**BEFORE THE**

**WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION**

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| Teleport Communications America, LLC Petition for Exemption of WAC 480-121-061(1) | )  )  )  ) | Docket No. UT-121964  Petition |

Teleport Communications America, LLC (“TCA”) respectfully requests an exemption from thirty day requirement in WAC 480-121-061(1) for competitive classification to facilitate the expedited registration of TCA allowing the merger of TCG Oregon and TCG Seattle to occur on or around December 31, 2012.

**Background**

1. On October 16, 2012, the TCG Oregon, TCG Seattle and TCA (collectively, “the Companies”) notified the Washington Utilities and Transportation Commission (“WUTC”) that on December 31, 2012, TCG Oregon and TCG Seattle would merge into Teleport Communications America, LLC (“TCA”) with TCA being the surviving entity. The notification also included TCA’s registration with the Washington Secretary of State. See **Exhibit 1**.
2. 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. All of these companies are subsidiaries of AT&T Inc.
3. TCG Oregon and TCG Seattle are both classified as competitive telecommunications companies 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.
4. On December 14, 2012, TCA electronically filed a Registration and Competitive Classification of Telecommunication Companies with the Commission. See **Exhibit 2**.
5. On December 17, 2012, Teleport Communications of America, LLC received notice that its registration would not become effective until January 13, 2013. See **Exhibit 3**.

**Exemption Request**

1. WAC §480-121-061(1) requires that a telecommunications company requesting competitive classification file a request with the Commission with an effective date at least thirty days after the filing date.
2. WAC §480-121-015 allows the Commission to grant an exemption from WAC §480-121-061(1), if consistent with the public interest, with the purposes underlying regulation and with applicable statutes.
3. TCA is requesting an exemption from the thirty day requirement in WAC §480-121-061(1) so that TCA can become a registered competitive telecommunications company prior to December 31, 2012, thereby allowing TCG Oregon and TCG Seattle to merger into TCA on or around December 31, 2012.
4. It is consistent with the public interest to grant TCA’s request. TCA is stepping into the shoes of TCG Oregon and TCG Seattle which are both designated as competitive telecommunications companies in Washington. TCA will be offering the same services to consumers at the same locations and pursuant to the same terms and conditions as TCG Oregon and TCG Seattle. The transaction will be transparent to consumers. TCA, TCG Oregon and TCG Seattle are also all subsidiaries of AT&T Inc.
5. Granting TCA’s request will allow the merger of TCG Oregon and TCG Seattle to occur by the end of this year. 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, such as TCG Oregon and TCG Seattle.

**Conclusion**

TCA greatly appreciates the Commission’s consideration of its request. Granting this request is consistent with the public interest, with the purpose of the underlying regulations and with applicable statutes.

Respectfully submitted this 19th day of December 2012,

By \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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