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GENERAL INSTRUCTIONS, DEFINITIONS, ETC.

Please read the general instructions carefully before filling out this form:

1. The word "Respondent" in the following inquiries means the person, firm, association, or company in whose behalf the report is made.
2. The schedules and questions contained in this report were developed to be generally applicable to all competitive telecommunication service providers. All instructions shall be followed and each question answered as fully and accurately as possible. Sufficient answers shall appear to show that no schedule, question, or line item has been overlooked.
3. If answers to an inquiry are given elsewhere in the report, incorporation of the information by reference is sufficient.
4. Customary abbreviations may be used except that the exact name of the respondent shall be shown in full on the "Title Page" and in the "Verification" page.
5. Where the space provided is insufficient for the required data or it is necessary or desirable to insert additional statements or schedules, the insert pages shall show the number and title of the schedule to which it pertains, as well as the name of the respondent and the year covered, and shall be on 8 1/2" x 11" durable paper.
6. The information required with respect to any statement furnished is the minimum requirement. The respondent may add such further material information as is necessary to ensure that the required statements are not misleading.
7. All copies filed with the Commission must be legible and permanent. All entries shall be made in permanent ink or by a typewriter. Items of a reverse or contrary character shall be enclosed in parentheses, or indicated by a minus sign followed by the amount.
8. The annual report shall be signed by a duly elected officer of the respondent and it shall be notarized.
9. "Operating" as used in this report refers to regulated operations while "Nonoperating" refers to nonregulated operations.

IDENTITY OF RESPONDENT

1. Identify respondent's form of business organization: sole proprietorship, partnership, corporation, or other (explain).
Corporation
2. If a consolidated, merged, or reorganized company, briefly provide particulars of such transactions, the date of the transactions, and PUCO authority. If a reorganized company, give name of original company.
Please see that attached application filed with PUCO on 29 January 2005, Case No. 04-129-TP-CIO.
3. Identify any other names (other than shown on title page) under which respondent conducted any part of its business during the year.
N/A
4. If incorporated specify:
 - a. Date of filing of articles of incorporation.- **4 December 2002**
 - b. State in which incorporated. **State of Delaware**
5. Identify PUCO Case Number (and date issued) granting operating authority and identify certificate number(s) issued.
**The PUCO Case Number: 03-2102-TP-CIO
Certificate No.- 90-5800**
6. State whether respondent is operational in Ohio (actually providing service and the date operations began), or available (but not currently providing service).
Teleglobe America Inc. currently does not provide intrastate telecommunications services in the state of Ohio.
7. If operational, identify Ohio counties where respondent is providing service.
N/A
8. Identify separately the number of residential and business customers served by respondent. Identify voice, data, or other type services provided.
N/A
9. Identify if services are provided by resale (total service resale of local exchange company service) or facilities based (through respondent's own switch or via UNE platform), and names of Ohio counties where each type of service is provided.
N/A
10. Identify local exchange companies that respondent has interconnection agreements with to provide service in Ohio.
N/A

IMPORTANT CHANGES DURING THE YEAR

Report important changes of the types listed. Except as otherwise indicated data furnished should apply to the same period the report covers. Answers should be numbered in accordance with the inquiries and if "none" states the fact, it should be used. If information which answers an inquiry is given elsewhere in the report, identification of the other answer will be sufficient.

1. **Changes in ownership or control (shareholders holding 5% or more of outstanding stock).**
Please see that attached application filed with PUCO on 29 January 2005, Case No. 04-129-TP-CIO.
2. **Other important changes: Give brief particulars of each other important change which is not disclosed elsewhere in this report.**
Please see that attached application filed with PUCO on 29 January 2005, Case No. 04-129-TP-CIO.

SCHEDULE: 1

DIRECTORS, PROPRIETORS, PARTNERS			
1. Give the name of each director or proprietor. (For partnerships identify each partner, identify which are general or limited partners, and show each partner's percent of interest.)			
Line No.	Name and Address (City and State) (a)	Served Continuously From (b)	Term Expired or Current Term Will Expire (c)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
(For corporations, show the data requested; for other forms of business organizations, show names of individuals holding comparable positions.)			
16	Name of Chairman of the Board	21	Treasurer
17	Name of Secretary of Board	22	Controller
18	President		
19	Vice-President		
20	Secretary		

Instructions:

Schedule 2 is used for PUCO annual assessment purposes pursuant to Section 4905.10, RC. The reporting company shall maintain supporting and/or subsidiary records to separately record revenues derived from total operations and from its Ohio intrastate operations. Information presented herein is subject to audit by the PUCO.

The jurisdictional separation of revenues reported in this schedule should conform, to the extent applicable, to the procedures and instructions of CFR 47 Parts 32 and 36.

For interexchange carriers, intrastate refers to messages originating and terminating in Ohio.

For cellular, competitive access, and paging providers, intrastate refers to amounts billed to an Ohio account.

SCHEDULE: 2

STATEMENT OF INTRASTATE GROSS EARNINGS (REVENUE)		
		Amount
Line No.	Item	Ohio Intrastate
1	Operating and Miscellaneous Revenue - Wholesale Cellular Communications, Radio Common Carrier, Directory Revenue, Rent Revenue, Special Billings (revenue from work performed for others, rent revenue-nonoperating, return on regulated investment used to provide nonregulated products and services, etc.)	0
2	Other Revenue, Dividend and Interest Income, Gains From Disposition of Property -- Operating and Nonoperating, Other Operating or Nonoperating Gains (foreign currency exchange or transfer, extinguishment of debt, company's share of earnings of affiliated company accounted for on equity method, income from sinking and other funds, etc.)	0
3	SUBTOTAL (1) + (2)	0
4	Earnings or receipts from sales to other public utilities for resale	(0)
5	TOTAL (3) + (4)	0

SCHEDULE: 3

IN ORDER TO ENSURE THAT PUCO CORRESPONDENCE IS DIRECTED TO THE APPROPRIATE PERSON AT THE CORRECT ADDRESS, PLEASE COMPLETE THE FOLLOWING.

**Name, Title, Address, and Phone Number of the Company's Contact Persons
to Receive Entries and Orders from the Docketing Division**

Diana Peneva	Regulatory Analyst
_____ Name	_____ Title
1 Discovery Square, 12010 Sunset Hills Road, Reston, VA 20190	
_____ Address	
703 766-3034	
_____ Phone Number (Including Area Code)	

**Name, Title, Address, and Phone Number of Person to whom Invoice
should be Directed**

Diana Peneva	Regulatory Analyst
_____ Name	_____ Title
1 Discovery Square, 12010 Sunset Hills Road, Reston, VA 20190	
_____ Address	
703 766-3034	
_____ Phone Number (Including Area Code)	

Name and Address of the President

Gerald Porter Strong	
_____ Name	_____ President
1 Discovery Square, 12010 Sunset Hills Road, Reston, VA 20190	
_____ Address	

VERIFICATION

The foregoing report must be verified by the President or Chief Officer of the company. The oath required may be taken before any person authorized to administer an oath by the laws of the State in which the same is taken.

OATH

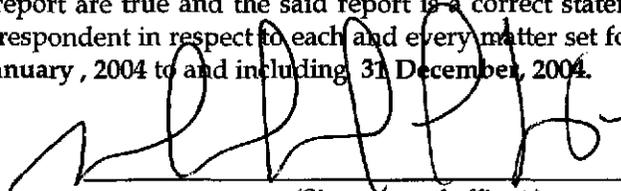
State of Virginia
County of Fairfax

Michael Wu makes oath and says that
(Insert here the name of the affiant.)

he is Vice President, General Counsel and Secretary
(Insert here the official title of deponent)

of Teleglobe America Inc.
(Insert here the exact legal title or name of the respondent.)

that he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including 1 January, 2004 to and including 31 December, 2004.


(Signature of affiant.)

City/County of Fairfax
Commonwealth of Virginia
Sworn to and subscribed before me this 13th
day of May, 2005
Witness my hand and official seal.
Wanda D. [unclear] Notary Public

My Comm. Exps 31 Dec 2007



Document

[HELP](#)

Date Filed:01/29/2004 03:06 PM
Document Type:MEMO - Memorandum
Number of Pages:1

Case Numbers: 04-0129-TP-CIO

Summary:

Memo automatically approving
the application with the effective
date of 1/29/04.

PARTIES OF RECORD

ATTORNEYS

ENCLOSED-DOCKETING DIV

TELEGLOBE

2004 JAN 29 PM 2:32

FUCO

January 27, 2004

04-129-TP-010

One Discovery Square
12010 Sunset Hills Road
Reston, Virginia, 20190 USA

BY OVERNIGHT MAIL

(T) 703 766-3100

(F) 703 766 3102

www.teleglobe.com

Daisy Crockron, Chief of Docketing
Public Utilities Commission of Ohio
180 East Broad Street
Columbus, OH 43215-3793

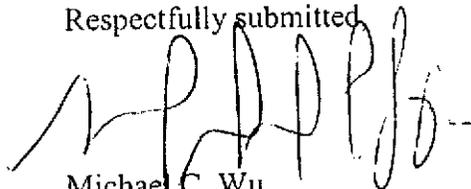
RECEIPT

Re: Teleglobe America Inc. – Telecommunications Application Form

Dear Ms. Crockron:

On behalf of Teleglobe America Inc., enclosed are an original and seven (7) copies of the above-captioned filing. Please date-stamp the extra copy of this filing and return it in the enclosed self-addressed, stamped envelope. Should you have any questions please contact Rogena Harris at (703) 766-3061.

Respectfully submitted,



Michael C. Wu

Vice President and Acting General Counsel

Enclosures

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS APPLICATION FORM

(Effective: 07/23/2003)

(Pursuant to Case Nos. 99-998-TP-COI and 99-563-TP-COI)

RECEIVED-DOCKETING DIV

In the Matter of the Application of Teleglobe
America Inc.
to Implement Internal Corporate Changes

Case No. _____ - **TP** - _____

2004 JAN 29 PM 2:32

PUCO

Name of Registrant(s) Teleglobe America Inc. ("TAI" or "Applicant")
DBA(s) of Registrant(s) _____
Address of Registrant(s) One Discovery Square, 4th Floor, 12010 Sunset Hills Road, Reston, Virginia 20190
Company Web Address www.teleglobe.com
Regulatory Contact Person(s) Diana Peneva Phone (703) 766-3034 Fax (703) 766-3104
Regulatory Contact Person's Email Address diana.peneva@teleglobe.com
Contact Person for Annual Report Diana Peneva Phone (703) 766-3034
Consumer Contact Information Diana Peneva Phone (703) 766-3034
Date January 27, 2004 TRF Docket No. _____ - _____ - CT-TRF or _____ - _____ - TP-TRF

Motion for protective order included with filing? Yes No
Motion for waiver(s) filed affecting this case? Yes No [Note: waiver(s) tolls any automatic timeframe]
Company Type (check all applicable): CTS (IXC) ILEC CLEC CMRS' AOS
 Other (explain) _____

NOTE: This form must accompany all applications filed by telecommunication service providers subject to the Commission's rules promulgated in Case No. 99-998-TP-COI, as well as by ILECs filing an ARB or NAG case pursuant to the guidelines established in Case No. 96-463-TP-UNC. *It is preferable NOT to combine different types of filings, but if you do so, you must file under the process with the longest applicable review period.*

I. Please indicate the reason for submitting this form (check one)

- 1 (AAC) Application to Amend Certificate by a CLEC to modify Serving Area (0-day notice, 7 copies)
- 2 (ABN) Abandonment of all Services
 - a. CLEC (90-day approval, 10 copies)
 - b. CTS (14-day approval, 10 copies)
 - c. ILEC (**NOT** automatic, 10 copies)
- 3 (ACE) New Operating Authority for providers other than CMRS (30-day approval, 7 copies); *for CMRS, see item No. 15 on this page.*
 - a. Switched Local
 - b. Non-switched local
 - c. CTS
 - d. Local and CTS
 - e. Other (explain) _____
- 4 (ACO) LEC Application to Change Ownership (30-day approval, 10 copies)
- 5 (ACN) LEC Application to Change Name (30-day approval, 10 copies)
- 6 (AEC) Carrier-to-Carrier Contract Amendment to an agreement approved in a NAG or ARB case (30-day approval, 7 copies)
NOTE: see item 25 (CTR) on page two of this form for all other contract filings.
- 7 (AMT) LEC Merger (30-day approval, 10 copies)
- 8 (ARB) Application for Arbitration (see 96-463-TP-COI for applicable process, 10 copies)
- 9 (ATA) Application for Tariff Amendment for Tier 1 Services, Application to Reclassify Service Among Tiers, or Change to Non-Tier Service
 - a. Tier 1 (and Carrier-to-Carrier tariff filings as set-forth in 95-845-TP-COI)
 - i. Pre-filing submittal (30-day pre-filing submittal with Staff and OCC; **Do Not Docket**, 4 copies)
 - ii. New End User Service which has been preceded by a 30-day pre-filing submittal with Staff for all submittals and also with OCC for Tier 1 residential services (0-day filing, 10 copies)
 - iii. New End User Service (**NOT** preceded by a 30-day filing submittal, 30-day approval, 10 copies)
 - iv. New Carrier-to-Carrier Service which has been preceded by a 30-day pre-filing with Staff (0-day filing, 10 copies)
 - v. Change in Terms and Conditions, textual revision, correction of error, etc. (30-day approval, 10 copies)
 - vi. Grandfather service (30-day approval, 10 copies)
 - vii. Initial Carrier-to-Carrier Services Tariff subsequent to ACE approval (60-day approval, 10 copies)
 - viii. *Withdrawal of Tier 1 service must be filed as an "ATW", not an "ATA" - see item 12, below*
 - b. Reclassification of Service Among Tiers (**NOT** automatic, 10 copies)
 - c. Textual revision with no effect on rates for non-specific or non-tier service (30-day approval, 10 copies)
- 10 (ATC) Application to Transfer Certificate (30-day approval, 7 copies)
- 11 (ATR) LEC Application to Conduct a Transaction Between Utilities (30-day approval, 10 copies)
- 12 (ATW) Application to Withdraw a Tier 1 Service
 - a. CLEC (60-day approval, 10 copies)
 - b. ILEC (**NOT** automatic, 10 copies)
- 13 (CIO) Application for Change in Operations by Non-LEC Providers (0-day notice, 7 copies)
- 14 (NAG) Negotiated Interconnection Agreement Between Carriers (0-day effective, 90-day approval, 8 copies)
- 15 (RCC) For CMRS providers only to Register or to Notify of a Change in Operations (0-day notice, 7 copies)
- 16 (SLF) Self-complaint Application
 - a. CLEC only -Tier 1 (60-day automatic, 10 copies)
 - b. Introduce or increase maximum price range for Non-Specific Service Charge (60-day approval, 10 copies)
- 17 (UNC) Unclassified (explain) _____ (NOT automatic, 15 copies)
- 18 (ZTA) Tariff Application Involving only Tier 2 Services
 - a. New End User Service (0-day notice, 10 copies)
 - b. Change in Terms and Conditions, textual revision, correction of error, etc. (0-day notice, 10 copies)

- c. Withdrawal of service (0-day notice, 10 copies)
 1. Other (explain) _____ (NOT automatic, 15 copies)

THE FOLLOWING ARE TRF FILINGS ONLY, NOT NEW CASES (0-day notice, 3 copies)

- 20 Introduction or Extension of Promotional Offering
 21 New Price List Rate for Existing Service
 a. Tier 1 b. Tier 2
 22 Designation of Registrant's Process Agent(s)
 23 Update to Registrant's Maps
 24 Annual Tariff Option For Tier 2 Services - indicate which option you intend to adopt to maintain the tariff. NOTE, changing options is only permitted once per calendar year.
 Paper Tariff Electronic Tariff. If electronic, provide the tariff's web address: _____

THE FOLLOWING ARE CTR FILINGS ONLY, NOT NEW CASES (0-day notice, 7 copies)

- 25 Application to establish, revise, or cancel an end-user contract. (NOTE: see item 6 on page 1 of this form for carrier-to-carrier contract amendments)
 CTR Docket No. _____ - _____ - TP - CTR (Use same CTR number throughout calendar year)

II. Please indicate which of the following exhibits have been filed. The numbers (corresponding to the list on page (1) and above) indicate, at a minimum, the types of cases in which the exhibit is required:

<input checked="" type="checkbox"/>	[all]	A copy of any motion for waiver of O.A.C. rule(s) associated with this filing. NOTE: the filing of a motion for waiver tolls any automatic timeframe associated with this filing. NOT APPLICABLE - APPLICANTS DO NOT SEEK ANY WAIVERS IN CONNECTION WITH THIS FILING.
<input type="checkbox"/>	[3]	Completed Service Requirements Form.
<input type="checkbox"/>	[3, 9(vii)]	A copy of registrant's proposed tariffs. (Carrier-to-Carrier resale tariff also required if facilities-based)
<input type="checkbox"/>	[3]	Evidence that the registrant has notified the Ohio Department of Taxation of its intent to conduct operations as a telephone utility in the State of Ohio.
<input type="checkbox"/>	[3]	Brief description of service(s) proposed.
<input type="checkbox"/>	[3a-b,3d]	Explanation of whether applicant intends to provide <input type="checkbox"/> resold services, <input type="checkbox"/> facilities-based services, or <input type="checkbox"/> both resold and facilities-based services.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether CLEC currently offers CTS services under separate CTS authority, and whether it will be including those services within its CLEC filing, or maintaining such CTS services under a separate affiliate.
<input type="checkbox"/>	[3a-b,3d]	Explanation of how the proposed services in the proposed market area are in the public interest.
<input type="checkbox"/>	[3a-b,3d]	Description of the proposed market area.
<input type="checkbox"/>	[3a-b,3d]	Description of the class of customers (e.g., residence, business) that the applicant intends to serve.
<input type="checkbox"/>	[3a-b,3d]	Documentation attesting to the applicant's financial viability, including, at a minimum, a pro forma income statement and a balance sheet. If the pro forma income statement is based upon a certain geographical area(s) or information in other jurisdictions, please indicate.
<input type="checkbox"/>	[3a-d]	Documentation attesting to the applicant's technical and managerial expertise relative to the proposed service offering(s) and proposed service area.
<input type="checkbox"/>	[3a-d]	Documentation indicating the applicant's corporate structure and ownership.
<input type="checkbox"/>	[3a-b,3d]	Information regarding any similar operations in other states. Also, if this company has been previously certified in the State of Ohio, include that certification number.
<input type="checkbox"/>	[3a-b,3d]	Verification that the applicant will maintain local telephony records separate and apart from any other accounting records in accordance with the GAAP.
<input type="checkbox"/>	[3a-b,3d]	Verification of compliance with any affiliate transaction requirements.
<input type="checkbox"/>	[3a-b,3d]	Explanation as to whether rates are derived through (check all applicable): <input type="checkbox"/> interconnection agreement, <input type="checkbox"/> retail tariffs, or <input type="checkbox"/> resale tariffs.
<input type="checkbox"/>	[1,3a-b,3d]	Explanation as to which service areas company currently has an approved interconnection or resale agreement.
<input type="checkbox"/>	[3a-b,3d, 9a(i-iii)]	Explanation of whether applicant intends to provide Local Services which require payment in advance of Customer receiving dial tone.
<input type="checkbox"/>	[3a,3b,3d, 9a,(i-iii)]	Tariff sheet(s) listing the services and associated charges that must be paid prior to customer receiving dial tone (if applicable).
<input type="checkbox"/>	[3a-b,3d,8]	Letters requesting negotiation pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 and a proposed timeline for construction, interconnection, and offering of services to end users.
<input checked="" type="checkbox"/>	[3-5,7,10-11,13]	Certification from Ohio Secretary of State as to party's proper standing (domestic or foreign corporation, authorized use of fictitious name, etc.). In transfer of certificate cases, the transferee's good standing must be established. PLEASE SEE EXHIBIT B.
<input checked="" type="checkbox"/>	[3-4,7,10-11,13]	List of names, addresses, and phone numbers of officers and directors, or partners. PLEASE SEE EXHIBIT C.
<input type="checkbox"/>	[3]	A sample copy of the customer bill and disconnection notice the applicant plans to utilize.
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of superseded tariff sheet(s) & price list(s), if applicable, marked as Exhibit A. NOT APPLICABLE - NO SERVICE CHANGES ARE PROPOSED. PLEASE SEE EXPLANATION IN EXHIBIT A.
<input checked="" type="checkbox"/>	[1,4,9,10-13,16-21]	Copy of revised tariff sheets & price lists, marked as Exhibit B. NOT APPLICABLE - NO SERVICE CHANGES ARE PROPOSED. PLEASE SEE EXPLANATION IN EXHIBIT A.
<input type="checkbox"/>	[3]	Provide a copy of any customer application form required in order to establish residential service, if applicable.

<input checked="" type="checkbox"/>	[1-2,4-7,9,12-13,16,18-23,25]	Description of and rationale for proposed tariff changes, including a complete description of the service(s) proposed or affected. Specify for each service affected whether it is <input type="checkbox"/> business; <input type="checkbox"/> residence; or <input type="checkbox"/> both. Also indicate whether it is a <input type="checkbox"/> switched or <input type="checkbox"/> dedicated service. Include this information in either the cover letter or Exhibit C. NOT APPLICABLE – NO SERVICE CHANGES ARE PROPOSED. PLEASE SEE EXPLANATION IN EXHIBIT A.
<input type="checkbox"/>	[1,2,4,9a(v-vi), 5,10,16,18(b-c), 20-21]	Specify which notice procedure has been utilized: <input type="checkbox"/> direct mail; <input type="checkbox"/> bill insert; <input type="checkbox"/> bill notation or <input type="checkbox"/> electronic mail. NOTE: Tier 1 price list increases must be within an approved range of rates.
<input checked="" type="checkbox"/>	[2,4-5,9a(v), 9b, 10,12-13,16, 18(b-c),20-21]	Copy of real time notice which has been provided to customers. NOT APPLICABLE – TAI WILL CONTINUE TO PROVIDE EXISTING CUSTOMERS WITH THE SAME SERVICES IT CURRENTLY PROVIDES UNDER ITS TARIFF ON FILE WITH THE COMMISSION. THE TRANSACTIONS WILL THEREFORE BE TRANSPARENT TO OHIO CUSTOMERS.
<input checked="" type="checkbox"/>	[1,2,5,9a(v),11-13, 21(increase only)]	Affidavit attesting that customer notice has been provided. NOT APPLICABLE – TAI WILL CONTINUE TO PROVIDE EXISTING CUSTOMERS WITH THE SAME SERVICES IT CURRENTLY PROVIDES UNDER ITS TARIFF ON FILE WITH THE COMMISSION. THE TRANSACTIONS WILL THEREFORE BE TRANSPARENT TO OHIO CUSTOMERS.
<input type="checkbox"/>	[2,12]	Copy of Notice which has been provided to ILEC(s).
<input type="checkbox"/>	[2,12]	Listing of Assigned (NPA) NXX's where in the LECs (NPA) NXX's would be reassigned.
<input checked="" type="checkbox"/>	[2,4,10,12-13,]	List of Ohio exchanges specifically involved or affected. NONE – THE PROPOSED TRANSACTION WILL NOT AFFECT TAI'S PROVISION OF SERVICE TO ANY EXCHANGES.
<input type="checkbox"/>	[14]	The interconnection agreement adopted by negotiation or mediation.
<input type="checkbox"/>	[15]	For commercial mobile radio service providers, a statement affirming that registrant has obtained all necessary federal authority to conduct operations being proposed, and that copies have been furnished by cellular, paging, and mobile companies to this Commission of any Form 401, 463, and / or 489 which the applicant has filed with the Federal Communications Commission.
<input type="checkbox"/>	[15]	Exhibits must include company name, address, contact person, service description, and evidence of registration with the Ohio Secretary of State.
<input type="checkbox"/>	[24]	Affidavit that total price of contract exceeds total cost of all regulated services.
<input checked="" type="checkbox"/>	[5,13]	New title sheet with proposed new company name. NOT APPLICABLE – TAI DOES NOT PROPOSE TO CHANGE ITS NAME IN CONNECTION WITH THE PROPOSED TRANSACTIONS.
<input checked="" type="checkbox"/>	[1,3,13]	For CLECs, List of Ohio Exchanges the applicant intends to serve (Use spreadsheet from: http://www.puc.state.oh.us/puco/forms/form.cfm?doc_id=357). NOT APPLICABLE – TAI IS ONLY AUTHORIZED TO PROVIDE INTEREXCHANGE SERVICES IN OHIO.
<input checked="" type="checkbox"/>	[1,3a-b,3d,7, 10,13, 23]	Maps depicting the proposed serving and calling areas of the applicant. If Mirroring Large ILEC exchanges for both serving area and local calling areas: • <i>Serving area</i> must be clearly reflected on an Ohio map attached to tariffs and textually described in tariffs by noting that it is reflecting a particular large ILEC/CLEC territory, and listing the involved exchanges. • <i>Local calling areas</i> must be clearly reflected on an Ohio map attached to the tariffs, and/or clearly delineated in tariffs, including a complete listing of each exchange being served and all exchanges to which local calls can be made from each of those exchanges. If Self-defining serving area and/or local calling area as an area other than that of the established ILEC exchange(s): • <i>Serving Area</i> must be clearly reflected on an Ohio map attached to the tariffs, and textually described in tariffs by listing the involved exchanges. • <i>Local Calling Areas</i> must be described in the tariff through textual delineation and clear maps. Maps for self-defined <u>serving and local calling areas</u> are required to be traced on United States Geological Survey topography maps. These maps are the Standard Topographic Quadrangle maps, 7.5 minute 1:24,000. NOT APPLICABLE – TAI IS ONLY AUTHORIZED TO PROVIDE INTEREXCHANGE SERVICES AND NO CHANGES IN SERVICE/CALLING AREAS WILL OCCUR AS A RESULT OF THE PROPOSED TRANSACTION.
<input type="checkbox"/>		Other information requested by the Commission staff.
<input type="checkbox"/>	[3]	Initial certification that includes Tier 2 Services, indicate which option you intend to adopt to maintain the tariff: <input type="checkbox"/> Paper Tariff <input type="checkbox"/> Electronic Tariff - If electronic, provide the web address for the tariff:

- III. Registrant hereby attests to its compliance with the following requirements in the Service Requirements Form, as well as all pertinent entries and orders issued by the Commission with respect to these issues. Further, registrant hereby affirms that it will maintain with its TRF docket an up-to-date, properly marked, copy of the Service Requirements Form available for public inspection.

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE AND CTS PROVIDERS:

- Sales tax
 Minimum Telephone Service Standards (MTSS)
 Surcharges

MANDATORY REQUIREMENTS FOR ALL BASIC LOCAL EXCHANGE PROVIDERS:

- I+ IntraLATA Presubscription

SERVICE REQUIREMENTS FOR PROVISION OF CERTAIN SERVICES (CHECK ALL APPLICABLE):

- Discounts for Persons with Communication Disabilities and the Telecommunication Relay Service [Required if toll service provided]
 Emergency Services Calling Plan [Required if toll service provided]
 Alternative Operator Service (AOS) requirements [Required for all providing AOS (including inmate services) service]
 Limitation of Liability Language [Required for all who have tariff language that may limit their liability]
 Termination Liability Language [Required for all who have early termination liability language in their tariffs]
 Service Connection Assistance (SCA) [Required for all LECs]
 Local Number Portability and Number Pooling [Required for facilities-based LECs]
 Package Language [Required for tariffs containing packages or service bundles containing both local and toll and/or non-regulated services]

- IV. List names, titles, phone numbers, and addresses of those persons authorized to respond to inquiries from the Consumer Services Department on behalf of the applicant regarding end-user complaints:

Diana Peneva, Teleglobe America Inc., One Discovery Square, 4th Floor, 12010 Sunset Hills Road, Reston, Virginia 20190.
Telephone: (703) 766-3034 Facsimile (703) 766-3104. E-Mail: diana.peneva@teleglobe.com

- V. List names, titles, phone numbers, and addresses of those persons authorized to make and/or affirm or verify filings at the Commission on behalf of the applicant:

Diana Peneva, Teleglobe America Inc., One Discovery Square, 4th Floor, 12010 Sunset Hills Road, Reston, Virginia 20190.
Telephone: (703) 766-3034 Facsimile (703) 766-3104. E-Mail: diana.peneva@teleglobe.com

NOTE: An annual report is required to be filed with the Commission by each company on an annual basis. The annual report form will be sent for completion to the address and individual(s) identified in this Section unless another address or individual is so indicated.

- VI. List Name(s), DBA(s) and PUCO Certification Number(s) of any affiliates you have operating in Ohio under PUCO authority, whether Telecommunication or other. (If needed, use a separate sheet and check here:)

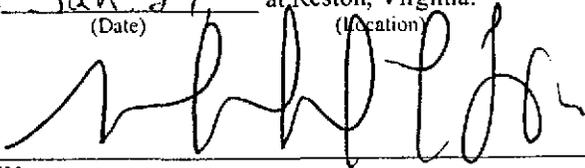
Not applicable.

AFFIDAVIT
Minimum Telephone Service Standards

I am an officer of the applicant corporation, Teleglobe America Inc., and am authorized to make this statement
(Name of Company)
on its behalf. I attest that these tariffs comply with the Minimum Telephone Service Standards (MTSS) for the state of Ohio. I understand that the Minimum Telephone Service Standards, as modified and clarified from time to time, supercede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on Jan 27 2004 at Reston, Virginia.
(Date) (Location)



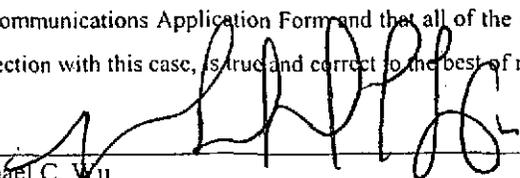
Michael C. Wu
Vice President and Acting General Counsel

** This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

**AS INDICTATED ABOVE, THE PROPOSED TRANSACTIONS WILL NOT AFFECT
TELEGLOBE AMERICA INC.'S TARIFFS ON FILE WITH THE COMMISSION.**

VERIFICATION

I, Michael C. Wu verify that I have utilized, verbatim, the Commission's Telecommunications Application Form and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.


Michael C. Wu

(Date)

Jan. 27, 2004

Vice President and Acting General Counsel

**Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.*

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division (or to the Telecommunications Division Chief if a pre-filing submittal)
180 East Broad Street, Columbus, OH 43215-3793

LIST OF EXHIBITS

Exhibit A	-	Explanation of Transactions
Exhibit B	-	Certificate of Good Standing
Exhibit C	-	Officers and Directors
Exhibit D	-	Illustrative Chart

EXHIBIT A

Explanation of Transaction

Teleglobe America Inc. ("TAI" or "Applicant") hereby notifies and to the extent required, respectfully requests approval from the Public Utilities Commission of Ohio ("Commission") for a series of financing and structural transactions which will result in certain non-substantial corporate changes through which certain new intermediate holding companies will be placed between TAI and TAI's current ultimate holding company, which is currently named Teleglobe International Holdings Ltd ("Old Teleglobe International"). The Teleglobe entities also will complete certain financial transactions necessary to accommodate these changes in corporate structure. TAI emphasizes that none of the transactions described below will result in a change in the ultimate control of TAI and that TAI will continue to be ultimately majority owned and controlled by its existing shareholders. Moreover, because the corporate transactions described below are all stock transactions, the proposed transactions will not affect the identity of or the service provided by TAI and thus will be entirely transparent to customers of TAI. As a result, none of the proposed transactions will have any substantive impact on TAI or its operations.¹

Applicant respectfully submits that the public interest will be best served by the expeditious grant of this Application. In particular, while the proposed transactions described herein will be entirely transparent to customers, Applicant expects that the transactions will yield significant corporate and operational benefits and provide the Teleglobe companies greater financial flexibility and greater access to capital markets. Accordingly, Applicant respectfully requests that the Commission approve this Application expeditiously to allow the proposed transactions to be consummated as soon as possible.

Applicant provides the following information in support of this Application:

I. DESCRIPTION OF APPLICANT

Teleglobe America Inc. ("TAI") is a Delaware corporation with offices located at One Discovery Square, 4th Floor, 12010 Sunset Hills Road, Reston, Virginia, 20190. TAI is a wholly-owned subsidiary of TLGB Netherlands Holdings B.V. ("Teleglobe Netherlands"), a Dutch company, which is, in turn, wholly owned by TLGB Luxembourg Holdings S.a r.l. ("Teleglobe Luxembourg"), a company formed under the laws of Luxembourg. Teleglobe Luxembourg is currently a wholly-owned subsidiary of Teleglobe International Holdings Ltd ("Old Teleglobe International"), a Bermuda company. Further information regarding TAI, including TAI's Certificate of Incorporation and Certificate of Amendment of Certificate of Incorporation and certificate of qualification to transact business in Ohio, has been previously

¹ Recently, Applicant was involved in a separate *pro forma* transaction whereby TAI's predecessor operating company, Teleglobe USA LLC ("TUSA"), which held certification pursuant to Commission Order in Ohio, was merged with and into TAI. By application filed October 14, 2003, TAI recently sought approval *nunc pro tunc* from the Commission for that transaction. That application was granted by the Commission, and Certificate No. 90-5800 was issued to Teleglobe America Inc. on November 12, 2004, in Case No. 03-2102-TP-CIO.

submitted to the Commission, is therefore a matter of public record, and is incorporated herein by reference.

II. DESCRIPTION OF TRANSACTIONS

For various corporate, organizational, and financial reasons, the corporate parents of Applicant propose to complete a series of transactions whereby the holding company structure of the Teleglobe companies will be modified to add two new intermediate holding companies between TAI and its ultimate owners. Specifically, these transactions include the following:

- Step 1:** Old Teleglobe International will contribute all of the stock of its wholly-owned subsidiary, Teleglobe Luxembourg (which now indirectly owns all of the stock of TAI), to a newly formed direct wholly-owned subsidiary (New Teleglobe International) of Old Teleglobe International, which effective upon the merger with ITXC Corp. ("ITXC") will be a registered and publicly listed entity. That subsidiary will then immediately change its name to, and be publicly traded under, the name Teleglobe International Holdings Ltd ("New Teleglobe International"). In preparation for the proposed transactions, Old Teleglobe International will change its name to "Teleglobe Bermuda Holdings Ltd". As a result, New Teleglobe International will become a new *intermediate indirect* holding company between Old Teleglobe International and Teleglobe Luxembourg and therefore a new indirect intermediate holding company of TAI.
- Step 2:** New Teleglobe International will acquire all of the outstanding shares of ITXC, an existing holding company formed under the laws of the State of Delaware pursuant to a stock for stock merger whereby a merger subsidiary of New Teleglobe International will merge with and into ITXC. In exchange for each share of ITXC common stock, the current stockholders of ITXC will have the right to receive in the aggregate approximately twenty-eight percent (28%) of New Teleglobe International, such shares to be publicly traded and widely held.
- Step 3:** Teleglobe Netherlands, the current direct parent of TAI, will contribute its ownership of TAI to ITXC. As a result, ITXC will become the direct corporate holding company of TAI and an indirect wholly-owned subsidiary of New Teleglobe International.

Applicant emphasizes that as a result of these transactions, TAI will continue to be majority owned and controlled by Old Teleglobe International, even though the chain of such ownership has been modified to include New Teleglobe International and ITXC. An illustrative chart of the proposed transactions is provided in Exhibit A. In addition to the proposed corporate changes, Applicant anticipates that the Teleglobe companies will complete certain financial transactions in connection with the proposed corporate structure changes.

These new financial arrangements will not affect the ultimate control of TAI, both because Old Teleglobe International will retain a direct majority interest in New Teleglobe International, and because the newly created minority interest in New Teleglobe International

will be publicly and widely held. Furthermore, because all of the proposed changes will be completed at the holding company level, and substantively no change in control will result, the proposed transaction will not affect the day-to-day operations of TAI and will be entirely transparent to customers in terms of the services that they receive.

III. PUBLIC INTEREST CONSIDERATIONS

The transactions described herein will serve the public interest. The new organizational structure of the Teleglobe companies is expected to allow the companies greater structural flexibility to complete financing and other business transactions. Applicant expects the new corporate structure, including the establishment of ITXC as a holding company above TAI, to provide significant organizational and corporate benefits. The new corporate structure is also expected to allow the Teleglobe companies to obtain access to additional sources of funding which will allow TAI to compete more effectively in the Ohio marketplace while ensuring that TAI will continue to be in a position to meet the needs and demands of its customers.

The proposed transactions will be transparent to customers of TAI in terms of the services they receive. Except for certain internal refinancing arrangements, all of the proposed transactions will be completed at the holding company level. As a result, the transactions will not affect the services TAI provides, the management team that directly oversees the provision of such service, or the technical ability of TAI. Furthermore, by allowing the Teleglobe companies better access to capital, the proposed transactions are expected to enhance TAI's financial position.

IV. CONCLUSION

For the foregoing reasons, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application.

EXHIBIT B

Certificate of Good Standing

United States of America
State of Ohio
Office of the Secretary of State

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **TELEGLOBE AMERICA INC.**, a Delaware corporation, having qualified to do business within the State of Ohio on September 05, 2003 under License No. 1409529 is currently in **GOOD STANDING** upon the records of this office.*



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 26th day of January, A.D. 2004*

J. Kenneth Blackwell

Ohio Secretary of State

EXHIBIT C

Officers and Directors

1) **Officers**

Gerald Porter Strong	President/Chief Executive Officer/Secretary
Brian Fitzpatrick	Executive Vice President, Sales
Rick Willett	Chief Financial Officer/Vice-President of Operations/Assistant Secretary
Daniel Bergeron	Vice-President Finance
Jose Tetrault	Treasurer

2) **Directors**

Gerald Porter Strong
Lenard B. Tessler

3) **Contact Information**

Officers and Directors may be contacted at:

**Teleglobe
One Discovery Square, 4th Floor
12010 Sunset Hills Road
Reston, VA 20190
Telephone: (703) 766-3100**

or

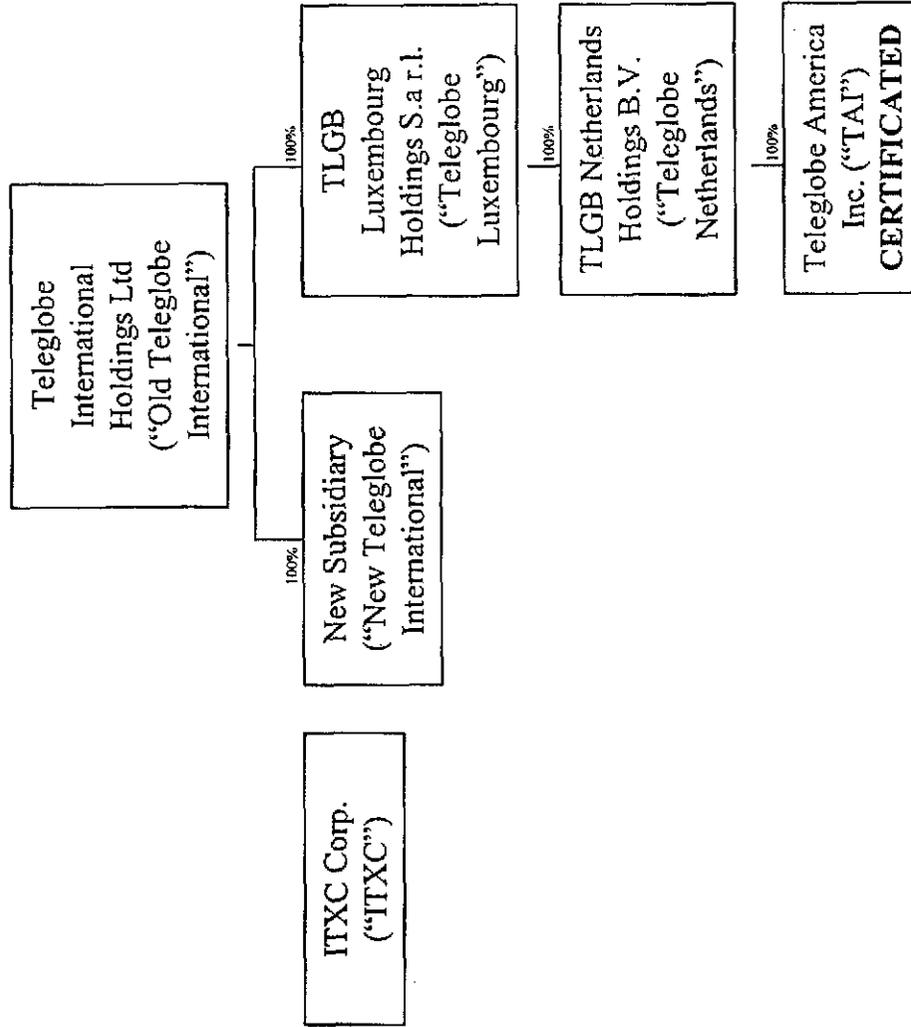
**Teleglobe
1000 de La Gauchetiere West
Montreal, Quebec H3B 4X5
Canada
Telephone: (514) 868-7272**

EXHIBIT D

Illustrative Chart

Illustrative Chart

Pre-Transactions



Post-Transactions

