability company;

That Teleport Communications America, LLC the Applicant herein, acknowledges that it may have an obligation to serve or to continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; with the Federal Telecommunications Act of 1996, signed February 6, 1996, or with other applicable statutes or regulations;

That Teleport Communications America, LLC, the Applicant herein, asserts that Affiant possesses the requisite technical, managerial, and financial fitness to render public utility service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That Teleport Communications America, LLC, the Applicant herein, asserts that Affiant has contacted the appropriate 911 Coordinator(s) via certified letter, from the list provided from the PUC website (<http://www.puc.state.pa.us>), and that arrangements are under way for the provisioning of emergency 911 service in each of the Counties/Cities where service is to be provided. The applicant certifies Affiant has attached a copy of the 911 Coordinator list indicating each 911 Coordinator contacted.

That the facts above set forth are true and correct] to the best of Affiant's knowledge, information and belief, and that Affiant expects said entity to be able to prove the same at any hearing thereof.



Signature of Affiant

Sworn and subscribed before me this 15th day of October, 2012.

Cynthia L Hardy
Notary Public of New Jersey
My Commission Expires
November 18, 2014



Signature of official administering oath

My Commission expires November 18, 2014

23. §1.36 Verification.

Verification

I, James F. Dionne, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. § 4904 relating to unsworn falsification to authorities.

10/15/12
Date

Signature

