



Sharon Mullin  
Director  
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October 16, 2012

Washington Utilities and Transportation Commission  
Attn: Records Center  
1300 S. Evergreen Park Dr. SW  
P.O. Box 47250  
Olympia, WA 98504-7250

**RE: Notification of Merger of TCG Oregon, TCG Seattle into Teleport Communications America, LLC**

This letter is to advise you that TCG Oregon and TCG Seattle will merge into Teleport Communications America, LLC ("TCA") (collectively, "the Companies") on or around December 31, 2012, with TCA being the surviving entity. As such, the Companies request that the Washington Utilities and Transportation Commission ("Commission") recognize Teleport Communications America, LLC in lieu of TCG Oregon and TCG Seattle upon consummation of the transaction.

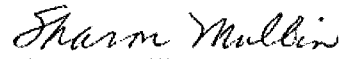
The proposed merger is part of a multi-state initiative to consolidate in TCA the provision of services that are currently provided through multiple state-specific subsidiaries of Teleport Communications Group, Inc. The transaction will be entirely pro forma in that it will involve only affiliates of TCA and no non-affiliated entity. TCG Oregon and TCG Seattle will merge into TCA, with the surviving entity being TCA. Exhibits 1 (TCG Oregon) and 2 (TCG Seattle) are the current and revised organization charts for the Companies. This transaction involves entities in multiple states with an expected implementation date on or around December 31, 2012.

TCG Oregon and TCG Seattle are both classified as competitive local exchange carriers that provide intraexchange and interexchange services in Washington. Customers' services and the prices, terms and conditions for those services will not be affected by this action.

Although the transaction will be transparent to customers, customers started receiving notice of this change via a bill message in September 2012. The bill message will continue through December 2012 and is attached hereto as Exhibit 3. Additionally, the Companies involved will revise service guides to reflect the change in provider name from TCG Oregon and TCG Seattle to Teleport Communications America, LLC. TCA's registration with the Washington Secretary of State is attached as Exhibit 4.

If you have any questions regarding this notice or the underlying transaction, please feel free to contact me at (512) 330-1698.

Very truly yours,

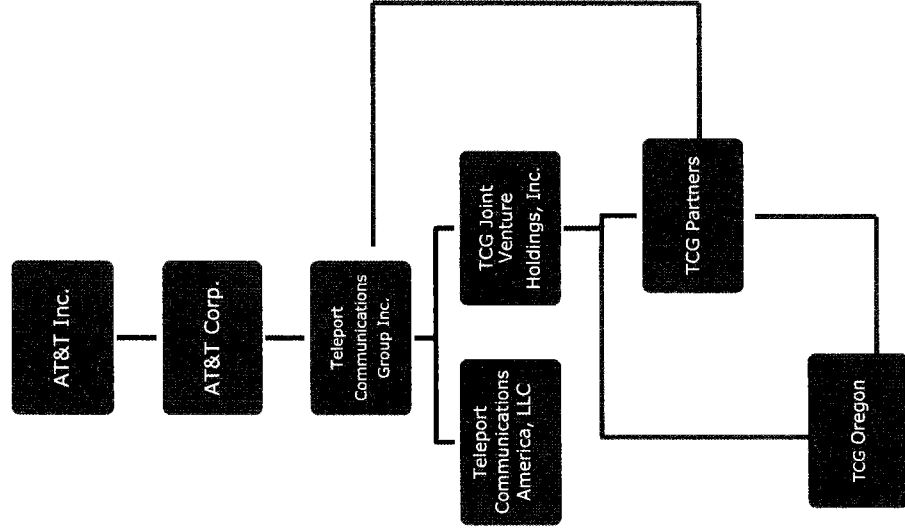
A handwritten signature in cursive script that reads "Sharon Mullin".

Sharon Mullin  
Director  
AT&T Services, Inc.

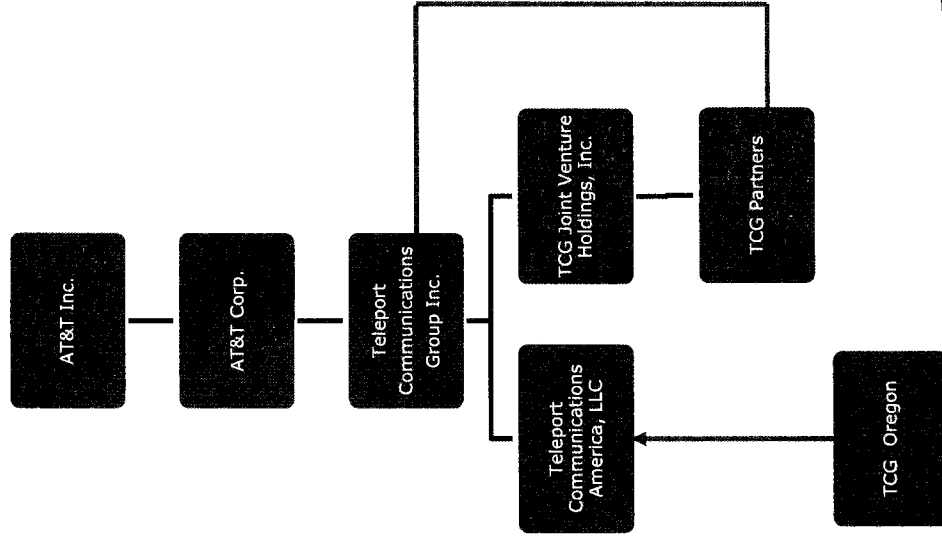
cc: Kristen Russell

# Exhibit 1

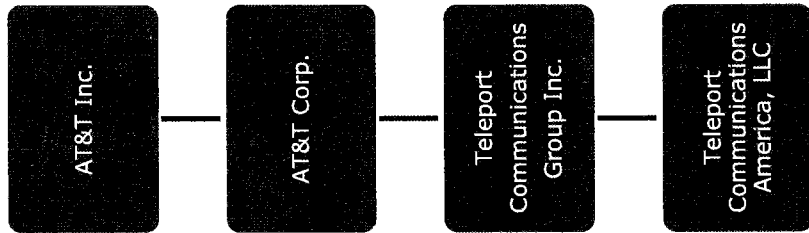
Currently, Teleport Communications America, LLC is directly owned by Teleport Communications Group Inc. (100%). TCG Oregon is directly owned by TCG Joint Venture Holdings, Inc. (1%) and TCG Partners (99%).



**TCG Oregon will be merged into Teleport Communications America, LLC. All other affiliate ownership interests in TCG Oregon will cease to exist.**

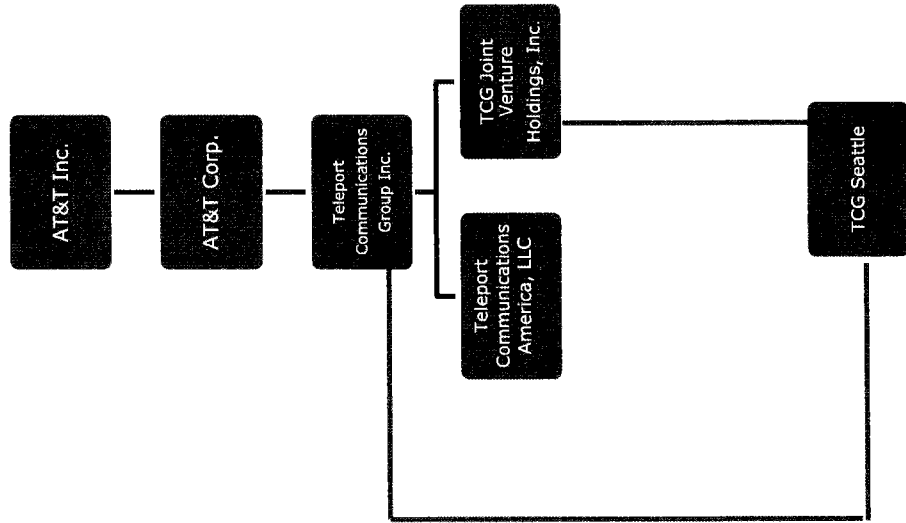


**Teleport Communications America, LLC will be the surviving entity and will remain a wholly owned subsidiary of Teleport Communications Group Inc.**



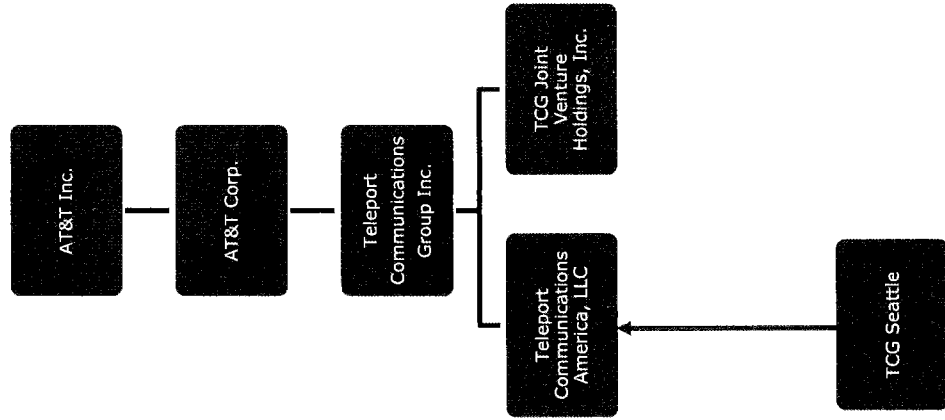
## Exhibit 2

Currently, Teleport Communications America, LLC is directly owned by Teleport Communications Group Inc. (100%). TCG Seattle is directly owned by Teleport Communications Group Inc. (22.2%) and TCG Joint Venture Holdings, Inc. (77.8%)

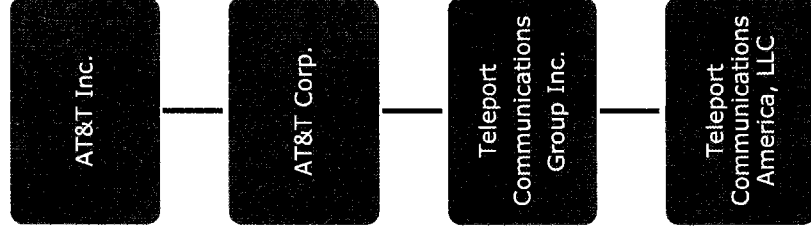




**TCG Seattle will be merged into Teleport Communications America, LLC. All other affiliate ownership interests in TCG Seattle will cease to exist.**



**Teleport Communications America, LLC will be the surviving entity and will remain a wholly owned subsidiary of Teleport Communications Group Inc.**



## Exhibit 3

**Exhibit 3**  
**Customer Notice**

ATTENTION CUSTOMERS WITH LOCAL BUSINESS SERVICES PROVIDED BY CERTAIN TCG, TC SYSTEMS, OR TELEPORT COMPANIES\*:

Subject to state regulatory approvals, if any, beginning on or about December 31, 2012, Teleport Communications America, LLC, will provide the intrastate services previously provided by various TCG, TC Systems or Teleport companies. This administrative change will not impact the rates, terms, or conditions applicable to these services. To view service publications go to [www.att.com/servicepublications](http://www.att.com/servicepublications) and click on Service Guides and/or Tariffs. If you have any questions, please contact the toll free number on your invoice.

\*This change does not impact customers of TCG South Florida and Teleport Communications Atlanta, Inc., Teleport Communications New York (certificated in New Jersey, New York), and TC Systems in the following states - ID, LA, ME, MS, MT, ND, NM, OK, SC, SD, VT, WY

## Exhibit 4

UNITED STATES OF AMERICA

The State of Washington



Secretary of State

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF REGISTRATION**

to

**TELEPORT COMMUNICATIONS AMERICA, LLC**

a/an DE Limited Liability Company. Charter documents are effective on the date indicated below.

Date: 6/6/2012

UBI Number: 603-213-141



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

## Exhibit 2A



Sharon Mullin  
Director  
External Affairs

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[Sharon.Mullin@att.com](mailto:Sharon.Mullin@att.com)

2012 DEC 17 AM 9:00  
RECEIVED  
PROJECTS MANAGEMENT

December 13, 2012

Washington Utilities and Transportation Commission  
Attn: Records Center  
1300 S. Evergreen Park Dr. SW  
P.O. Box 47250  
Olympia, WA 98504-7250

**RE: Registration of Teleport Communications America, LLC**

On October 16, 2012, TCG Oregon and TCG Seattle notified the WUTC that the two entities would merge into Teleport Communications America, LLC ("TCA") (collectively, "the Companies") on or around December 31, 2012, with TCA being the surviving entity. In this advisement, the Companies requested that the Washington Utilities and Transportation Commission ("Commission") recognize Teleport Communications America, LLC in lieu of TCG Oregon and TCG Seattle upon consummation of the transaction (see attached Exhibit 1A). All of the Companies are subsidiaries of AT&T, Inc.

Although the Companies do not necessarily agree that it must register TCA, the Registration form (Exhibit 2A) is being filed in an abundance of caution.

The Companies request that the Commission recognize Teleport Communications America, LLC in lieu of TCG Oregon and TCG Seattle upon consummation of the transaction, and, if a registration is required, to expedite approval of the registration of TCA and ensure approval before December 31, 2012 as to not delay the merger described above.

If you have any questions regarding this notice or the underlying transaction, please feel free to contact me at (512) 330-1698.

Very truly yours,

*Sharon Mullin*  
Sharon Mullin  
Director  
AT&T Services, Inc.

cc: Kristen Russell