

In Re The Application of)
Southwestern Bell Communications)
Services Inc. d/b/a SBC Long Distance)
For a Certificate of Public Convenience and)
Necessity,)
_____)

IDAHO PUBLIC UTILITIES COMMISSION
Docket No. SBC-T-0401

APPLICATION FOR CERTIFICATION

Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance, (“Applicant”), pursuant to the laws of the State of Idaho and the rules, regulations, and policies of the Public Utilities Commission of Idaho (“Commission”), hereby applies for a Certificate of Public Convenience and Necessity. Applicant proposes to offer facilities-based and resold competitive local exchange telecommunications services to residential and commercial subscribers and exchange access services to interconnecting carriers in Idaho. In support of its Application, and pursuant to the Commission’s Application for Certification requirements, Applicant states as follows.

I. PROPOSED SERVICES

Applicant proposes to provide competitive local exchange carrier services including, but not limited to, basic local service and custom calling features, and data services to commercial and residential subscribers in Qwest Communications and Verizon (f/k/a GTE Northwest) exchanges. Applicant further proposes to provide exchange access services to interconnecting carriers. Applicant does not propose to offer alternative operator services to the transient public. Operator assisted calls are provided under contract by the underlying carrier, whose operators are trained to respond to emergency calls.

Applicant's services will be available to subscribers twenty-four hours per day, seven days per week, at rates, terms and conditions established by Applicant and reflected in Applicant's illustrative price list, attached hereto at **Exhibit E**. Applicant assumes full responsibility for marketing and sales, billing and customer service functions. Services will be offered and provided in accordance with applicable Idaho laws and all Commission rules and regulations.

Applicant does not currently have plans to construct facilities of its own in the State of Idaho, but does not foreclose the possibility of constructing such facilities in the future. Applicant is not currently providing any local exchange services within the State of Idaho.

Applicant will market its services through in-house marketing professionals, although Applicant may in the future avail itself of telemarketing, if economically advantageous.

Applicant has been granted authority to provide interexchange telecommunications services in all fifty states, including Idaho.¹ Applicant is seeking authority to provide competitive local exchange services in the 37 states outside of its parent corporation's (SBC Communications Inc.) incumbent local exchange carrier service territory. Applicant currently has competitive local exchange carrier authority applications pending in the States of Alaska, Arizona, Delaware, the District of Columbia, Hawaii, Iowa, Louisiana, New Mexico, New York, Maryland, Minnesota, New Hampshire, Oregon, South Carolina, South Dakota, West Virginia and Wyoming. Applicant initiated the competitive local exchange company certification process in November, 2003. To date, Applicant has received authority to provide competitive local exchange service in Colorado (February, 2004) and Vermont (January, 2004). All other state competitive local exchange company applications remain pending, accordingly. In no instance has Applicant been denied authority nor has any application been rejected.

¹ Granted May 1, 1997.

II. FORM OF BUSINESS

1. Name, address and Form of Business

1(c)(1).² Statement of the Character of Public Service in Which it May Engage.

Applicant proposes to provide competitive local exchange carrier services including, but not limited to, basic local service and custom calling features and data services to commercial and residential subscribers. Applicant will further offer exchange access services to interconnecting carriers.

1(c)(2). The Name of the State in Which Applicant is Incorporated.

Applicant is a privately-held corporation organized under the laws of the State of Delaware on May 31, 1995.

1(c)(3). Applicant's Principal Business Address and its Principal Business Address within Idaho.

Applicant's principal business address is:

Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance
5850 W. Las Positas Blvd.
Pleasanton, CA 94588
Telephone: (925) 468-6209
Facsimile: (707) 435-6640

Applicant does not anticipate maintaining offices in the State of Idaho.

1(c)(4). Certified Copy of Applicant's Articles of Incorporation.

A copy of Applicant's Articles of Incorporation are attached hereto at Exhibit A.

1(c)(5). A certificate of Good Standing Issued by the Secretary of State of Idaho.

Applicant has been authorized by the Secretary of State of the State of Idaho to transact business in the State of Idaho as a foreign (not incorporated in Idaho) corporation. Evidence of

² Applicant is a corporation. Items 1(a), Sole Proprietor, and 1(b), Partnerships, do not apply.

Applicant's good standing to transact business within the State of Idaho issued by the Secretary of State of the State of Idaho is attached hereto as **Exhibit B**.

1(c)(6). Name and Address of Registered Agent for Service in Idaho.

Applicant's registered agent in the State of Idaho is:

CT Corporation System
300 North 6th Street
Boise, Idaho 83702

2. If a corporation, the Names and Addresses of the Ten Common Stockholders of Applicant Owning the Greatest Number of Shares of Common Stock and the Number of Such Shares Owned by Each.

Applicant is a wholly-owned subsidiary of SBC Communications Inc.

3. Names and Addresses of the Officers and Directors of Applicant.

The names and addresses of Applicant's officers and directors are:

Yno Gonzalez
President
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance
5850 W. Las Positas Blvd.,
Pleasanton, CA 94588

William H. McCracken
Comptroller
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance
5850 W. Las Positas Blvd.
Pleasanton, CA 94588

John di Bene, Esq.
Vice President, General Counsel and Secretary
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance
5850 W. Las Positas Blvd.
Pleasanton, CA 94588

3. Names and Addresses of the Officers and Directors of Applicant. (continued)

Janet M. Duncan
Treasurer
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance
175 E. Houston St., Room 7-U-30
San Antonio, Texas 78205

Larry Ruzicka
Vice President – Taxes
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance
175 E. Houston St., Room 8-P-60
San Antonio, Texas 78205

Thomas S. Clemens
Assistant Treasurer
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance
175 E. Houston St., Room 7-T-3
San Antonio, Texas 78205

Brief biographies of Applicant's officers, directors and key technical management personnel are attached hereto as Exhibit C.

4. Name and Address of Any Corporation, Association, or Similar Organization Holding a 5% or Greater Ownership or a Management Interest in the Applicant. As to Ownership, the Amount and Character of the Interest Must be Indicated. A copy of any Management Agreement Must be Attached.

Applicant is a wholly-owned subsidiary of SBC Communications Inc. Applicant operates as a separate entity from its parent corporation and does not maintain a management agreement with its parent corporation.

5. Names and Addresses of Subsidiaries Owned or Controlled by Applicant.

Applicant does not maintain subsidiaries.

III. TELECOMMUNICATIONS SERVICES

1. The Date on Which Applicant Proposes to Begin Construction or Anticipates it Will Begin to Provide Service.

Applicant does not intend or anticipate construction of facilities at this time. Applicant will purchase unbundled network elements and will resell local exchange services provided by one or more local exchange carriers. Applicant anticipates that it will begin to provide service within 18 months of the date on which its Certificate of Public Convenience and Necessity is granted.

2. A Written Description of Customer Classes and Customer Service[s] that the Applicant Proposes to Offer to the Public.

Applicant proposes to provide service primarily to commercial subscribers. Applicant plans to also provide service to residential subscribers. Applicant intends to offer a variety of competitive local exchange services including, but not limited to, basic exchange services, private branch exchange services, frame relay, high-speed data, broadband other data services, directory assistance and operator services (through underlying carriers), custom-calling features, toll free calling services, call blocking and unblocking services, and directory listings. Emergency 911 and enhanced 911 calling services will be provided to all subscribers at no charge. Applicant further proposes to provide exchange access and transport services to interconnecting carriers.

IV. SERVICE TERRITORY

1. A Description Sufficient for Determining Whether Service is to be Offered in a Particular Location; and the Names of all Incumbent Local Exchange Corporations with Whom the Proposed Utility is Likely to Compete.

Applicant initially proposes to offer its services in the service areas currently served by Qwest Communications and Verizon and will be competing with these Incumbent Local Exchange Carriers.

2. Written Description of the Intended Manner of Service, for Example, Resold Services or Facilities Based. A General Description of the Property Owned or Controlled by Applicant.

Applicant does not intend or anticipate construction of facilities at this time. Applicant will purchase unbundled network elements and will resell local exchange services provided by one or more local exchange carriers. Applicant will not initially own or control equipment to be used in providing the proposed services in Idaho. Applicant may purchase switching equipment and network facilities, or construct network facilities in the future.

3. A Statement Describing with Whom the Applicant is Likely to Compete.

Applicant may in the future compete with all incumbent local exchange carriers (ILECs) within the State of Idaho including, ATC Communications, Cambridge Telephone Company, CenturyTel of Idaho, Inc., Frontier Communications of Idaho, Direct Communications Rockland, Inc., Fremont Telecom, Inc., Inland Telephone Company, Midvale Telephone Exchange, Inc., Oregon-Idaho Utilities, Inc., Pine Telephone System, Inc., Potlatch Telephone Company, Rural Telephone Company, Silver Star Communications and Teton Telecom. Applicant plans to compete against other competitive local exchange carriers whose identity is a matter of record with the Commission.

4. A Description of the Property Owned by the Applicant Clarifies the Applicant's Proposed Services and Operation.

Applicant does not own any tangible property or premises in the State of Idaho. Applicant will provide service utilizing unbundled network elements leased from local exchange carriers or resold local exchange services.

V. FINANCIAL INFORMATION

1. Current Detailed Balance Sheets, Including a Detailed Income and Profit and Loss Statements of Applicant Reflecting Current and Prior Year Balances for the Twelve Months Ended as of the Date of the Balance Sheet, or if Not Readily Available, for the Period Since the Close of the Preceding Calendar Year.

Applicant's financial standing is impeccable as demonstrated by the income statement and balance sheet of its parent company, SBC Communications Inc., attached hereto as **Exhibit D**.³ The attached documents demonstrate that applicant is adequately capitalized to provide reliable, long-term service to subscribers in the State of Idaho. Applicant does not require construction of its own facilities, nor does it have plans to construct facilities of its own at this time. Applicant is fully funded and requires no additional external capitalization to initiate and sustain its operations.

2. If a balance sheet and income statement are not available, the applicant must submit financial data sufficient to establish that it possesses adequate financial resources to provide the proposed services.

Not Applicable.

VI. "ILLUSTRATIVE" PRICE LIST FILINGS

Applicant's proposed "Illustrative" price list and price sheets setting forth rates, rules, terms, and regulations applicable to the contemplated service is attached hereto at **Exhibit E**.

³ Additional financial information is available on the World Wide Web at http://www.sbc.com/investor_relations/.

VII. CUSTOMER CONTACTS

1. Contact Information for the Applicant.

- a) **The Name, Address, and Telephone Number and Electronic Mailing Addresses (if available) of the Person(s) Responsible for Consumer Inquiries and Complaints from the Public.**

The individual maintaining overall responsible for consumer inquiries complaints from the public, and quality of service is:

Marty Hoover
Southwestern Bell Communications Services Inc.
5850 W. Las Positas Blvd.
Pleasanton, CA 94588
Tel. No.: (925) 251-7422
E-mail: mh2158@camail.sbc.com

- b) **A Toll-free number for Customer Inquiries and Complaints.**

Applicant's toll free number for customer inquiries and complaints is (877) 366-3200.

- c) **The Name, Number and Electronic Mailing Addresses (if available) of the Person(s) Designated as a Contact for the Commission Staff for Resolving Complaints, Inquiries and Matters Concerning Rates and Price Lists or Price lists.**

The name, number and electronic mailing addresses of the person(s) designated as a contact for the Commission Staff for resolving complaints, inquiries and matters concerning rates and price lists or price lists is:

Norman W. Descoteaux
Associate Director – Regulatory
Southwestern Bell Communications Services Inc.
5850 W. Las Positas Blvd.
Pleasanton, CA 94588
Telephone: (925) 468- 6209
Facsimile: (707) 435-6640
E-mail: nd1639@camail.sbc.com

VIII. INTERCONNECTION AGREEMENTS

1. **Statements of Whether the Applicant Has Initiated Interconnection Negotiations and, if so, When and With Whom.**

Applicant has not yet completed an interconnection agreement with an underlying carrier, nor completed its switching or leased facilities implementation plans for Idaho. Upon approval of this application, Applicant currently plans to enter interconnection agreement negotiations with Qwest, Verizon, and may initiate negotiations with other underlying local exchange carriers.

IX. COMPLIANCE WITH COMMISSION RULES

A Written Statement that the Applicant has Reviewed all of the Commission Rules and Agrees to Comply With Them, or a Request for Waiver of Those Rules Believed to be Inapplicable.

Applicant, and its designated personnel, have reviewed applicable rules and regulations of the Commission and aver commitment to abide by the terms and conditions thereof.

X. ESCROW ACCOUNT OR SECURITY BOND

1. **If a Company Requires Advance Deposits by Its Customers, the Company Must Submit a Signed Copy of an Escrow Account with a Bonded Escrow Agent or a Security Bond. The Escrow or Bond Shall be Sufficient to Meet Customer Deposit Refunds in Case of Company Default.**
2. **At the Commission's Discretion, an Additional Deposit May be Required to Keep Customers Whole in Case of Company Default.**
3. **The Commission will Review the Individual Requirement of Establishing an Escrow or Security Account by the Company Upon Good Showing by the Company for a Period of Two Years.**

Evidence of Applicant's Security Bond is attached hereto at Exhibit F.

XI. CONCLUSION

WHEREFORE, based upon the foregoing, Applicant Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance, respectfully requests that the Public Utilities Commission of the State of Idaho approve and grant it a certification to provide resold and facilities based local exchange service in the State of Idaho.

Respectfully submitted this 17th day of February, 2004.

Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance

By:  _____

Joe Carrisalez
Executive Director - Regulatory
Southwestern Bell Communications Services, Inc.
5850 W. Las Positas Blvd., Suite NE014
Pleasanton, CA 94588
Tel: (925) 468-5128
Fax: (707) 435-6623
e-mail: jc2352@camail.sbc.com

Miller Isar, Inc.
7901 Skansie Avenue, Suite 240
Gig Harbor, Washington 98335

Telephone: (253) 851-6700
Facsimile: (253) 851-6474

Regulatory Consultants for Applicant

AFFIDAVIT OF APPLICANT

State of California)
) ss.
County of Alameda)

I, Joe Carrisalez, being first duly sworn, do hereby depose, state that I am Executive Director - Regulatory of Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance ("SBCS"), and am authorized to make this verification on behalf of Southwestern Bell Communications Services Inc., an Applicant for Certificate of Public Convenience and Necessity to provide resold and facilities-based competitive local exchange services in the State of Idaho.

Under the penalties of perjury, I hereby aver that I have read the foregoing application and know the contents thereof, and as to those matters that are therein stated on information or belief, I believe them to be true.

I aver further, that SBCS will comply with all applicable statutes, administrative rules and orders of the Public Utilities Commission of the State of Idaho.

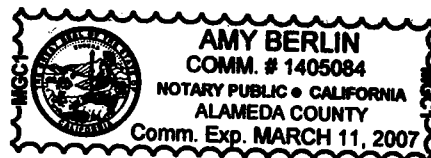
Southwestern Bell Communications Services Inc.
d/b/a SBC Long Distance

By: Joe Carrisalez

Joe Carrisalez
Executive Director - Regulatory
Southwestern Bell Communications Services, Inc.
5850 W. Las Positas Blvd., Suite NE014
Pleasanton, CA 94588
Tel: (925) 468-5128
Fax: (707) 435-6623
e-mail: jc2352@camail.sbc.com

Subscribed and sworn to before me this 17th day of February, 2004.

Amy Berlin
Notary Public in and for the State
of California, residing at
1697 Paseo Laguna Seco, Livermore CA 94550



My Commission Expires: 3/11/2007

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF IDAHO

In Re The Application of)
Southwestern Bell Communications)
Services Inc. d/b/a SBC Long Distance,)
For a Certificate of Public)
Convenience and Necessity)
_____)

Docket No. _____

EXHIBITS

<u>Exhibit</u>	<u>Item</u>
A	ARTICLES OF INCORPORATION
B	AUTHORITY TO TRANSACT BUSINESS IN IDAHO AND CERTIFICATE OF GOOD STANDING
C	EXECUTIVE PROFILES
D	FINANCIAL STATEMENTS
E	ILLUSTRATIVE PRICE LIST
F	SECURITY BOND

EXHIBIT A
ARTICLES OF INCORPORATION

(Attached)

Delaware

PAGE 1

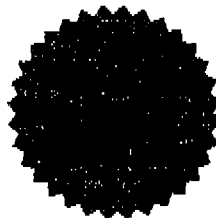
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTY-FIRST DAY OF MAY, A.D. 1995, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2511836 8100H

020519447

AUTHENTICATION: 1939707

DATE: 08-16-02

Joe Carrisalez Affidavit - Attachment A

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
CERTIFICATE OF INCORPORATION
FILED 02:30 PM 05/31/1986
120050 - 2511836

OF

SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.

ARTICLE ONE

The name of the Corporation is Southwestern Bell Communications Services, Inc.

ARTICLE TWO

The address of the registered office of the Corporation in the State of Delaware is Corporate Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE THREE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The business and affairs of the Corporation shall be managed by the Board of Directors. The directors need not be elected by ballot unless required by the Bylaws of the Corporation.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws.

ARTICLE SEVEN

The initial Board of Directors of the Corporation shall be the following individuals:

James D. Ellis	175 E. Houston San Antonio, TX 78205
Charles E. Foster	175 E. Houston San Antonio, TX 78205
James S. Kahan	175 E. Houston San Antonio, TX 78205

ARTICLE EIGHT

The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

ARTICLE NINE

The incorporator is James D. Ellis, whose mailing address is 175 E. Houston, San Antonio, TX 78205.

ARTICLE TEN

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and accordingly, have hereto set my hand this 31st of May, 1995.

Joe Ellis

EXHIBIT B
AUTHORITY TO TRANSACT BUSINESS IN IDAHO
CERTIFICATE OF GOOD STANDING

(Attached)

State of Idaho

Office of the Secretary of State

CERTIFICATE OF EXISTENCE

OF

SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.

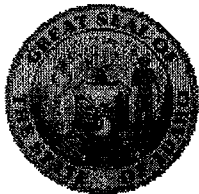
File Number C-116721

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the records of this office show that the above-named corporation was incorporated under the laws of Delaware and filed to transact business in Idaho on 09 Oct 1996.

I FURTHER CERTIFY That the corporation is in goodstanding on the records of this office.

Dated: 12 Feb 2004



Ben Yursa

SECRETARY OF STATE

Authentic Access Idaho Document (<http://www.accessidaho.org/public/portal/authenticate.html>)
Tag: b5ae5f5ff8d740872ba103f59c1d058f59969e2e90b4e108cd64c467029ed0f5e27046e58b7f9a66



CERTIFICATE OF ASSUMED BUSINESS NAME

(Please type or print legibly. See instructions on reverse)

FILED/EFFECTIVE

To the SECRETARY OF STATE, STATE OF IDAHO

Pursuant to Section 53-504, Idaho Code, the undersigned gives notice of adoption of an Assumed Business Name.

MAY 22 11 12 AM '00

- The assumed business name which the undersigned use(s) in the transaction of business is:

SECRETARY OF STATE
STATE OF IDAHO

SBC Long Distance

- The true name(s) and business address(es) of the entity or individual(s) doing business under the assumed business name is/are:

Name	Complete Address
<u>Southwestern Bell Communications Services, Inc.</u>	<u>5850 West Las Positas Blvd.</u>
<u>C 116721</u>	<u>Pleasanton CA 94588</u>
_____	_____

- The general type of business transacted under the assumed business name is:
(mark only those that apply)

- | | | |
|--|--|--|
| <input type="checkbox"/> Retail Trade | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Transportation and Public Utilities |
| <input type="checkbox"/> Wholesale Trade | <input type="checkbox"/> Agriculture | <input type="checkbox"/> Finance, Insurance, and Real Estate |
| <input checked="" type="checkbox"/> Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Mining |

- The name and address to which future correspondence should be addressed: Phone number (optional): 415-836-1428

Hilary Morgan, Room 1005

140 New Montgomery St.

San Francisco CA 94105

- Name and address for this acknowledgment copy is (if other than # 4 above):

Signature: Bruce Ramsey

Printed Name: Bruce Ramsey

Capacity: Secretary

(see instruction # 8 on back of form)

Submit Certificate of Assumed Business Name and \$20.00 fee to:

Secretary of State
700 West Jefferson
Basement West
PO Box 83720
Boise ID 83720-0080
208 334-2301

Revision 12/99
g:\corpforms\abn.p65

Secretary of State use only

IDAHO SECRETARY OF STATE

05/22/2000 09:00
CK: 139030545 CT: 9290 BH: 319917

1 @ 20.00 = 20.00 ASSUM NAME # 2

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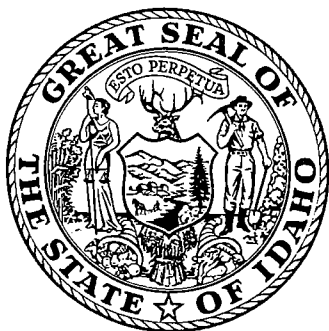
State of Idaho

Office of the Secretary of State

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the corporation records of this State.

I FURTHER CERTIFY That the annexed is a full, true and complete duplicate of application for certificate of authority filed on 9 October 1996 for **SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.**, a DELAWARE corporation, file number C 116721 , including all subsequent amendments thereto, as appears of record in this office as of this date.

Dated: 21 November 2003



Ben Yursa

SECRETARY OF STATE

By *Sally Lloyd*

State of Idaho

Department of State

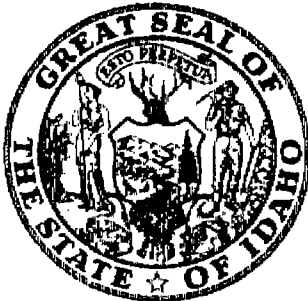
CERTIFICATE OF AUTHORITY OF

SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC.
File number C 116721

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC. to transact business in this State under the name SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 9, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sari Smool*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

Oct 9 11 21 AM '96

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Southwestern Bell Communications Services, Inc.
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 5/31/95 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1209 Orange Street, Wilmington, Delaware 19801
6. The address to which correspondence should be addressed, if different than item 5, is
1651 N. Collins, Suite 220, Richardson, Texas 75080
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701
_____, and its registered agent in Idaho at that address is C.T. Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list of directors and officers</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: Sept 30, 1996
Southwestern Bell Communications Services, Inc.

 (Corporation name)

By Van H. Taylor

 Its President, Vice President, Secretary or Assistant Secretary
 (please specify)
 Van H. Taylor

IDAHO SECRETARY OF STATE
 Secretary of State use only

DATE 10/09/1996 0900 JTB/CAP

CK #: 11801167 CUST# 69806
 AUTH PRO
 1 @ 100.00= 100.00
 CORP SUR 1 @ 20.00= 20.00
 EXPEDITE C 1 @ 20.00= 20.00
 * C

**Appendix to Idaho
Application for Certificate of Authority**

**Directors and Officers of
Southwestern Bell Communications Services, Inc.**

1. J. Cliff Eason, Director
15660 Dallas Parkway
Dallas, Texas 75248
2. James W. Callaway, Director
175 E. Houston
San Antonio, Texas 78205
3. Charles E. Foster, Director
175 E. Houston
San Antonio, Texas 78205
4. James S. Kahan, Director
175 E. Houston
San Antonio, Texas 78205
5. Van H. Taylor, President and Director
9505 Arboretum Blvd.
Austin, Texas 78759
6. Stan Sigman, Director
17330 Preston Rd., Suite 100A
Dallas, Texas 75232
7. Timothy P. Leahy, Secretary and Attorney and Director
175 E. Houston
San Antonio, Texas 78205
8. Lowery Harper, Vice President-Operations
1651 N. Collins, Suite 220
Richardson, Texas 75080
9. John J. Stephens, Vice President-Taxes
175 E. Houston
San Antonio, Texas 78205
10. Karol M. Sweitzer, Vice President and Chief Financial Officer
1651 N. Collins, Suite 220
Richardson, Texas 75080
11. Charles P. Allen, Treasurer
175 E. Houston
San Antonio, Texas 78205
12. Michael D. Olson, Assistant Treasurer
175 E. Houston

Appendix to Application for Certificate of Authority (cont)

San Antonio, Texas 78205

13. Nancy J. Penrod, Assistant Secretary
175 E. Houston
San Antonio, Texas 78205

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHWESTERN BELL COMMUNICATIONS SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2511836 8300

960273920

AUTHENTICATION:

8113567

DATE:

09-20-96

EXHIBIT C
EXECUTIVE PROFILES

(Attached)

Executive Profiles

Applicant's executive officers have been recruited from the parent company and its affiliates and are among its key managers. Together, Applicant's executive officers have several decades of experience in the telecommunication industry, including operations, interconnection, network, marketing, sales, finance, regulatory and legal issues. The executive officers, consequently, have the managerial ability to operate the company and provide the services that Applicant proposes to provide within Idaho. The following paragraphs briefly describe the backgrounds of Applicant's executive officers.

A. YNO GONZALEZ, PRESIDENT

Yno Gonzalez is president of Southwestern Bell Communications Services, Inc. ("SBCS"). In this position, he is responsible for network operations for SBC Long Distance and manages the network operations partnership with WiTel Communications. He was appointed to this position on January 16, 2003.

Mr. Gonzalez, who began his career with Pacific Bell in 1980, has held various leadership positions in human resources, network engineering, network operations, and core process reengineering.

He previously held the title of VP-Network Operations over SBC Long Distance, SWB video services and SBC messaging. He became vice president-core network operations in Pacific Bell's Network Services Group in 1997. In this position, he was responsible for managing the Network Operations Centers in Sacramento and San Diego, the Statewide and Electronic Systems Assistance Center (ESAC), and Radio Operations for Pacific Bell, as well as managing a team of 200 Technical Support Personnel. Mr. Gonzalez also was responsible for site management for 700 Pacific Bell Central Offices and Radio Sites.

Mr. Gonzalez is a member of the HACEMOS organization and the Mathematics, Engineering, Science Achievement (MESA) program of the University of California. Gonzalez graduated from the University of Southern California with a degree in electrical engineering. He completed the Advanced Technology Innovation program for executives at Carnegie Mellon University.

B. WILLIAM H. MCCrackEN, COMPtROLLER

Mr. McCracken is the Vice President – Chief Financial Office of SBCS. Mr. McCracken has 16 years of experience in the telecommunication industry. Specifically, Mr. McCracken has experience relating to finance, accounting, and marketing. Before joining SBCS, Mr. McCracken held positions within SBC's corporate financial planning, investor relations, regulatory accounting, and billing operations. Mr. McCracken earned a Bachelors degree in Marketing and a Master of Science degree in Business Computer Science from Texas A&M University. Mr. McCracken is licensed by the State of Texas as a certified public accountant.

C. JOHN DI BENE, VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY

Mr. di Bene has more than thirteen years' experience in telecommunications law. As Vice President and General Counsel of SBCS, his responsibilities include oversight of all state and federal regulatory filings, issuance of all authorized notices for meetings of the stockholders of the Board, and maintenance of corporate records. Before joining the company, Mr. di Bene spent three years as Senior Counsel in SBC's antitrust and regulatory legal group, assisting with SBC's applications before the Federal Communications Commission (FCC) to provide long distance services. Mr. di Bene also has represented SBC and Pacific Bell in numerous proceedings before the FCC and state commissions. Prior to representing Pacific Bell, he practiced with Blumenfeld & Cohen and Jenner & Block. Mr. di Bene received a Juris Doctor

cum laude from Georgetown University Law Center in 1988, and a Bachelor of Arts *cum laude* from the University of Alaska, Fairbanks in 1985. He is a member of the California and District of Columbia Bar Associations.

D. JANET M. DUNCAN, TREASURER

Ms. Duncan serves as Treasurer of SBCS. She has held a variety of positions in finance within SBC. She is currently Executive Director of Corporate Finance (Capital Markets) for SBC Communications, Inc at the corporate headquarters in San Antonio, Texas. Her prior job with the company was as the Director of Finance for SBC's branch in Mexico City. Prior to joining SBC, Ms. Duncan worked in financial planning for Pacific Bell. Ms. Duncan received a B.A. from the University of Dallas in 1983 and an MBA from Wharton (University of Pennsylvania) in 1996.

E. LARRY RUZICKA, VICE PRESIDENT – TAXES

Larry Ruzicka is the Vice President – Taxes for SBCS. He is responsible for the direction and coordination of tax policy, research and planning, compliance, accounting and audits for all tax matters at SBC and its subsidiaries. Mr. Ruzicka joined the SBC tax department in 1988 and has been extensively involved with merger and acquisition activity as well as other research and planning projects. Prior to joining SBC, Mr. Ruzicka was with Touche Ross & Co. in St. Louis.

F. THOMAS S. CLEMENS, ASSISTANT TREASURER

Mr. Clemens is Assistant Treasurer of SBCS. After nine years experience in banking and the construction industry, Mr. Clemens joined SBC Communications Inc. as a Specialist - Cash Management in 1997. Since then, Mr. Clemens has progressed through positions of increasing responsibilities in cash management and benefit plan investment administration. Mr. Clemens was recently appointed Director - Corporate Finance for SBC Communications, Inc. Mr. Clemens has a BBA, Finance from the University of Texas, Austin.

EXHIBIT D
FINANCIAL STATEMENTS

(Attached)

