



201 E. Fourth St.
P.O. Box 2301
Cincinnati, Ohio 45201-2301

April 8, 2005

RECEIVED

APR 12 2005

PUBLIC UTILITIES
COMMISSION

Beth A. O'Donnell
Executive Director
Kentucky Public Service Commission
P.O. Box 615,
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

RE: Conversion of Cincinnati Bell Telephone Company from a Corporation to
Limited Liability Company

Dear Ms. O'Donnell:

Cincinnati Bell Telephone Company ("CBT") hereby informs the Commission of its conversion from a corporation to a limited liability company effective January 10, 2005. The conversion occurred when Cincinnati Bell Telephone Company, an Ohio corporation wholly owned by Cincinnati Bell Inc., formed a single member limited liability company known as Cincinnati Bell Telephone Company LLC. Cincinnati Bell Telephone Company then became the sole member of Cincinnati Bell Telephone Company LLC. Thereafter, Cincinnati Bell Telephone Company merged into Cincinnati Bell Telephone Company LLC, with Cincinnati Bell Telephone Company LLC as the surviving entity. The merger resulted in Cincinnati Bell Inc. becoming the sole member of Cincinnati Bell Telephone Company LLC. This transaction was a reorganization of the corporate structure, and there was no change in control of the public utility business as Cincinnati Bell Inc. is the sole member of the limited liability company.

In accordance with the requirements of the Public Utilities Commission of Ohio ("PUCO"), CBT filed an application for approval of a transfer of control with the PUCO. (Attachment 1) As indicated at Exhibit 3 of the Application, CBT proposed to change the company name on only the title pages of its tariffs because the services provided by the new entity would continue to be provided to customers at the same rates, terms, and conditions. The application, including the tariff provision, was approved by operation of law effective December 30, 2004. (Attachment 2) On January 10, 2005, CBT filed a Certificate of Merger with the Ohio Secretary of State consummating the merger of Cincinnati Bell Telephone Company into the surviving entity of Cincinnati Bell Telephone LLC. (Attachment 3)

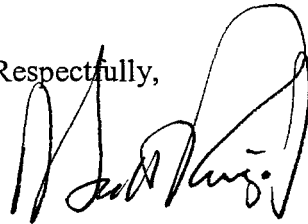
CBT did not seek the prior approval of this Commission to proceed with the corporate restructuring based on the exception found at KRS 278.020(6)(a). As the Commission is aware, CBT derives approximately eighty percent of its gross revenue from its Ohio operations. Moreover, prior approval was not sought given the PUCO's review of the proposed transaction

under statutes and rules enacted for the protection of ratepayers; the Ohio rules are substantially similar to protection afforded by KRS 278.020(5).

Therefore, as was done in Ohio, CBT proposes to change the company name on only the title pages of its existing tariffs. In the future, CBT will include its new name on other tariff pages as the sheets are amended. Attachment 4 includes the revised tariff title pages. These revised tariff pages include an effective date of January 10, 2005, to reflect the date on which the merger was consummated with the Ohio Secretary of State.

Please date-stamp and return the enclosed duplicate of this transmittal to acknowledge its receipt. If you have any question about the corporate restructuring or the revised tariff pages, please contact me at (513) 397-1354.

Respectfully,

A handwritten signature in black ink, appearing to read "D. Scott Ringo Jr.", written over a white background.

D. Scott Ringo Jr.

Assistant Secretary and
Director—Regulatory Affairs

Attachments

cc: Jason Bentley, General Counsel
Amy Dougherty

RECEIVED-DOCKETING DIV

2004 NOV 29 PM 2:00

PUCO



201 E. Fourth St.
P.O. Box 2301
Cincinnati, Ohio 45201-2301

November 29, 2004

04-1783-TP-ACC

Attention: Renee Jenkins
Docketing Division Chief
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215-3793

Re: Application of Cincinnati Bell Telephone Company for Approval of a
Transfer of Control

Dear Ms. Jenkins:

Enclosed please find one (1) original and ten (10) copies of the application of Cincinnati Bell Telephone Company requesting approval of a transfer of control.

Please date-stamp a copy of this application and return it in the postage-prepaid envelope provided. Should you have any question, please do not hesitate to contact me at 513 397-1354.

Respectfully,

A handwritten signature in black ink, appearing to read "D. Scott Ringo Jr.", written over a white background.

D. Scott Ringo Jr.

Assistant Secretary and
Director - Regulatory Affairs

Enclosures

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 10/01/2004)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

In the Matter of the Application of Cincinnati Bell Telephone Company for Approval of a Transfer of Control)
) Case No. 04 - -TP - ACO
)

Name of Registrant(s) Cincinnati Bell Telephone Company (CBT) and Cincinnati Bell Telephone Company LLC
DBA(s) of Registrant(s) Cincinnati Bell Telephone Company; Cincinnati Bell Telephone; Cincinnati Bell
Address of Registrant(s) 201 East Fourth Street, Cincinnati, Ohio 45201
Company Web Address www.cincinnati-bell.com
Regulatory Contact Person(s) D. Scott Ringo Jr. Phone (513) 397-1354 Fax (513) 723-9815
Regulatory Contact Person's Email Address scott.ringo@cinbell.com
Contact Person for Annual Report D. Scott Ringo Jr. Phone (513) 397-1354
Consumer Contact Information Tom McCloud Phone (513) 397-1312
Date November 29, 2004 TRF Docket No 90-5013 - TP-TRF or - TP-TRF

Motion for protective order included with filing? Yes No
Motion for waiver(s) filed affecting this case? Yes No [Note: waiver(s) tolls any automatic timeframe]
Company Type (check all applicable): CTS (IXC) ILEC CLEC CMRS AOS
 Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable **NOT** to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
- 2 (ABN) Abandonment of all Services
 - a. CLEC (90-day approval, 10 copies) b. CTS (14-day approval, 10 copies) c. ILEC (**NOT** automatic, 10 copies)
- 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No.15 on this page.*
 - a. Switched Local b. Non-switched local c. CTS d. Local and CTS e. Other (explain) _____
- 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
- 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
- 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings.
- 7 (AMT) LEC Merger (30-day approval, 10 copies)
- 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
- 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
 - a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
 - i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
 - ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
 - iii. New End User Service (**NOT** preceded by a 30-day filing submittal, 30-day approval, 10 copies)
 - iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
 - v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
 - vi. Grandfather service (30-day approval, 10 copies)
 - vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
 - viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
 - b. Reclassification of Service Among Tiers (**NOT** automatic, 10 copies)
 - c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
- 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
- 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
- 12 (ATW) Application to Withdraw a Tier 1 Service
 - a. CLEC (60-day approval, 10 copies) b. ILEC (**NOT** automatic, 10 copies)
- 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
- 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- 16 (SLF) Self-complaint Application
 - a. CLEC only -Tier 1 (60-day automatic, 10 copies)
 - b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- 18 (ZTA) Tariff Notification Involving only Tier 2 Services
NOTE: Notifications do not require or imply Commission Approval.
 - a. New End User Service (0-day notice, 10 copies)
 - b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)

- c. Withdrawal of service (0-day notice, 10 copies)
 19 Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- 20 Introduction or Extension of Promotional Offering
 21 New Price List Rate for Existing Service
 a. Tier 1 b. Tier 2
 22 Designation of Registrant's Process Agent(s)
 23 Update to Registrant's Maps
 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
 Paper Tariff Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
 CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing.
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including the following: 1) An executive Summary describing the applicant's current financial condition, liquidity, and capital resources. Describe internally generated sources of cash and external funds available to support the applicant's operations that are the subject of this certification application. 2) Copy of financial statements (actual and pro forma income statement and a balance sheet). Indicate if financial statements are based on a certain geographical area(s) or information in other jurisdictions 3) Documentation to support the applicant's cash and funding sources.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a,(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established.
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners.
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B.
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.
<input checked="" type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input checked="" type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C.

<input checked="" type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 21]	Specify which notice procedure has been/will be utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: <input type="checkbox"/> Tier I price list increases must be within an approved range of rates. <input type="checkbox"/> SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
<input checked="" type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been/will be provided to customers. NOTE: SLF Filings – Do NOT send customer notice until it has been reviewed and approved by Commission Staff
<input type="checkbox"/>	[1,2,5,9a(v),11-13, 18, 21(increase only)]	Affidavit attesting that customer notice has been provided.
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input checked="" type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected.
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input type="checkbox"/>	[5,13]	New title sheet with proposed new company name.
<input type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357).
<input type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. If Mirroring Large ILEC exchanges for both serving area and local calling areas: • Serving area must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • Local calling areas must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • Serving Area must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • Local Calling Areas must be described in the tariff through textual delineation and clear maps. Map for self-defined serving and local calling areas are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000.
<input type="checkbox"/>		Other information requested by the Commission staff.
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input checked="" type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff:

III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- Sales tax
- Minimum Telephone Service Standards (MTSS)
- Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- 1+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
- Emergency Services Calling Plan [Required if toll service provided]
- Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
- Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
- Termination Liability Language [Required for all who have early termination liability language in their tariffs]
- Service Connection Assistance (SCA) [Required for all LECs]
- Local Number Portability and Number Pooling [Required for facilities-based LECs]
- Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Tom McCloud, Regulatory Specialist (513) 397-1312, 201 E. Fourth Street, Room 102-890, Cincinnati, Ohio 45202

V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

D. Scott Ringo Jr., Director-Regulatory Affairs (513) 397-1354, 201 E. Fourth Street, Room 102-890, Cincinnati, Ohio 45202

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here:)

Cincinnati Bell Any Distance Inc., dba - CBAD, Cert. No. 90-5815

AFFIDAVIT

Compliance with Commission Rules and Service Standards

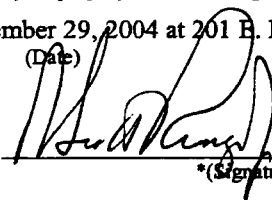
I am an officer of the applicant corporation, Cincinnati Bell Telephone Company, and am authorized to make this statement on its behalf. I attest that these tariffs comply with all applicable rules, including the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules, including the Minimum Telephone Service Standards, as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 29, 2004 at 201 E. Fourth Street, Cincinnati, Ohio 45202

(Date)

(Location)



Assistant Secretary and Director of Regulatory Affairs, November 29, 2004

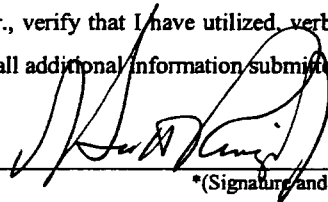
*(Signature and Title)

(Date)

*** This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.**

VERIFICATION

I, D. Scott Ringo, Jr., verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.



Assistant Secretary and Director of Regulatory Affairs, November 29, 2004

*(Signature and Title)

(Date)

***Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.**

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio

Attention: Docketing Division (or to the Telecommunications Division Chief if a pre-filing submittal)

180 East Broad Street, Columbus, OH 43215-3793

DESCRIPTION OF THE TRANSACTION

This transaction will convert Cincinnati Bell Telephone Company from a corporation to a limited liability company. Currently, Cincinnati Bell Telephone Company is an Ohio corporation wholly owned by Cincinnati Bell Inc. Cincinnati Bell Telephone Company will form a single member limited liability company to be known as Cincinnati Bell Telephone Company LLC, of which Cincinnati Bell Telephone Company will be the sole member. Then, Cincinnati Bell Telephone Company will merge into Cincinnati Bell Telephone Company LLC with Cincinnati Bell Telephone Company LLC as the surviving entity. The merger would result in Cincinnati Bell Inc. becoming the sole member of Cincinnati Bell Telephone Company LLC. The merger is dependent upon Cincinnati Bell Telephone Company obtaining the requisite consents from the holders of its debt securities. While this transaction is a reorganization of the corporate structure, there will be no change in control of the public utility business, as Cincinnati Bell Inc. will be the sole member of the new limited liability company. The transaction will be seamless to customers as Cincinnati Bell Telephone Company LLC will continue to provide the same services on the same terms and conditions under the same tariffs as Cincinnati Bell Telephone Company has done.

EXHIBIT 1

Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.).

Certificates of good standing for Cincinnati Bell Telephone Company and Cincinnati Bell Telephone Company LLC, issued by the Ohio Secretary of State, and authorizations to use fictitious names are attached.

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show CINCINNATI BELL TELEPHONE COMPANY, an Ohio corporation, Charter No. 16760, having its principal location in Cincinnati, County of Hamilton, was incorporated on July 05, 1873 and is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 22nd day of November, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2004326N4798E

**United States of America
State of Ohio
Office of the Secretary of State**

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show CINCINNATI BELL TELEPHONE COMPANY LLC, an Ohio Limited Liability Company, Registration Number 1501489, was organized within the State of Ohio on November 19, 2004, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 22nd day of November, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

Validation Number: V2004326NFEA0D



DATE: 11/23/2004	DOCUMENT ID 200432800294	DESCRIPTION FICTITIOUS NAME/ORIGINAL FILING (NFO)	FILING 50.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

FROST BROWN & TODD
10 W. BROAD ST., STE 1000
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1501702

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CINCINNATI BELL TELEPHONE COMPANY

and, that said business records show the filing and recording of:

Document(s)

FICTITIOUS NAME/ORIGINAL FILING

Expiration Date: 11/22/2009

Document No(s):

200432800294

CINCINNATI BELL TELEPHONE
COMPANY LLC
201 EAST FOURTH STREET
CINCINNATI, OH 45202



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of November,
A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State



DATE: 11/23/2004	DOCUMENT ID 200432800296	DESCRIPTION FICTITIOUS NAME/ORIGINAL FILING (NFO)	FILING 50.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

FROST BROWN & TODD
10 W. BROAD ST., STE 1000
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1501703

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

CINCINNATI BELL TELEPHONE

and, that said business records show the filing and recording of:

Document(s)

FICTITIOUS NAME/ORIGINAL FILING

Expiration Date: 11/22/2009

Document No(s):

200432800296

CINCINNATI BELL TELEPHONE
COMPANY LLC
201 EAST FOURTH STREET
CINCINNATI, OH 45202



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of November,
A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State



DATE: 11/23/2004	DOCUMENT ID 200432800298	DESCRIPTION FICTITIOUS NAME/ORIGINAL FILING (NFO)	FILING 50.00	EXPED 100.00	PENALTY .00	CERT .00	COPY .00
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Receipt

This is not a bill. Please do not remit payment.

FROST BROWN & TODD
10 W. BROAD ST., STE 1000
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1501704

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
CINCINNATI BELL

and, that said business records show the filing and recording of:

Document(s)
FICTITIOUS NAME/ORIGINAL FILING

Document No(s):
200432800298

Expiration Date: 11/22/2009

CINCINNATI BELL TELEPHONE
COMPANY LLC
201 EAST FOURTH STREET
CINCINNATI, OH 45202



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 22nd day of November,
A.D. 2004.

J. Kenneth Blackwell
Ohio Secretary of State

EXHIBIT 2

List of names, addresses, and phone numbers of officers and directors, partners.

Cincinnati Bell Telephone Company LLC

All officers listed below are located at 201 East Fourth Street, Cincinnati, Ohio 45201 and can be reached by phone at 513 397-9900.

Officers

John F. Cassidy	President and Chief Executive Officer
Mary E. McCann	Senior Vice President – Internal Controls
Mark W. Peterson	Vice President and Treasurer
Gary A. Cornett	Vice President and Controller
Brian A. Ross	Chief Financial Officer
Dennis P. Hinkel	Senior Vice President – Network and Operations
David A. Korb	Vice President and General Manager – Strategic Business Markets
Richard P. Benken	Vice President – Network Operations
Grant D. Girard	Vice President – Network Engineering and Construction
Cori G. Rothenbach	Vice President – e-commerce and e-business
Christopher S. Colwell	Vice President – Regulatory/Public Affairs
Brian G. Keating	Vice President - Human Resources & Administration
Charles R. Burke	Vice President – Information Technology
Phillip T. Parks	Vice President – Customer Operations
Kevin Sullivan	Vice President – Vice President and General Manager of Data and Internet Products, WiFi, and Complete Protection
Roger Rosenberger	Vice President – Business Market Operations
Donald V. Daniels	Vice President - Consumer Market
Ann W. Crable	Vice President – Vice President and General Manager of Local and Wireline Services
Gerald A. Sparkman	Vice President – Process Improvement and Organizational Effectiveness
Maureen T. Ladley	Vice President – Project Coordination Business and Consumer
Shane Brown	Vice President and General Manager of CBAD and Business to Business Voice, Data and Internet Services
Neil Heslop	Vice President and General Manager - Wireless Services
Christopher J. Wilson	Vice President and General Counsel
Amy K. Collins	Corporate Secretary
Kimberly H. Sheehy	Director, Corporate Tax
D. Scott Ringo Jr.	Assistant Secretary and Director of Regulatory Affairs

EXHIBIT 3

Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A.

Attached are the title pages from CBT's current tariffs on file with the PUCO. CBT LLC proposes to change the company name on only the title pages at this time because service will continue to be provided at the same rates, terms and conditions by CBT LLC as CBT does currently.

Exhibit A

Superseded tariff pages

MASTER TARIFF INDEX
PUCO NO. 2

CINCINNATI BELL TELEPHONE COMPANY

4th Revised Page 1
Cancels 3rd Revised Page 1

LIST OF TARIFFS

PUCO No. 8 GENERAL EXCHANGE TARIFF	(GET)
PUCO No. 3 EXCHANGE RATE TARIFF	(ERT)
PUCO No. 5 PRIVATE LINE TARIFF *	(PL)
PUCO No. 7 MESSAGE TELECOMMUNICATIONS SERVICE	(MTS)
PUCO No. 2 WIDE AREA TELECOMMUNICATIONS SERVICE TARIFF	(WATS)
PUCO No. 4 MOBILE TELEPHONE SERVICE TARIFF	(MOBILE)
PUCO No. 1 POLE AND ANCHOR ATTACHMENT AND CONDUIT OCCUPANCY ACCOMMODATIONS	(PAACO)
PUCO No. 2 ACCESS SERVICE TARIFF	(ACCESS)

* Grandfathered Service

Issued: April 14, 1998

By: B. J. Stonebraker, Senior Vice President
Cincinnati, Ohio

Effective: April 14, 1998
In accordance with Case No.
96-899-TP-ALT Issued by the
Public Utilities Commission
of Ohio, April 9, 1998

GENERAL EXCHANGE TARIFF
PUCO NO. 8

CINCINNATI BELL TELEPHONE COMPANY

Original Title Page

REGULATIONS AND SCHEDULES OF CHARGES

Supplementing the Exchange Rate Tariff

General Exchange Tariff PUCO No. 8 cancels and supercedes
General Exchange Tariff PUCO No. 7

Issued: March 23, 1992

By: B. J. Stonebraker, Senior Vice President

Effective: March 27, 1992
In accordance with Case No.
92-162-TP-ATA issued by The
Public Utilities Commission
of Ohio, March 12, 1992

EXCHANGE RATE TARIFF
PUCO NO. 3

CINCINNATI BELL TELEPHONE COMPANY

Original Title Page

EXCHANGE RATE TARIFF
FOR
TELEPHONE SERVICE

Applying to basic monthly exchange rates
and nonrecurring charges applicable to
all exchanges of the Telephone Company
in the State of Ohio.

Exchange Rate Tariff PUCO NO. 3, cancels and supersedes Exchange Rate
Tariff PUCO NO. 2.

Issued: April 14, 1998

By: B. J. Stonebraker, Senior Vice President
Cincinnati, Ohio

Effective: April 14, 1998
In accordance with Case No.
96-899-TP-ALT, Issued by the
Public Utilities Commission
of Ohio, April 9, 1998

PRIVATE LINE TARIFF
PUCO NO. 5

CINCINNATI BELL TELEPHONE COMPANY

1st Revised Title Page
Cancels Original Title Page

REGULATIONS AND SCHEDULES OF CHARGES

Private Line Tariff PUCO No. 5 cancels and supercedes
Private Line Tariff PUCO No. 4

Private line services and channels are furnished by
means of wire telephone, wire telegraph, radiotelephone
or a combination thereof.

Grandfathered as of May 6, 1994 and withdrawn as of May 5, 1997 in Accordance with Case No. 93-432-TP-ALT,
issued by The Public Utilities Commission of Ohio.

(N)
(N)

Issued: May 5, 1994

By: B. J. Stonebraker, Senior Vice President
Cincinnati, Ohio

Effective: May 6, 1994
In accordance with Case No.
93-432-TP-ALT issued by The
Public Utilities Commission
of Ohio, May 5, 1994.

MESSAGE TELECOMMUNICATIONS SERVICE
PUCO NO. 7

CINCINNATI BELL TELEPHONE COMPANY

Original Title Page

MESSAGE TELECOMMUNICATIONS SERVICE

REGULATIONS AND SCHEDULES OF CHARGES

Applying to Intrastate
IntraLATA Service
between points in the
State of Ohio within
the Cincinnati Bell
Telephone Company
Market Area (LATA).

Message Telecommunications Service Tariff PUCO No. 7
cancels and supersedes Toll Tariff PUCO No. 6.

Issued: January 29, 1986

By: W. W. Victor, Vice President
Cincinnati, Ohio

Effective: February 3, 1986
In accordance with Order No.
85-1839-TP-ATA, issued by The
Public Utilities Commission
of Ohio, January 22, 1986.

WIDE AREA TELECOMMUNICATIONS SERVICE
PUCO NO. 2

CINCINNATI BELL TELEPHONE COMPANY

Original Title Page

WIDE AREA TELECOMMUNICATIONS SERVICE

REGULATIONS AND SCHEDULE OF CHARGES

Applying to Intrastate IntraLATA
Service between points in the
State of Ohio.

Wide Area Telecommunications Service Tariff PUCO No. 2 cancels and supersedes
Wide Area Telecommunications Service Tariff PUCO No. 1.

Issued: May 8, 1987

By: J. H. Prickett, Vice President
Cincinnati, Ohio

Effective: May 1, 1987
In accordance with Order No.
83-464-TP-COI (Subfile C),
issued by The Public Utilities
Commission of Ohio, March 12, 1987

MOBILE TELEPHONE SERVICE TARIFF
PUCO NO. 4

CINCINNATI BELL TELEPHONE COMPANY

1st Revised Title Page
Cancels Original Title Page

MOBILE TELEPHONE SERVICE (See Note)

(C)

REGULATIONS AND SCHEDULES OF CHARGES

Applying to mobile telephone
service within mobile service
areas herein defined.

Mobile Telephone Service Tariff PUCO No. 4 cancels and supersedes
Mobile Telephone Service Tariff PUCO No. 3.

Mobile Telephone service is furnished by
means of radiotelephone and wire telephone.

Note: Grandfathered service offering. New applications for this service will no longer be taken as of the effective date of this page.

(C)
(C)

Issued: August 21, 1985

By: W. W. Victor, Vice President
Cincinnati, Ohio

Effective: August 23, 1985
In accordance with Order No.
85-680-TP-ATA, issued by The
Public Utilities Commission
of Ohio, August 13, 1985

POLE AND ANCHOR ATTACHMENT AND CONDUIT OCCUPANCY
ACCOMMODATIONS
PUCO NO. 1

CINCINNATI BELL INC.

Original Page 1

REGULATIONS AND RATES AND CHARGES

Applying to attachments to poles and
occupancy of conduit systems within
the operating territory of Cincinnati Bell Inc.
in the State of Ohio.

Issued: May 9, 1983

By: W. W. Victor, Vice President
Cincinnati, Ohio

Effective: May 9, 1983
In accordance with Order No.
81-1338-TP-AIR, issued by The
Public Utilities Commission
of Ohio, January 7, 1983.

ACCESS SERVICE TARIFF
PUCO NO. 2

CINCINNATI BELL TELEPHONE COMPANY

Original Title Page

REGULATIONS, RATES, AND CHARGES

Applying to the provision of Access Services
within a Local Access and Transport Area (LATA)
within the operating territory of

CINCINNATI BELL TELEPHONE COMPANY

in the State of

Ohio

as provided herein.

Access Services are provided by means of wire, fiber optics, radio or any other
suitable technology or a combination thereof.

Issued: June 3, 1992

By: B. J. Stonebraker, Senior Vice President
Cincinnati, Ohio

Effective: June 8, 1992
In accordance with Case No.
92-619-TP-ATA issued by The
Public Utilities Commission
of Ohio May 28, 1992

INTRASTATE INTERLATA TELECOMMUNICATIONS SERVICE
PUCO NO. 1

CINCINNATI BELL TELEPHONE COMPANY

Original Title Page

REGULATIONS, RATES, AND CHARGES

Applying to the Provision of
Intrastate InterLATA Telecommunications
Service within the State of Ohio

Issued: March 8, 2000

By: Eugene J. Baldrate, Vice President - Regulatory Affairs
Cincinnati, Ohio

Effective: March 8, 2000
In accordance with Case No.
00-466-TP-ATA issued by The
Public Utilities Commission
of Ohio, March 8, 2000

EXHIBIT 4

Copy of revised tariff sheets & price lists, marked as Exhibit B.

Attached are the revised title pages for CBT's current tariffs on file with the PUCO. CBT LLC proposes to change the company name on only the title pages at this time because service will continue to be provided at the same rates, terms and conditions by CBT LLC as CBT does currently. As other tariff pages are modified or replaced in the future, CBT LLC will change the company name on those pages at that time.

Exhibit B
Revised tariff pages

MASTER TARIFF INDEX
PUCO NO. 2

CINCINNATI BELL TELEPHONE COMPANY LLC

5th Revised Page 1 (C)
Cancels 4th Revised Page 1

LIST OF TARIFFS

PUCO No. 8 GENERAL EXCHANGE TARIFF	(GET)	
PUCO No. 3 EXCHANGE RATE TARIFF	(ERT)	
PUCO No. 5 PRIVATE LINE TARIFF *	(PL)	
PUCO No. 7 MESSAGE TELECOMMUNICATIONS SERVICE	(MTS)	
PUCO No. 2 WIDE AREA TELECOMMUNICATIONS SERVICE TARIFF	(WATS)	
PUCO No. 4 MOBILE TELEPHONE SERVICE TARIFF *	(MOBILE)	(T)
PUCO No. 1 POLE AND ANCHOR ATTACHMENT AND CONDUIT OCCUPANCY ACCOMMODATIONS	(PAACO)	
PUCO No. 2 ACCESS SERVICE TARIFF	(ACCESS)	

* Grandfathered Service

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

GENERAL EXCHANGE TARIFF
PUCO NO. 8

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

REGULATIONS AND SCHEDULES OF CHARGES

Supplementing the Exchange Rate Tariff

General Exchange Tariff PUCO No. 8 cancels and supercedes
General Exchange Tariff PUCO No. 7

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

EXCHANGE RATE TARIFF
PUCO NO. 3

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

EXCHANGE RATE TARIFF
FOR
TELEPHONE SERVICE

Applying to basic monthly exchange rates
and nonrecurring charges applicable to
all exchanges of the Telephone Company
in the State of Ohio.

Exchange Rate Tariff PUCO NO. 3, cancels and supersedes Exchange Rate
Tariff PUCO NO. 2.

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

PRIVATE LINE TARIFF
PUCO NO. 5

CINCINNATI BELL TELEPHONE COMPANY LLC

2nd Revised Title Page (C)
Cancels 1st Revised Title Page

REGULATIONS AND SCHEDULES OF CHARGES

Private Line Tariff PUCO No. 5 cancels and supercedes
Private Line Tariff PUCO No. 4

Private line services and channels are furnished by
means of wire telephone, wire telegraph, radiotelephone
or a combination thereof.

Grandfathered as of May 6, 1994 and withdrawn as of May 5, 1997 in Accordance with Case No. 93-432-TP-ALT,
issued by The Public Utilities Commission of Ohio.

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

MESSAGE TELECOMMUNICATIONS SERVICE
PUCO NO. 7

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

MESSAGE TELECOMMUNICATIONS SERVICE

REGULATIONS AND SCHEDULES OF CHARGES

Applying to Intrastate
IntraLATA Service
between points in the
State of Ohio within
the Cincinnati Bell
Telephone Company LLC
Market Area (LATA).

Message Telecommunications Service Tariff PUCO No. 7
cancels and supersedes Toll Tariff PUCO No. 6.

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

WIDE AREA TELECOMMUNICATIONS SERVICE
PUCO NO. 2

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

WIDE AREA TELECOMMUNICATIONS SERVICE

REGULATIONS AND SCHEDULE OF CHARGES

Applying to Intrastate IntraLATA
Service between points in the
State of Ohio.

Wide Area Telecommunications Service Tariff PUCO No. 2 cancels and supersedes
Wide Area Telecommunications Service Tariff PUCO No. 1.

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

MOBILE TELEPHONE SERVICE TARIFF
PUCO NO. 4

CINCINNATI BELL TELEPHONE COMPANY LLC

2nd Revised Title Page (C)
Cancels 1st Revised Title Page

MOBILE TELEPHONE SERVICE (See Note)

REGULATIONS AND SCHEDULES OF CHARGES

Applying to mobile telephone
service within mobile service
areas herein defined.

Mobile Telephone Service Tariff PUCO No. 4 cancels and supersedes
Mobile Telephone Service Tariff PUCO No. 3.

Mobile Telephone service is furnished by
means of radiotelephone and wire telephone.

Note: Grandfathered service offering. New applications for this service will no longer be taken as of August 23, 1985.

(T)
(T)

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

POLE AND ANCHOR ATTACHMENT AND CONDUIT OCCUPANCY
ACCOMMODATIONS
PUCO NO. 1

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Page 1 (C)
Cancels Original Page 1

REGULATIONS AND RATES AND CHARGES

Applying to attachments to poles and
occupancy of conduit systems within
the operating territory of
Cincinnati Bell Telephone Company LLC
in the State of Ohio.

(C)

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

ACCESS SERVICE TARIFF
PUCO NO. 2

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

REGULATIONS, RATES, AND CHARGES

Applying to the provision of Access Services
within a Local Access and Transport Area (LATA)
within the operating territory of

CINCINNATI BELL TELEPHONE COMPANY LLC (C)

in the State of

Ohio

as provided herein.

Access Services are provided by means of wire, fiber optics, radio or any other
suitable technology or a combination thereof.

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

INTRASTATE INTERLATA TELECOMMUNICATIONS SERVICE
PUCO NO. 1

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

REGULATIONS, RATES, AND CHARGES

Applying to the Provision of
Intrastate InterLATA Telecommunications
Service within the State of Ohio

Issued: November 29, 2004

By: Christopher S. Colwell - Vice President Government Relations
Cincinnati, Ohio

Effective: December 29, 2004
In accordance with Case No.
04-XXXX-TP-ACO Issued by the
Public Utilities Commission
of Ohio

EXHIBIT 5

Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected.

The only tariff changes are to insert CBT LLC on title pages as the name of the issuing utility. Because CBT LLC will continue to provide service at the same rates, terms and conditions as CBT does currently, no services are affected.

EXHIBIT 6

Specify which notice procedure has been utilized.

The restructuring proposed by CBT will be transparent to CBT's customers as CBT LLC will continue to provide service at the same rates, terms and conditions as CBT currently does today. Therefore, CBT is not proposing a customer notice.

EXHIBIT 7

Copy of real time notice which has been provided to customers.

See response to Exhibit 6.

EXHIBIT 8
List of Ohio exchanges specifically involved or affected.

The restructuring will be effective in all of CBT's exchanges.

FILE

RECEIVED-DOCKETING DIV

2005 JAN 18 PM 3:03

PUCO



201 E. Fourth St.
P.O. Box 2301
Cincinnati, Ohio 45201-2301

January 13, 2005

Attention: Renee J. Jenkins
Docketing Division Chief
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215-3793

Re: **Case No. 04-1783-TP-ACO** - In the Matter of the Application of
Cincinnati Bell Telephone Company for Approval of a Transfer of Control
NOTICE OF CONSUMATION

Dear Ms. Jenkins:

Enclosed please find one (1) original and seven (7) copies of the Certificate of Merger filed January 10, 2005 with the Secretary of State's office consummating the merger of Cincinnati Bell Telephone Company into the surviving entity of Cincinnati Bell Telephone Company LLC. Commission approval of the transaction was automatically granted on December 29, 2004.

Please date-stamp a copy of this Notice and return it in the postage-prepaid envelope provided. Should you have any questions, please do not hesitate to contact me at 513 397-1354.

Respectfully,

D. Scott Ringo Jr.

Assistant Secretary and
Director - Regulatory Affairs

Enclosure

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business technician: Date Processed JAN 18 2005



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43216

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER (For Domestic or Foreign, Profit or Non-Profit)

Filing Fee \$125.00

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Cincinnati Bell Telephone Company LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- Domestic (Ohio) Limited Liability Company, with registration number 1501489
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio. _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

RECEIVED
SECRETARY OF STATE
2005 APR 19 PM 4:10
CORPORATE SERVICES



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State

Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this Form: (Select One)	
<input checked="" type="radio"/> Yes	PO Box 1390 Columbus, OH 43218 *** Requires an additional fee of \$100 ***
<input type="radio"/> No	PO Box 1329 Columbus, OH 43218

www.state.oh.us/sos

e-mail: busserv@sos.state.oh.us

CERTIFICATE OF MERGER (For Domestic or Foreign, Profit or Non-Profit)

Filing Fee \$125.00

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

Cincinnati Bell Telephone Company LLC

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Non-Profit Corporation, charter number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number 1501489
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

RECEIVED
 SECRETARY OF STATE
 2008 JUN 19 PM 4:10
 COLUMBUS, OH

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Non-Profit incorporation under the laws of the state/country of _____ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name / charter, license or registration number	State/Country of Organization	Type of Entity
Cincinnati Bell Telephone Company / 16780	Ohio	Corporation For Profit
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Frost Brown Todd LLC</u> (name)	<u>2200 PNC Center, 201 East Fifth Street</u> (street) <i>NOTE: P.O. Box Addresses are NOT acceptable.</i>
<u>Cincinnati</u> (city, village or township)	<u>Ohio 45202</u> (state) (zip code)

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on: _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. STATUTORY AGENT

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) (street) **NOTE: P.O. Box Addresses are NOT acceptable.**
_____, Ohio _____
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

VII. ACCEPTANCE OF AGENT

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent _____

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

VIII. STATEMENT OF MERGER

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

IX. AMENDMENTS

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided No Changes

X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) (street) **NOTE: P.O. Box Addresses are NOT acceptable.**
_____, Ohio _____
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c.) The location of the main office (non-Ohio) shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is

(b.) The name under which the limited liability company desires to transact business in Ohio is

(c.) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is

(b.) The limited partnership was formed on _____

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

(d.) The limited partnership's principal office address is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

Name	Address
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*

(city, township, or village) (county) (state) (zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*
_____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*
_____, _____, _____
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name)

(street address) *NOTE: P.O. Box Addresses are NOT acceptable.*
_____, Ohio _____
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

Cincinnati Bell Telephone Company LLC
(Exact name of entity)

By: Brian A. Pm

Its: Chief Financial Officer

Date: 1/10/2005

Cincinnati Bell Telephone Company
(Exact name of entity)

By: Brian A. Pm

Its: Chief Financial Officer

Date: 1/10/2005

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

(Exact name of entity)

By: _____

Its: _____

Date: _____

Cincinnati Bell Telephone Company LLC

Revised Kentucky Tariff Title Pages

Exchange Rate Tariff, PSCK No. 2

2nd Revised Title Page Cancels 1st Revised Title Page

General Exchange Tariff, PSCK No. 3

List of Tariffs Page
3rd Revised Title Page Cancels 2nd Revised Title Page

Message Telecommunications Service Tariff, PSCK No. 4

1st Revised Title Page Cancels Original Title Page

Cable Television Pole Attachment Tariff, PSCK No. 1

2nd Revised Page 1 Cancels 1st Revised Page 1

Access Service Tariff, PSCK No. 2

2nd Revised Title Page Cancels 1st Revised Title Page

Intrastate InterLATA Telecommunications Service, PSCK No. 1

1st Revised Title Page Cancels Original Title Page

LIST OF TARIFFS

PSCK NO. 2	EXCHANGE RATE TARIFF	
PSCK NO. 3	GENERAL EXCHANGE TARIFF	
PSCK NO. 4	MESSAGE TELECOMMUNICATIONS SERVICE TARIFF	
		(D)
PSCK NO. 1	CALE TELEVISION POLE ATTACHMENT TARIFF	(T)
PSCK NO. 2	ACCESS SERVICE TARIFF	(T)
PSCK NO. 1	INTRASTATE INTERLATA TELECOMMUNICATIONS SERVICE	(T)

The tariffs listed above contain the rates and regulations governing the furnishing of the respective services of Cincinnati Bell Telephone Company LLC in Kentucky and are on file with the Public Service Commission of Kentucky. (C)

The operating territory of the Telephone Company in the State of Kentucky, includes the counties of Boone, Campbell, Gallatin, Grant, Kenton, and Pendleton.

CABLE TELEVISION POLE ATTACHMENT TARIFF
PSCK No. 1

CINCINNATI BELL TELEPHONE COMPANY LLC

2nd Revised Page 1 (C)
Cancels 1st Revised Page 1

REGULATIONS AND RATES AND CHARGES

Applying to Cable Television Pole Attachments within the operating territory
of Cincinnati Bell Telephone Company LLC in the State of Kentucky. (C)

Issued: April 11, 2005

Effective: January 10, 2005

D. Scott Ringo, Jr., Assistant Secretary, Cincinnati, Ohio

INTRASTATE INTERLATA TELECOMMUNICATIONS SERVICE
PSCK NO. 1

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

REGULATIONS, RATES AND CHARGES

Applying to the provision of
Intrastate InterLATA Telecommunications
Service within the State of Kentucky

Issued: April 11, 2005

Effective: January 10, 2005

D. Scott Ringo, Jr., Assistant Secretary, Cincinnati, Ohio

EXCHANGE RATE TARIFF
PSCK NO. 2

CINCINNATI BELL TELEPHONE COMPANY LLC

2nd Revised Title Page (C)
Cancels 1st Revised Title Page

EXCHANGE RATE TARIFF
FOR
TELEPHONE SERVICE

Applying to basic monthly exchange rates
and non-recurring charges applicable to
all exchanges of the Telephone Company
in the Commonwealth of Kentucky.

Exchange Rate Tariff PSCK NO. 2 cancels and supersedes
Exchange Rate Tariff PSCK NO. 1

The operating territory of the Telephone Company in the Commonwealth of Kentucky includes the
counties of Boone, Campbell, Gallatin, Grant, Kenton, and Pendleton.

Issued: April 11, 2005

Effective: January 10, 2005

D. Scott Ringo, Jr., Assistant Secretary, Cincinnati, Ohio

GENERAL EXCHANGE TARIFF
PSC# NO. 3

CINCINNATI BELL TELEPHONE COMPANY LLC

3rd Revised Title Page (C)
Cancels 2nd Revised Title Page

REGULATIONS AND SCHEDULES OF CHARGES

Supplementing the Exchange Rate Tariff

The operating territory of the Telephone
Company in the State of Kentucky, includes the
counties of Boone, Campbell, Gallatin,
Grant, Kenton and Pendleton.

Issued: April 11, 2005

Effective: January 10, 2005

D. Scott Ringo, Jr., Assistant Secretary, Cincinnati, Ohio

MESSAGE TELECOMMUNICATIONS SERVICE
PSCK No. 4

CINCINNATI BELL TELEPHONE COMPANY LLC

1st Revised Title Page (C)
Cancels Original Title Page

MESSAGE TELECOMMUNICATIONS SERVICE

REGULATIONS AND SCHEDULES OF CHARGES

Applying to Intrastate
IntraLATA Service
between points in the
State of Kentucky within
the Cincinnati Bell
Telephone Company LLC
Market Area (LATA).

(C)

Message Telecommunications Service Tariff PSCK No. 4
cancels and supersedes Toll Tariff PSCK No. 3.

Issued: April 11, 2005

Effective: January 10, 2005

D. Scott Ringo, Jr., Assistant Secretary, Cincinnati, Ohio

ACCESS SERVICE TARIFF
PSCK NO. 2

CINCINNATI BELL TELEPHONE COMPANY LLC

2nd Revised Title Page (C)
Cancels 1st Revised Title Page

REGULATIONS, RATES AND CHARGES

Applying to the provision of Access Services
within a Local Access and Transport Area (LATA)
within the operating territory of

CINCINNATI BELL TELEPHONE COMPANY LLC (C)

in the State of

Kentucky

as provided herein.

Access Service Tariff PSCK No. 2 Cancels and Supercedes
Access Service Tariff PSCK No. 1.

This Tariff also includes Unbundled Network Elements applicable to carriers who are certified Competitive Local Exchange Carriers in Kentucky and who have executed an interconnection agreement with Cincinnati Bell Telephone Company LLC. (C)

Issued: April 11, 2005

Effective: January 10, 2005

D. Scott Ringo, Jr., Assistant Secretary, Cincinnati, Ohio

