

ORIGINAL

SWIDLER BERLIN SHERIFF

Pro Forma
RCN Telecom Services of Illinois, LLC

ITC-ASG-20030124-00088

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January 24, 2003

VIA COURIER

RECEIVED

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Marlene H. Dortch, Secretary
Federal Communications Commission
445 Twelfth Street, S.W., TW-A325
Washington, D.C. 20024

JAN 27 2003

JAN 24 2003

Policy Division
International Bureau

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Attn: Wireline Competition Bureau
International Bureau

Re: *Pro Forma* Assignment of Section 214 Authorizations
to RCN Telecom Services of Illinois, LLC
ITC-214-19980731-00532 (ITC-T/C-20000128-00043)

Dear Ms. Dortch:

RCN Telecom Services of Illinois, LLC ("RCN LLC"), by its undersigned attorneys and pursuant to Sections 63.03(d) and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03(d) and 63.24, hereby notifies the Commission of a *pro forma* assignment of the Section 214 authorizations of RCN Telecom Services of Illinois, Inc. ("RCN Inc.") (together with RCN LLC, the "Companies") to RCN LLC as a result of the change in corporate form described more fully below. The change in corporate form, which was completed on December 27, 2002, did not involve a change in the ultimate ownership or control of the Section 214 authorizations.

Description of the Companies

A. **RCN Telecom Services of Illinois, LLC ("RCN LLC")**

RCN Telecom Services of Illinois, LLC is an Illinois limited liability company with its principal business office in Illinois located at 350 N. Orleans Street, Suite 600, Chicago, IL 60654. RCN LLC is a 100 percent owned subsidiary of RCN Corporation, a Delaware corporation. RCN LLC provides a local, intrastate interexchange, interstate, and international telecommunications services to customers in the State of Illinois.

B. RCN Telecom Services of Illinois, Inc. (“RCN Inc.”)

RCN Inc. was a corporation organized under the laws of the State of Illinois with its principal business office in Illinois located at 350 N. Orleans Street, Suite 600, Chicago, IL 60654. RCN Inc. was a 100 percent owned subsidiary of RCN Corporation. RCN Inc. provided a local, intrastate interexchange, interstate, and international telecommunications services to customers in the State of Illinois. As a result of the change in corporate form, RCN Inc. has been merged into and its operations are now therefore part of RCN LLC.

Description of Change in Corporate Form

On December 27, 2002, as a result of internal corporate needs and tax considerations, RCN Inc. changed its corporate form from a corporation to a limited liability company. This was accomplished by a merger of RCN Inc. into RCN LLC. As a result, the “RCN” company operating in Illinois was changed to “RCN Telecom Services of Illinois, LLC.” All other aspects of RCN LLC’s operations remain the same as RCN Inc., including the Company’s management and operational personnel. Importantly, the change in corporate form did not involve any change whatsoever in the rates, terms and conditions under which service is provided to Illinois customers. Indeed, services will continue to be provided to customers under the “RCN” name, and there will therefore be no customer confusion whatsoever as a result of the minor change.

Information Required by Sections 63.03(d) and 63.24(f)(2)

As required by Sections 63.03(d) and 63.24(f)(2), RCN LLC provides the following information required by 63.04(a)(1) to (a)(4) and 63.18(a) to (d) and (h):

- (1) The name, address and telephone number of RCN LLC:

RCN Telecom Services of Illinois, LLC
350 N. Orleans Street
Suite 600
Chicago, IL 60654
(312) 955-2322 (Tel)
(312) 955-2114 (Fax)
FRN: 0008314908
- (2) The government, state, or territory under the laws of which each Party is organized:

RCN LLC is organized under the laws of the State of Illinois.
RCN Inc. was organized under the laws of the State of Illinois.

(3) Correspondence concerning this notification should be sent to:

Jean L. Kiddoo
Brett P. Ferenchak
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
(202) 424-7834 (Tel)
(202) 424-7645 (Fax)
JLKiddoo@swidlaw.com (Email)
BPFerenchak@swidlaw.com (Email)

with copies to:

Joseph Kahl
RCN Corporation
105 Carnegie Center
Princeton, NJ 08540-6215
(609) 734-3827 (Tel)
(609) 734-6167 (Fax)
joseph.kahl@rcn.net (Email)

(4) Previous Authority under Section 214:

RCN LLC has not previously received authority under Section 214.

RCN Inc. was authorized to provide domestic interstate common carrier services pursuant to blanket authority under Section 63.01 of the Commission's rules. RCN Inc. also held international Section 214 authority to provide global resale services.¹

¹ FCC File No. ITC-T/C-20000128-00043, Public Notice, Report No. TEL-00191, DA 00-361 (Feb. 23, 2000) (grant of authority to transfer control of 21st Century Telecom of Illinois, Inc. from 21st Century Telecom Group, Inc. to RCN Corporation); FCC File No. ITC-214-19980731-00532, Public Notice, Report No. TEL-00009, DA 98-1870 (Sept. 11, 1998) (grant of authority for 21st Century Telecom of Illinois, Inc. to provide global resale service). 21st Century Telecom of Illinois, Inc. changed its name to RCN Telecom Services of Illinois, Inc. in October 2000. RCN Inc. advised the Commission of the name change in CC Docket No. 94-129 and through revisions of its international tariff.

- (5) Information concerning the 10% or greater owners of RCN LLC following the change in corporate form:

The following entities own or control ten percent (10%) or more of the equity of RCN LLC:

Name: RCN Corporation ("RCN Corp.")
Address: 105 Carnegie Center
Princeton, N.J. 08540
Citizenship: U.S.
Percentage Owned: 100%
Principal Business: Telecommunications

The following entities own or control ten percent (10%) or more of the equity of RCN Corp.:

Name: Level 3 Delaware Holdings, Inc.
Address: 1025 Eldorado Blvd.
Broomfield, CO 80021
Citizenship: U.S.
Percentage Owned: approximately 24.3%
Principal Business: Holding Company

Name: Vulcan Ventures, Inc.
Address: 505 5th Avenue South
Seattle, WA 98104
Citizenship: U.S.
Percentage Owned: approximately 23.9%
Principal Business: Investment

Name: NSTAR
Address: 800 Boylston Street
Boston, MA 02199
Citizenship: U.S.
Percentage Owned: approximately 10.6%
Principal Business: Energy

Name: Red Basin LLC
Address: c/o Fraser Stryker
500 Energy Plaza
409 South 17th Street
Omaha, NE 68102
Attn: John Boyer, Thomas Flaherty
U.S.
Citizenship: U.S.
Percentage Owned: approximately 10.4%
Principal Business: Family Investment Business

The following individuals and entities own or control Red Basin LLC:

Name: Walter Scott Jr. and certain family members
and trusts
Address: c/o Fraser Stryker
500 Energy Plaza
409 South 17th Street
Omaha, NE 68102
Attn: John Boyer, Thomas Flaherty
U.S.
Citizenship: U.S.
Principal Business: Individuals and Trusts

No other entity holds a 10% or greater direct or indirect interest in RCN LLC.

Public Interest Considerations

RCN LLC respectfully submits that the change in corporate form was consistent with the public interest since it will continue without interruption or change the operations of the Companies. Moreover, the change in corporate form was completed in a fashion that did not adversely affect the provision of intrastate, interstate, and international telecommunications services in or from Illinois or result in any disruption or alteration of services. The change in corporate form was merely an internal corporate transaction that was transparent to consumers and has not in any way inconvenienced or adversely impacted customers.

* * * * *

Marlene H. Dortch, Secretary
January 24, 2003
Page 6

An original and six (6) copies of this letter are enclosed for filing. Please date-stamp the enclosed extra copy, and return it to the undersigned. Please do not hesitate to contact us if you have any questions in regard to this matter.

Respectfully submitted,

A handwritten signature in blue ink that reads "Jean L. Kiddoo /BPF".

Jean L. Kiddoo
Brett P. Ferencsak

Counsel for RCN Telecom Services of
Illinois, LLC

cc: Scott Burnside (RCN)
Joseph Kahl (RCN)
Kristen Smoot (RCN)
Philip Passanante (RCN)

CERTIFICATION

On behalf of RCN Telecom Services of Illinois, LLC, I hereby certify that the statements made in the foregoing notification letter are true, complete and correct to the best of my knowledge and are made in good faith. Specifically, I certify that the above-described assignment is *pro forma* under Section 63.24(a) of the Commission's Rules, 47 C.F.R. § 63.24(a), and that, together with all previous *pro forma* transactions, does not change the ultimate control of the Section 214 authorizations previously held by RCN Telecom Service of Illinois, Inc.

By:

Name: Joseph Kahl

Title: Director of Regulatory Affairs

RCN Telecom Services of Illinois, LLC

Dated: January _23_, 2003