

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 04A-583T

IN THE MATTER OF THE JOINT APPLICATION OF SBC TELECOM, INC. (SBCT) AND SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC., D/B/A SBC LONG DISTANCE (SBCLD) TO TRANSFER SBCT'S CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO SBCLD.

ORDER GRANTING APPLICATION

Mailed Date: December 27, 2004
Adopted Date: December 21, 2004

I. BY THE COMMISSION

A. Statement

1. On November 11, 2004, SBC Telecom, Inc. (SBCT) and Southwestern Bell Communications Services, Inc., doing business as SBC Long Distance (SBCLD) filed a joint application requesting a Commission order authorizing a transfer of authorities involving SBCT and SBCLD. 4 *Code of Colorado Regulations* 723-25-8.

2. Both SBCT and SBCLD are subsidiaries of SBC Communications, Inc. SBCT was granted authority to provide local exchange and emerging telecommunications services in Decision Nos. C00-158, C00-632, C00-722, and C03-0948. SBCLD also has Commission authority to provide local exchange and emerging competitive telecommunications services, granted in Decision Nos. C97-675 and C04-0133. SBCT and SBCLD each have effective tariffs on file.

3. The applicants intend to reorganize operations under its parent company whereby SBCT will sell all its assets and liabilities, including Commission issued authorities to SBCLD.

This transaction is anticipated to occur on or about March 15, 2005, at which time SBCLD also intends to convert its business structure to a limited liability company.

4. The parties are seeking a transfer of control of SBCT's assets to SBCLD. The assets for SBCT include the telecommunications authorities issued by this Commission. Following the transfer, SBCLD will adopt the existing tariffs of SBCT, and SBCT's customers will continue to receive service under the same rates, terms, and conditions that existed prior to the transfer.

5. On November 12, 2004, the Commission issued a Notice of Application Filed, giving notice to all interested parties. Interventions were due on or before December 13, 2004. No interventions were filed.

B. Discussion

6. The application is unopposed and may be considered without a hearing. § 40-6-109(5), C.R.S.

7. The Commission finds that the proposed transfer is not contrary to the public interest.

II. ORDER

A. The Commission Orders That:

1. The joint application for the transfer of SBC Telecom, Inc. to Southwestern Bell Communications Services, Inc., doing business as SBC Long Distance is deemed complete and granted.

2. Southwestern Bell Communications Services, Inc., doing business as SBC Long Distance is ordered to file an adoption notice to adopt SBC Telecom, Inc.'s tariff within 15 days

of the completion of the transaction that is the subject of this docket. The advice letter shall be a compliance filing listing this Decision as its authority and may be filed on a one-day notice.

3. SBC Telecom, Inc. shall continue to have the obligation to file an annual report with the Commission and to contribute to all applicable Colorado funds, including the Public Utilities Commission's Fixed Utilities Fund, the Colorado High Cost Support Mechanism, the Telecommunications Relay Services for the Disabled Telephone Users Program, and the Emergency Telephone Access Act Program.

4. This Order is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING
December 21, 2004.**

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

Commissioners