

4250 North Fairfax Drive  
Arlington, VA 22203

Carol P. Kuhnow  
Regional Director, Policy and Law  
Qwest Communications International Inc.  
4250 North Fairfax Drive, 13th Floor  
Arlington, Virginia 22203  
Tel: 703/363-3189  
Fax: 703/363-4404  
E-mail: carol.kuhnow@qwest.com



January 3, 2002

RECEIVED

JAN 07 2002

PUBLIC SERVICE  
COMMISSION

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

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

Dear Mr. Dorman:

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

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

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

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



Mr. Thomas Dorman  
Executive Director  
Kentucky Public Service Commission  
Page 2

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

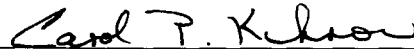
It is Qwest's understanding that prior Commission approval for these internal restructuring actions was not required. *See* Qwest letter to Mr. Thomas Dorman, Executive Director, Kentucky Public Service Commission, dated May 31, 2001.

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

**Qwest Communications Corporation**

**USLD Communications, Inc.**

By:



Carol P. Kuhnow  
Regional Director, Policy and Law  
Qwest Communications International Inc.  
4250 North Fairfax Drive, 13th Floor  
Arlington, Virginia 22203  
Tel: 703/363-3189  
Fax: 703/363-4404  
E-mail: carol.kuhnow@qwest.com