



0000039316

ORIGINAL

BEFORE THE ARIZONA CORPORATION COMMISSION

WILLIAM A. MUNDELL
CHAIRMAN
JIM IRVIN
COMMISSIONER
MARC SPITZER
COMMISSIONER

Arizona Corporation Commission
DOCKETED

JAN 09 2002

2002 JAN -9 P 3:47

AZ CORP COMMISSION
DOCUMENT CONTROL

DOCKETED BY	<i>rac</i>
-------------	------------

Application of)
)
 Qwest Communications)
 Corporation and Certain)
 of its Affiliates)
)
 For Approval of)
 Transfer of Certificates of Authority)
 In Association With Internal)
 Corporate Restructuring)

Docket No. T-02811B-01-0456

**NOTICE OF CONSUMMATION
OF MERGER**

Qwest Communications Corporation hereby provides 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.

These mergers were approved by the Arizona Corporation Commission in Decision 64249 on December 7, 2001.

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.

Dated this 8th day of January, 2002.

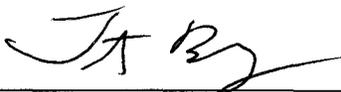
Respectfully submitted,

Qwest Communications Corporation

LCI International Telecom Corp.

Phoenix Network, Inc.

USLD Communications, Inc.

By: 

Timothy Berg
Theresa Dwyer
Fennemore Craig, P.C.
3003 North Centra Avenue
Suite 2600
Phoenix, AZ 85012
Phone: (602) 916-5421
Fax: (602) 916-5621
E-mail: tberg@fclaw.com
tdwyer@fclaw.com

ORIGINAL and 10 of the foregoing filed this 8th day of January, 2002 with:

Docket Control
Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

COPY of the foregoing hand-delivered this 8th day of January, 2001 to:

Brian McNeill, Executive Secretary
Arizona Corporation Commission
Legal Division
1200 West Washington
Phoenix, AZ 85007

Christopher Kempsey, Chief Counsel
Maureen Scott
Arizona Corporation Commission
Legal Division
1200 West Washington
Phoenix, AZ 85007

Ernest G. Johnson, Director
Utilities Division
Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

Lyn Farmer, Chief Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 West Washington
Phoenix, AZ 85007

A handwritten signature in black ink, appearing to be 'Lyn Farmer', written over a horizontal line.