

37

ORIGINAL
FILE COPY

FISHER WAYLAND COOPER LEADER & ZARAGOZA LLP.
2001 PENNSYLVANIA AVENUE, N.W.
SUITE 400
WASHINGTON, D. C. 20006-1851
TELEPHONE (202) 659-3494

JAN 27 11 2 26
MAIL ROOM

GLENN S. RICHARDS
(202) 775-6678

FACSIMILE
(202) 296-6518

INTERNET
grichards@fwclz.com

January 24, 1997

970116 -TX

VIA FEDERAL EXPRESS

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

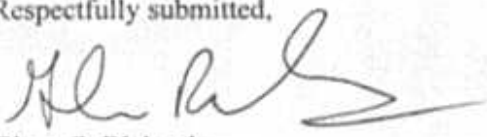
**Re: Ameritech Communications International, Inc.
Application for Authority to Provide Alternative Local Exchange Service**

Dear Sir or Madam:

Transmitted herewith on behalf of Ameritech Communications International, Inc. ("Applicant") are an original and six copies of its Application for Authority to Provide Alternative Local Exchange Service within the state of Florida. Enclosed is a \$250.00 check to cover the requisite filing fee.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed, self-addressed, stamped envelope. Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,



Glenn S. Richards
Counsel for Ameritech Communications
International, Inc.

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to R&R with proof of deposit.

Name of person who forwarded check:



DOCUMENT NUMBER-DATE

01066 JAN 27 97

FPSC-RECORDS/REPORTING

- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OP _____
- RCR _____
- SEL _____
- WPS _____
- OTH _____

Enclosures

J:\DATA\CLIENT\REGULATO\OTHER\60170001.FL6

**APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
ALTERNATIVE LOCAL
EXCHANGE SERVICE
WITHIN THE STATE
OF FLORIDA**

**FLORIDA PUBLIC SERVICE COMMISSION
CAPITAL CIRCLE OFFICE CENTER - 2540 SHUMARD OAK BOULEVARD
TALLAHASSEE, FLORIDA 32399-0850**

**APPLICATION FORM
for**

**AUTHORITY TO PROVIDE ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA**

INSTRUCTIONS

1. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing alternative local exchange certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee.
2. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
3. Use a separate sheet for each answer which will not fit the allotted space.
4. If you have questions about completing the form, contact:

**Florida Public Service Commission
Division of Communications, Certification & Compliance Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0866
(904) 413-6600**

5. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250 made payable to the Florida Public Service Commission at the above address.
-

1. This is an application for (check one):

Original authority (new company)

Approval of transfer (to another certificated company)
Example, a certificated company purchases an existing company and desires to retain the original certificate authority.

Approval of assignment of existing certificate (to a noncertificated company)
Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority rather than apply for a new certificate.

Approval for transfer of control (to another certificated company)
Example, a company purchases 51% of a certificated company. The Commission must approve the new controlling entity.

2. Name of applicant:

Ameritech Communications International, Inc.

3. A. National mailing address including street name, number, post office box, city, state, zip code, and phone number.

**9525 West Bryn Mawr, Suite 600
Rosemont, Illinois 60018
(847) 928-3273**

B. Florida mailing address including street name, number, post office box, city, state, zip code, and phone number.

**c/o CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324
(305) 473-5503**

C. Physical address of alternative local exchange service in Florida including street name, number, post office box, city, zip code and phone number.

N/A

4. Structure of organization:

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Joint Venture | <input type="checkbox"/> Other, Please explain _____ |

5. If incorporated, please provide proof from the Florida Secretary of State that the applicant has authority to operate in Florida.

Corporate charter number: F96000002330

6. Name under which the applicant will do business (d/b/a):

N/A

7. If applicable, please provide proof of fictitious name (d/b/a) registration.

Fictitious name registration number: N/A

8. If applicant is an individual, partnership, or joint venture, please give name, title and address of each legal entity.

N/A

9. State whether any of the officers, directors, or any of the ten largest stockholders have previously been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. If so, please explain.

None

-
10. Please provide the name, title, address, telephone number, internet address, and facsimile number for the person serving as ongoing liaison with the Commission, and if different, the liaison responsible for this application.

(a) **The Application:**

Jeffrey R. Lowe
Director - Regulatory Affairs
Ameritech
225 West Randolph, Loc 29B
Chicago, Illinois 60606
(312) 551-9186 (Tel)
(312) 551-9125 (Fax)

or

Glenn S. Richards, Esq.
Jaqualin Friend Peterson, Esq.
Counsel for Ameritech Communications International, Inc.
Fisher Wayland Cooper Leader & Zaragoza L.L.P.
2001 Pennsylvania Avenue, N.W., Suite 400
Washington, D.C. 20006
(202) 659-3434 (Tel)
(202) 296-6518 (Fax)

(b) **Official Point of Contact for the ongoing operations of the company:**

Jeffrey R. Lowe
Director - Regulatory Affairs
Ameritech
225 West Randolph, Loc 29B
Chicago, Illinois 60606
(312) 551-9186 (Tel)
(312) 551-9125 (Fax)

(c) **Tariff:**

Jeffrey R. Lowe
Director - Regulatory Affairs
Ameritech
225 West Randolph, Loc 29B
Chicago, Illinois 60606
(312) 551-9186 (Tel)
(312) 551-9125 (Fax)

(d) **Complaints/Inquiries from customers:**

Jeffrey R. Lowe
Director - Regulatory Affairs
Ameritech
225 West Randolph, Loc 29B
Chicago, Illinois 60606
(312) 551-9186 (Tel)
(312) 551-9125 (Fax)

11. Please list other states in which the applicant is currently providing or has applied to provide local exchange or alternative local exchange service.
Applicant has applied to provide local service in Texas.
12. Has the applicant been denied certification in any other state? If so, please list the state and reason for denial.
No
13. Have penalties been imposed against the applicant in any other state? If so, please list the state and reason for penalty.
No

14. Please indicate how a customer can file a service complaint with your company. **Customers may inquire or complain about their bills or service by writing Applicant at Ameritech Communications International, Inc., 9525 West Bryn Mawr, Suite 600, Rosemont, Illinois 60018, or by calling (847) 928-3273 or (800) 707-4444, from 8:30 a.m. to 5:00 p.m., Central time.**

15. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide alternative local exchange service in Florida.

- A. Financial capability.
Applicant is a wholly owned subsidiary of Ameritech Communications, Inc., a wholly owned subsidiary of Ameritech.
See Exhibit I.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements, including:

1. the balance sheet
2. income statement
3. statement of retained earnings for the most recent 3 years.

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.


- B. Managerial capability.
See Exhibit II.

- C. Technical capability.
See Exhibit III.

AFFIDAVIT

By my signature below, I, the undersigned officer, attest to the accuracy of the information contained and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange service in the State of Florida. I have read the foregoing and declare that to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in §775.082 and §775.083."

Official:  1/23/97
Signature Date

Title: Vice President 847/928 4396
Telephone Number

Address: 9525 W. BRYN MAWR
Suite 5-041
ROSEMONT, ILLINOIS 60018

Ameritech Communications International, Inc.

EXHIBIT I

FINANCIAL STATEMENTS

Pursuant to Sections 364.337(1)(3) and 364.339(2), Florida Statutes, effective July 1, 1995, the documents attached hereto demonstrate that Ameritech Communications International, Inc. has the financial ability to:

- (1) Provide the requested service in the geographic area proposed to be serviced;
- (2) Maintain the requested service; and
- (3) Meet its ownership obligations.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 1996

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-8612

AMERITECH CORPORATION

(Incorporated under the laws of the State of Delaware)

30 S. Wacker Drive, Chicago, Illinois 60606

I.R.S. Employer Identification Number 36-3251481

Telephone Number - (800) 257-0902

At October 31, 1996, 549,391,095 common shares were outstanding.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

AMERITECH CORPORATION AND SUBSIDIARIES

Part I - Financial Information

The following condensed consolidated financial statements have been prepared by Ameritech Corporation (Ameritech or the Company) pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) and, in the opinion of the Company, include all adjustments (consisting only of normal recurring adjustments) necessary for a fair statement of results for each period shown. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such SEC rules and regulations. The Company believes that the disclosures made are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's latest Annual Report on Form 10-K and the quarterly reports on Form 10-Q previously filed in the current year.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Dollars in Millions, except per share amounts)
(Unaudited)

	<u>Three Months Ended</u> <u>September 30</u>		<u>Nine Months Ended</u> <u>September 30</u>	
	<u>1996</u>	<u>1995</u>	<u>1996</u>	<u>1995</u>
Revenues.....	\$ 3,722	\$ 3,381	\$11,033	\$ 9,896
Operating expenses				
Employee-related expenses.....	952	963	2,819	2,736
Depreciation and amortization.....	600	537	1,764	1,599
Other operating expenses.....	1,147	940	3,368	2,732
Restructuring credit.....	--	(10)	--	(266)
Taxes other than income taxes.....	150	149	441	444
	<u>2,849</u>	<u>2,579</u>	<u>8,392</u>	<u>7,245</u>
Operating income.....	873	802	2,641	2,651
Interest expense.....	130	119	382	356
Other income, net.....	74	112	198	181
Income before income taxes.....	817	795	2,457	2,476
Income taxes.....	298	283	893	881
Net income.....	<u>\$ 519</u>	<u>\$ 512</u>	<u>\$ 1,564</u>	<u>\$ 1,595</u>
Earnings per common share.....	<u>\$0.94</u>	<u>\$0.92</u>	<u>\$2.83</u>	<u>\$2.88</u>
Dividends declared per common share	<u>\$0.53</u>	<u>\$0.50</u>	<u>\$1.59</u>	<u>\$1.50</u>
Average common shares outstanding (millions)	<u>549.8</u>	<u>554.5</u>	<u>552.6</u>	<u>553.5</u>

See Notes to Condensed Consolidated Financial Statements

AMERITECH CORPORATION AND SUBSIDIARIES
 CONDENSED CONSOLIDATED BALANCE SHEETS
 (Dollars in Millions)

	<u>Sept. 30, 1996</u> (Unaudited)	<u>Dec. 31, 1995</u> (Derived from Audited Financial Statements)
ASSETS		
Current assets		
Cash and temporary cash investments	\$ 214	\$ 131
Receivables, net	3,127	2,774
Material and supplies	217	205
Prepaid and other	345	342
	<u>3,903</u>	<u>3,452</u>
Property, plant and equipment.....	31,767	30,874
Less, accumulated depreciation	18,494	17,417
	<u>13,273</u>	<u>13,457</u>
Investments, primarily international.....	2,362	1,497
Other assets and deferred charges.....	3,896	3,536
Total assets.....	<u>\$ 23,434</u>	<u>\$ 21,942</u>
LIABILITIES AND SHAREOWNERS' EQUITY		
Current liabilities		
Debt maturing within one year	\$ 3,650	\$ 2,138
Accounts payable	1,546	1,792
Other	1,849	1,831
	<u>7,045</u>	<u>5,761</u>
Long-term debt.....	<u>4,309</u>	<u>4,513</u>
Deferred credits and other long-term liabilities		
Accumulated deferred income taxes	814	782
Unamortized investment tax credits	180	208
Postretirement benefits other than pensions	2,968	2,967
Other	696	696
	<u>4,658</u>	<u>4,653</u>
Shareowners' equity		
Common stock, par value \$1.24 billion shares authorized, 588,110,000 issued in 1996 and 587,612,000 issued in 1995.....	588	588
Proceeds in excess of par value	5,714	5,613
Reinvested earnings	2,895	2,209
Treasury stock, at cost (38,908,000 shares in 1996 and 33,773,000 shares in 1995)	(1,359)	(986)
Deferred compensation	(266)	(329)
Currency translation adjustment	(157)	(85)
Other, net	7	5
	<u>7,422</u>	<u>7,015</u>
Total liabilities and shareowners' equity.....	<u>\$ 23,434</u>	<u>\$ 21,942</u>

See Notes to Condensed Consolidated Financial Statements.

AMERITECH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars in Millions)
(Unaudited)

	Nine Months Ended September 30	
	<u>1996</u>	<u>1995</u>
Cash Flows from Operating Activities	\$ 1,564	\$ 1,595
Net income.....		(167)
Adjustments to net income	--	1,599
Restructuring credit, net of tax.....	1,764	43
Depreciation and amortization.....	26	(37)
Deferred income taxes, net.....	(28)	(9)
Investment tax credits, net.....	(21)	132
Capitalized interest.....	250	(393)
Provision for uncollectibles.....	(603)	31
Change in accounts receivable.....	(35)	13
Change in material and supplies.....	(6)	(180)
Change in certain other current assets.....	(246)	(62)
Change in accounts payable.....	79	(48)
Change in certain other current liabilities.....	(327)	(66)
Change in certain other noncurrent assets and liabilities.....	--	(25)
Gain on exchange of cellular minority interests.....	(34)	--
Other.....	(34)	--
	<u>2,383</u>	<u>2,426</u>
Net cash from operating activities.....		
Cash Flows from Investing Activities	(1,649)	(1,338)
Capital expenditures.....	(807)	(187)
Additional investments.....		61
Net proceeds from exchange of cellular minority interests.....	--	(72)
Other investing activities, net.....	64	--
	<u>(2,472)</u>	<u>(1,536)</u>
Net cash from investing activities.....		
Cash Flows from Financing Activities	1,282	(100)
Net change in short-term debt.....	148	194
Issuance of long-term debt.....	(71)	(64)
Retirement of long-term debt.....	(880)	(829)
Dividend payments.....	142	180
Proceeds from reissuance of treasury stock.....	(466)	(95)
Repurchase of common stock.....	17	15
Other financing activities, net.....	172	(698)
Net cash from financing activities.....	83	192
Net increase (decrease) in cash and temporary cash investments.....	131	74
Cash and temporary cash investments, beginning of period.....	214	266
Cash and temporary cash investments, end of period.....	<u>\$ 214</u>	<u>\$ 266</u>

See Notes to Condensed Consolidated Financial Statements.

AMERITECH CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 1996

NOTE 1: Work Force Restructuring

As announced in March 1994, Ameritech restructured its existing nonmanagement work force, reducing the work force by 11,500 employees during 1994 and 1995. As a result of the restructuring, a gain of \$266 million or \$167 million after-tax was recorded in the first nine months of 1995, resulting primarily from settlement gains from lump sum pension payments from the Ameritech Pension Plan to former employees. No restructuring charges or credits were recorded in the first nine months of 1996.

The Company recorded additional restructuring charges in the fourth quarter of 1995, primarily for the consolidation of data centers and additional work force reductions. The total amount remaining accrued for restructuring charges as of September 30, 1996 was approximately \$50 million. See further discussion in Management's Discussion and Analysis below.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONSTHREE AND NINE MONTHS ENDED SEPTEMBER 30, 1996 vs.
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 1995RESULTS OF OPERATIONS

For the three months ended September 30, 1996, net income was \$519 million or \$0.94 per common share on 549.8 million average common shares outstanding. This represented a 1.4 percent increase in net income and a 2.2 percent increase in earnings per common share from the comparable prior year period, for which net income was \$512 million or \$0.92 per common share on 554.5 million average common shares outstanding.

For the nine months ended September 30, 1996, net income decreased 1.9 percent to \$1,564 million from \$1,595 million in the comparable prior year period. Earnings per common share were \$2.83 on 552.6 million common shares outstanding, a decrease of 1.7 percent from the prior year period, when earnings per common share were \$2.88 on 553.5 million average common shares outstanding.

Results for the three and nine months ended September 30, 1995 included after-tax restructuring gains of \$7 million or \$0.01 per common share and \$167 million or \$0.29 per common share, respectively, related to net settlement gains associated with lump-sum payments from the nonmanagement pension plan to former employees pursuant to the work force restructuring program. Third quarter 1995 results also included an after-tax gain of \$41 million or \$0.07 per common share resulting from the exchange of minority interests in certain cellular partnerships.

Excluding the gains from work force restructuring and the exchange of cellular minority interests, net income for the three months ended September 30, 1996 increased 11.9 percent to \$519 million from \$464 million for the three months ended September 30, 1995. Earnings per common share were \$0.94 and \$0.84, respectively, an increase of 11.9 percent. Net income for the nine months ended September 30, 1996, excluding one-time gains, increased 12.8 percent to \$1,564 million from \$1,387 million in the comparable prior year period, and earnings per common share rose 12.8 percent to \$2.83 from \$2.51 in the comparable prior year period.

Revenues

Total revenues for the three months ended September 30, 1996 increased 10.1 percent over the comparable prior year period to \$3,722 million. The increase was primarily attributable to increases in the number of cellular and paging subscribers, growth in access lines resulting in higher network usage volumes and increased security monitoring revenues resulting from the October 1995 acquisition of The National Guardian Corporation. Rate reductions at the landline communications subsidiaries partially offset these increases.

AMERITECH CORPORATION AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (Dollars in Millions)
 (Unaudited)

Local service

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ 1,515	\$ 1,431	\$ 84	5.9
Nine Months Ended	4,519	4,159	360	8.7

Local service revenues include basic monthly service fees and usage charges, fees for call management services, installation and connection charges and public phone revenues. The increases in local service revenues for the three and nine months ended September 30, 1996 were primarily attributable to higher network usage volumes resulting from growth in the number of access lines, which increased 3.7 percent or 706,000 lines to 19,552,000 from 18,846,000 as of September 30, 1995. Greater sales of call management services, such as Call Forwarding, Call Waiting and Caller ID, also contributed to the increases. Net rate reductions, related primarily to alternative regulation in Illinois and Ohio, partially offset these increases.

Network access

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
<u>Interstate</u>				
Three Months Ended	\$ 583	\$ 556	\$ 27	4.9
Nine Months Ended	1,747	1,694	53	3.1
<u>Intrastate</u>				
Three Months Ended	\$ 148	\$ 138	\$ 10	7.2
Nine Months Ended	423	419	4	1.0

Network access revenues are fees charged to interexchange carriers that use the Company's local landline communications network to connect customers to their long distance network. In addition, end users pay flat rate access fees to connect to the long distance network. These revenues are generated from both interstate and intrastate services.

The increases in network access revenues for the three and nine months ended September 30, 1996 were due primarily to increases in network minutes of use, resulting from overall growth in the volume of calls handled for interexchange carriers. Interstate minutes of use for the three and nine months ended September 30, 1996 increased by 4.7 percent and 7.1 percent, respectively, over the comparable prior year periods, and intrastate minutes of use for the three and nine months ended September 30, 1996 increased by 14.1 percent and 13.5 percent, respectively. These revenue increases were partially offset by rate reductions.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)Long distance service

<u>(dollars in millions)</u>	<u>September 30</u>		<u>Increase (Decrease)</u>	<u>Percent Change</u>
	<u>1996</u>	<u>1995</u>		
Three Months Ended	\$ 364	\$ 374	\$ (10)	(2.7)
Nine Months Ended	1,132	1,086	46	4.2

Long distance service revenues are derived from customer calls to locations outside of their local calling areas but within the same local access and transport area (LATA).

The decrease in long distance service revenues for the three months ended September 30, 1996 was primarily attributable to increased efforts on the part of other telecommunications carriers to bill their own customers for local toll calling. Previously, these carriers had allowed Ameritech to collect these revenues in exchange for the payment of access charges to complete the calls on the carriers' networks. As a result, this revenue decrease was substantially offset by a corresponding decrease in access charge expenses.

The increase in long distance service revenues for the nine months ended September 30, 1996 was primarily attributable to volume increases due to higher network usage.

Cellular, directory and other

<u>(dollars in millions)</u>	<u>September 30</u>		<u>Increase (Decrease)</u>	<u>Percent Change</u>
	<u>1996</u>	<u>1995</u>		
Three Months Ended	\$ 1,112	\$ 882	\$ 230	26.1
Nine Months Ended	3,212	2,538	674	26.6

Cellular, directory and other revenues include revenues derived from cellular communications, paging services, telephone directory publishing, lease financing, billing and collection services, telephone equipment sales and installation and security monitoring services.

The increases in cellular, directory and other revenues for the three and nine months ended September 30, 1996 were largely attributable to cellular revenue growth resulting from a 37.0 percent increase in subscribers from 1,674,000 at September 30, 1995 to 2,293,000 at September 30, 1996. Paging revenues also increased as a result of a 45.0 percent increase in subscribers from 722,000 at September 30, 1995 to 1,047,000 at September 30, 1996. Higher revenues from security monitoring, lease financing services, equipment sales and other nonregulated services, such as inside wire installation and maintenance and advanced data services, also contributed to the increases. Increased security monitoring revenues resulted primarily from the October 1995 acquisition of The National Guardian Corporation.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)Operating expenses

Total operating expenses for the three and nine months ended September 30, 1996 increased by 10.5 percent and 15.8 percent, respectively, to \$2,849 million and \$8,392 million. The increases were largely attributable to increased cost of sales in growth-related businesses, such as cellular and security monitoring services, and to increases in other operating expenses related to costs for emerging businesses, such as long distance, personal communications service (PCS) and cable TV. Operating expenses also increased in 1996 due to pretax gains of \$10 million (\$7 million after-tax) and \$266 million (\$167 million after-tax), respectively, in the three and nine months ended September 30, 1995 related to settlement gains associated with lump-sum pension payments to former employees.

Employee-related expenses

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ 952	\$ 963	\$ (11)	(1.1)
Nine Months Ended	2,819	2,736	83	3.0

The decrease in employee-related expenses for the three months ended September 30, 1996 was primarily attributable to lower medical benefit expenses and overtime levels, as well as the effects of union contract signing bonuses earned in the third quarter of 1995, at the landline communications subsidiaries. Lower benefit expenses were due primarily to renegotiated contracts with health care providers. These decreases were offset by higher wage and benefit expenses due to increased employee levels at emerging and growth related businesses, such as long distance, PCS, cellular and security monitoring, as well as higher wages at the landline communications subsidiaries.

The increase in employee-related expenses for the nine months ended September 30, 1996 was primarily attributable to increased employee levels at emerging and growth related businesses, combined with higher wage rates, commissions and bonus accruals, partially offset by lower force levels at the landline communications subsidiaries.

There were 65,790 employees at September 30, 1996, compared with 62,252 at September 30, 1995. The majority of the increase resulted from growth and acquisitions in the security monitoring business.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)Depreciation and
amortization

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ 600	\$ 537	\$ 63	11.7
Nine Months Ended	1,764	1,599	165	10.3

The increases in depreciation and amortization expense for the three and nine months ended September 30, 1996 were primarily due to higher plant balances, as well as higher depreciation rates on certain asset categories due to shorter depreciable lives established in 1994. Increased amortization of intangibles, due primarily to the acquisition of The National Guardian Corporation (National Guardian) in October 1995, also contributed to the increases.

Other operating expenses

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ 1,147	\$ 940	\$ 207	22.0
Nine Months Ended	3,368	2,732	636	23.3

The increases in other operating expenses for the three and nine months ended September 30, 1996 were largely attributable to growth-related cost of sales and customer increases at the cellular and security monitoring operations, as well as cost of sales increases related to increased equipment sales. Also contributing to the increases were higher costs in the emerging long distance and PCS businesses, increased contract services costs for systems development and data center management, and higher uncollectibles and advertising expenses related to increased marketing and sales efforts.

Restructuring credit

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ --	\$ (10)	\$ 10	n/a
Nine Months Ended	--	(266)	266	n/a

As discussed in Note 1, the Company significantly reduced its nonmanagement work force during 1994 and 1995 by 11,500 employees. New employees with different skills were added during this period to accommodate growth and meet staffing requirements for new business opportunities. As of September 30, 1995, all 11,500 employees had left the Company, with 1,202 leaving in the third quarter of 1995 and 2,385 leaving in the first nine months of 1995. Pretax, noncash settlement gains of \$10 million and \$266 million, respectively, were recorded in the third quarter and first nine months of 1995, associated with lump-sum pension payments to former employees. No restructuring charges or credits were recorded in the first three quarters of 1996.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)Taxes other than income taxes

<u>(dollars in millions)</u>	<u>September 30</u>		<u>Increase (Decrease)</u>	<u>Percent Change</u>
	<u>1996</u>	<u>1995</u>		
Three Months Ended	\$ 150	\$ 149	\$ 1	0.7
Nine Months Ended	441	444	(3)	(0.7)

Taxes other than income taxes, which consist of property taxes, gross receipts taxes and other non-income based taxes, have not changed significantly in the quarter or year to date compared with the comparable prior year periods. Increases in capital stock and gross receipts taxes, resulting primarily from business growth and the acquisition of National Guardian, were partially or more than offset by property tax decreases for the three and nine-month periods, respectively. The decrease in property taxes resulted largely from favorable tax legislation, primarily in Ohio.

Other Income and ExpensesInterest expense

<u>(dollars in millions)</u>	<u>September 30</u>		<u>Increase (Decrease)</u>	<u>Percent Change</u>
	<u>1996</u>	<u>1995</u>		
Three Months Ended	\$ 130	\$ 119	\$ 11	9.2
Nine Months Ended	382	356	26	7.3

The increases in interest expense for the three and nine months ended September 30, 1996 were primarily attributable to higher interest on short-term debt due to higher average balances, largely to fund the Company's investment in its 17.5% consortium share of Belgacom S.A., the Belgian national telecommunications company, in March 1996. Short term debt also increased in order to meet working capital needs resulting from revenue growth, increased capital expenditures and higher costs related to new and emerging businesses, and to fund the Company's acquisition of its own common stock. Interest rate fluctuations resulted in a slight increase in interest expense for the three months ended September 30, 1996 compared with the prior year period and in a decrease in interest expense for the nine months ended September 30, 1996 compared with the prior year period.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)Other income, net

<u>(dollars in millions)</u>	<u>September 30</u>		<u>Change</u>	<u>Percent</u>
	<u>1996</u>	<u>1995</u>	<u>(Expense)</u>	<u>Change</u>
Three Months Ended	\$ 74	\$ 112	\$ (38)	(33.9)
Nine Months Ended	198	181	17	9.4

Other income, net includes equity earnings from unconsolidated affiliates, interest income and other nonoperating income and expense items. Other income, net decreased for the three months ended September 30, 1996 largely due to a \$66 million pretax gain (\$41 million after-tax) recorded in the third quarter of 1995 resulting from the exchange of minority interests in certain cellular partnerships. This decrease was offset by an increase in equity earnings from international investments, primarily Belgacom and Matáv in Hungary.

The increase in other income, net for the nine months ended September 30, 1996 was due primarily to increased equity earnings from international investments, partially offset by the effects of the 1995 gain on the exchange of minority interests in certain cellular partnerships.

Income taxes

<u>(dollars in millions)</u>	<u>September 30</u>		<u>Increase</u>	<u>Percent</u>
	<u>1996</u>	<u>1995</u>	<u>(Decrease)</u>	<u>Change</u>
Three Months Ended	\$ 298	\$ 283	\$ 15	5.3
Nine Months Ended	893	881	12	1.4

The increases in income tax expense for the three and nine months ended September 30, 1996 were impacted by the tax effects associated with the work force restructuring credits and the gain on the exchange of minority interests in certain cellular partnerships in 1995. The tax effects of the work force restructuring credits were \$3 million and \$99 million, respectively, in the three and nine months ended September 31, 1995, and the tax effect of the gain on exchange of cellular minority interests was \$25 million in the three months ended September 30, 1995. Excluding the effects of these items, income taxes increased in line with the earnings of the business.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)FINANCIAL CONDITION AND OTHER MATTERSCapital expenditures

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ 657	\$ 564	\$ 93	16.5
Nine Months Ended	1,679	1,369	310	22.6

The increases in capital expenditures for the three and nine months ended September 30, 1996 related primarily to higher capital expenditures at the landline communications subsidiaries to accommodate growth. During the nine-month period, the increase was also attributable to increased capital expenditures at the cable TV unit, which had comparable capital expenditures in the current quarter to that of the corresponding quarter in the prior year.

Dividends declared

(dollars in millions)	September 30		Increase (Decrease)	Percent Change
	1996	1995		
Three Months Ended	\$ 291	\$ 277	\$ 14	5.1
Nine Months Ended	878	831	47	5.7

On September 18, 1996, the Board of Directors declared a quarterly dividend of \$0.53 per common share, a 6.0 percent increase over the \$0.50 per common share declared in the same quarter in the prior year. The weighted average number of common shares outstanding decreased to 549.8 million shares in the three months ended September 30, 1996 from 554.5 million shares in the comparable prior year period as a result of the Company's stock buy-back program.

Debt ratio

The debt ratio was 51.7 percent as of September 30, 1996, compared with 48.7 percent as of December 31, 1995. The increase is largely attributable to an increase in short-term debt used to finance the Company's investment in Belgacom, to fund the Company's acquisition of its own common stock and to meet additional working capital needs related to business growth.

Ratio of earnings to fixed charges

The ratio of earnings to fixed charges for the nine months ended September 30 was 6.18 in 1996 and 6.87 in 1995. The ratio in 1995 was favorably affected by a pretax credit of \$266 million for work force restructuring and a gain of \$66 million resulting from the exchange of minority interests in certain cellular partnerships.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)Other MattersTelecommunications Act of 1996

The Telecommunications Act of 1996 (the 1996 Act) was enacted on February 8, 1996. This legislation defines the conditions under which Ameritech will be permitted to offer interLATA long distance service and provides certain mechanisms intended to facilitate local exchange competition. This legislation, in addition to allowing Ameritech to offer interLATA long distance services, provides the framework for additional competition in the Company's traditional local exchange markets.

On August 8, 1996, the Federal Communications Commission (FCC) adopted rules to implement the local competition provisions of the 1996 Act. Among other things, the rules require local exchange carriers to provide interconnection to any requesting telecommunications carrier at any technically feasible point and equal in quality to that provided for the local exchange carriers' own operations. The rules also require each local exchange carrier to provide other carriers access to network elements on an unbundled basis and to offer for resale any telecommunications services that it provides at retail to subscribers who are not telecommunications carriers. The FCC's rules address mechanisms for pricing of interconnection, unbundled network elements and reselling of telecommunications services and prescribe that the individual state regulatory authorities develop specific rates and procedures consistent with general rules and guidelines established by the FCC.

In September 1996, several local exchange carriers, including the Company, filed appeals of the FCC interconnection order in the U.S. Court of Appeals for the District of Columbia. In their appeals, the local exchange carriers argue, among other things, that the FCC exceeded its authority over state regulatory commissions, that the rules setting national pricing standards violate the 1996 Act and that the order will force local exchange carriers to sell elements of their networks below cost. Several companies also requested a stay of the FCC's order pending the outcome of the appeals, while others, including the Company, opposed the stay and requested only an expedited review of the order.

Following the FCC's denial of the requests for a stay, a motion for a stay was filed by certain parties in the U.S. Court of Appeals for the Eighth Circuit (the Court) in St. Louis, which had been selected to hear the challenges to the FCC's order. On September 27, 1996, the Court ordered a temporary stay of the new rules pending the hearing of oral arguments from local exchange carriers and the FCC. On October 15, 1996, after hearing the oral arguments, the Court issued a partial stay of the FCC's order, saying that the pricing provisions and the "pick and choose" rule related to unbundled network elements could not take effect until the Court conducts a full review of the order and rules on the merits of the case. On November 1, 1996, the Court lifted the stay on three aspects of the pricing rules that apply primarily to cellular service providers. The FCC has indicated that it will appeal the Court's decision to the U.S. Supreme Court.

It will not be possible to determine what effect the 1996 Act and the FCC rules implementing it will have on the Company's results of operations until the challenges to the rules have been resolved and the state regulatory commissions have acted on the matter within their jurisdiction under the 1996 Act.

AMERITECH CORPORATION AND SUBSIDIARIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS (cont'd.)

Other Matters (cont'd)

New Accounting Pronouncement

In June 1996, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (FAS) No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." This statement establishes standards of accounting for transfers of assets in which the transferor has some continuing involvement with the assets transferred or with the transferee. It also clarifies the accounting for arrangements whereby assets are set aside for the extinguishment of a liability.

The statement was to be effective for transactions occurring after December 31, 1996, with early or retroactive application prohibited. However on October 16, 1996 the FASB agreed to consider a deferral of the effective date of paragraphs 9 through 12 and 15 of FAS No. 125 for repurchase agreements, dollar rolls, securities loans and similar transactions, including related transfers of collateral, to allow more time for accounting systems to be put in place. The proposed effective date for the provisions of these paragraphs is for transactions occurring after December 31, 1997. The Company does not expect adoption of this standard will have a material impact on the financial statements.

AMERITECH CORPORATION AND SUBSIDIARIES

Part II - Other Information

Item 6 Exhibits and Reports on Form 8-K.

(a) Exhibits

- 3(i) Certificate of Incorporation of the Company as amended on July 31, 1996.
- 11a Statement re: Computation of primary earnings per share of the three months ended September 30, 1996 and 1995.
- 11b Statement re: Computation of fully diluted earnings per share for the three months ended September 30, 1996 and 1995.
- 11c Statement re: Computation of primary earnings per share for the nine months ended September 30, 1996.
- 11d Statement re: Computation of fully diluted earnings per share for the nine months ended September 30, 1996.
- 12 Computation of ratio of earnings to fixed charges for the nine months ended September 30, 1996 and September 30, 1995.
- 27 Financial Data Schedule.

(b) Reports on Form 8-K

A Current Report on Form 8-K dated October 15, 1996 was filed under Item 5, Other Events, to report Ameritech's earnings for the third quarter of 1996.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Ameritech Corporation

Date: November 7, 1996

By /s/ Barbara A. Klein

Barbara A. Klein
Vice President and Comptroller

(Principal Accounting Officer)

AMERITECH CORPORATION
COMPUTATION OF PRIMARY EARNINGS PER SHARE

	Three Months Ended <u>September 30,</u>	
	<u>1996</u>	<u>1995</u>
Net Income	<u>\$ 518,575,000</u>	<u>\$ 512,457,000</u>
Weighted average number of shares outstanding	549,830,266	554,512,788
Additional dilutive effect of outstanding options (as determined by the application of the treasury stock method)	<u>3,984,070</u>	<u>7,988,683</u>
Weighted average shares outstanding on which primary earnings per share are based	<u>553,814,336</u>	<u>562,501,471</u>
Primary earnings per share	<u>\$0.94</u>	<u>\$0.91</u>

This calculation is submitted in accordance with Regulation S-K, Item 601(b)11, although not required by footnote 2 to paragraph 14 of Accounting Principles Board Opinion No. 15 because it results in dilution of less than three percent.

AMERITECH CORPORATION
COMPUTATION OF FULLY DILUTED EARNINGS PER SHARE

	Three Months Ended <u>September 30,</u>	
	<u>1996</u>	<u>1995</u>
Net Income	<u>\$ 518,575,000</u>	<u>\$ 512,457,000</u>
Weighted average number of shares outstanding	549,830,266	554,512,788
Additional dilutive effect of outstanding options (as determined by the application of the treasury stock method)	<u>3,984,070</u>	<u>8,867,022</u>
Weighted average shares outstanding on which fully diluted earnings per share are based	<u>553,814,336</u>	<u>563,379,810</u>
Fully diluted earnings per share	<u>\$0.94</u>	<u>\$0.91</u>

This calculation is submitted in accordance with Regulation S-K, Item 601(b)11, although not required by footnote 2 to paragraph 14 of Accounting Principles Board Opinion No. 15 because it results in dilution of less than three percent.

AMERITECH CORPORATION
COMPUTATION OF PRIMARY EARNINGS PER SHARE

	Nine Months Ended <u>September 30,</u>	
	<u>1996</u>	<u>1995</u>
Net Income	<u>\$ 1,563,559,000</u>	<u>\$ 1,594,902,000</u>
Weighted average number of shares outstanding	552,574,789	553,508,584
Additional dilutive effect of outstanding options (as determined by the application of the treasury stock method)	<u>3,984,070</u>	<u>7,988,683</u>
Weighted average shares outstanding on which primary earnings per share are based	<u>556,558,859</u>	<u>561,497,267</u>
Primary earnings per share	<u>\$ 2.81</u>	<u>\$ 2.84</u>

This calculation is submitted in accordance with Regulation S-K, Item 601(b)11, although not required by footnote 2 to paragraph 14 of Accounting Principles Board Opinion No. 15 because it results in dilution of less than three percent.

AMERITECH CORPORATION
COMPUTATION OF FULLY DILUTED EARNINGS PER SHARE

Nine Months Ended
September 30,

	<u>1996</u>	<u>1995</u>
Net Income	<u>\$1,563,559,000</u>	<u>\$1,594,902,000</u>
Weighted average number of shares outstanding	552,574,789	553,508,584
Additional dilutive effect of outstanding options (as determined by the application of the treasury stock method)	<u>3,984,070</u>	<u>8,867,022</u>
Weighted average shares outstanding on which fully diluted earnings per share are based	<u>556,558,859</u>	<u>562,375,606</u>
Fully diluted earnings per share	<u>\$2.81</u>	<u>\$2.84</u>

This calculation is submitted in accordance with Regulation S-K, Item 601(b)11, although not required by footnote 2 to paragraph 14 of Accounting Principles Board Opinion No. 15 because it results in dilution of less than three percent.

AMERITECH CORPORATION AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(Dollars in Millions)

	Nine Months Ended September 30	
	<u>1996</u>	<u>1995</u>
<u>EARNINGS</u>		
Income before interest, income taxes and undistributed equity earnings	\$ 2,760	\$ 2,777
Preferred dividends of subsidiary (3)	10	7
Portion of rent expense representing interest	48	44
Michigan Single Business tax	<u>33</u>	<u>30</u>
Total earnings (1) (2)	<u>\$ 2,851</u>	<u>\$ 2,858</u>
<u>FIXED CHARGES</u>		
Interest expense	\$ 382	\$ 356
Preferred dividends of subsidiary	10	7
Capitalized interest	21	9
Portion of rent expense representing interest expense	48	44
Total fixed charges	<u>\$ 461</u>	<u>\$ 416</u>
Ratio of earnings to fixed charges	<u>6.18</u>	<u>6.87</u>

- (1) The results for the first nine months of 1995 reflect a \$266 million pretax credit primarily from settlement gains resulting from lump sum pension payments to former employees who left the business in the nonmanagement work force restructuring, as well as a gain of \$66 million related to the exchange of minority interests in certain cellular partnerships.
- (2) Earnings represent income before income taxes and fixed charges. Since the Michigan Single Business Tax (the Tax) and rental expense have been deducted to arrive at income before interest and income taxes, the Tax and the one-third portion of rental expense considered to be fixed charges are added back.
- (3) For purposes of the above computation, the preferred stock dividend requirement of a subsidiary has been increased to an amount representing the pretax earnings which would be required to cover the dividend requirements.

EXHIBIT II

MANAGERIAL CAPABILITY

Applicant possesses the managerial and technical ability to provide the proposed services. Applicant is a close corporation, managed by its sole stockholder, Ameritech Corporation, in lieu of a board of directors. Applicant's officers are as follows:

<u>Name</u>	<u>Office Held</u>
Steven P. Nowick	President
Diane Primo	Vice President - Strategy & Business Development
William Kohl	Vice President - Network Engineering/Operations
Nancie Poulos	Vice President - Consumer Sales & Market Management
John Gockley	Vice President - External Affairs & General Counsel
Dona Robbins	Vice President - Business Sales & Market Management
James W. Eyster	Vice President - Information Systems
Patrick Earley	Vice President - Finance & Administration

Below is a brief description of the experience of some key management personnel:

President - Steve Nowick

Twenty-two years of previous business experience, including 18 years in the telecommunications field and related industries, where he served as president, general manager, and consultant. Previously employed by Booz, Allen and Hamilton as head of their telecommunications industry consulting practice. Other examples of previous experience include heading Scientific Atlanta's private networks business and serving as an advisor to telecommunications industry leaders, such as AT&T, GTE, Sprint, US West, France Telecom, and Deutsche Telekom.

Ameritech Communications International, Inc.

Vice President - Network Engineering/Operations - William Kohl

Over 30 years of experience in the telecommunications industry, including operations, planning, engineering, and strategy development. Examples of previous experience with Ameritech include General Manager of Ameritech's network in Wisconsin, Ameritech Director for Central Office Engineering, and General Manager for Ameritech Service Order Provisioning.

Vice President - External Affairs and General Counsel - John C. Gockley

More than 13 years experience in the telecommunications field. Previously employed as Vice President and General Counsel for the telephone industries services business unit at Ameritech. Mr. Gockley has also served as a senior attorney for Ameritech Cellular and Illinois Bell Telephone Company.

EXHIBIT III

TECHNICAL CAPABILITY

Applicant is technically qualified to resell local telecommunications services in the State of Florida. Applicant is authorized by registration, certification or, where appropriate, on a deregulated basis to provide interexchange services in a majority of states. The jurisdictions where Applicant has authority to provide interexchange service and the date that certification was granted is provided in the list attached hereto. Applicant has never been denied a request for authorization. Applicant plans to provide local service initially through the resale of underlying local exchange carrier services. Equipment maintenance will be performed by the underlying carrier in strict conformance with Commission rules and regulations and pursuant to contract terms and conditions.

JURISDICTIONS WHERE APPLICANT IS AUTHORIZED TO PROVIDE SERVICE

Applicant is currently authorized to provide long distance services in Florida. See Docket No. 960563-TI, Order No. PSC-96-1018-FOF-TI. Applicant is also authorized by registration, certification or (where appropriate) on a deregulated basis, to provide interexchange telecommunications services in the following states:

<u>STATE</u>	<u>AUTHORIZATION DATE</u>
Alabama	Granted 7/8/96
Alaska	Granted 12/10/96
Arkansas	Granted 8/1/96
California	Granted 10/9/96
Colorado	Granted 6/26/96
Connecticut	Granted 7/17/96
Delaware	Granted 7/30/96
Georgia	Granted 9/17/96
Hawaii	Granted 8/1/96
Idaho	Registered
Iowa	Not regulated
Kansas	Granted 6/27/96
Kentucky	Granted 9/18/96
Louisiana	Granted 9/3/96
Maine	Granted, 12/18/96
Maryland	Granted 6/26/96
Massachusetts	Registered
Minnesota	Granted 7/1/96
Mississippi	Granted 8/13/96
Missouri	Granted 6/28/96
Montana	Not Regulated
Nebraska	Granted 9/5/96
Nevada	Granted 8/23/96
New Jersey	Registered

STATEAUTHORIZATION DATE

New Mexico	Granted 10/30/96
New York	Granted, 10/18/96
North Carolina	Granted 6/26/96
North Dakota	Granted 8/28/96
Oregon	Granted 6/7/96
Rhode Island	Granted 7/8/96
South Carolina	Granted 11/14/96
South Dakota	Granted 9/4/96
Tennessee	Granted 8/27/96
Texas	Registered
Utah	Not Regulated
Vermont	Granted 12/13/96
Virginia	Not Regulated
Washington	Granted 6/26/96
West Virginia	Granted 8/9/96
Wyoming	Registered

FISHER WAYLAND COOPER LEADER & ZARAGOZA L.L.P.
2001 PENNSYLVANIA AVENUE, N.W.
SUITE 400

WASHINGTON, D.C. 20006-2651
TELEPHONE (202) 659-3494

MAIL ROOM

GLENN S. RICHARDS
(202) 775-5678

DEPOSIT TREAS. REC. DATE

January 24, 1997

JAN 28 '97

FACSIMILE
(202) 296-6518

INTERNET
grichards@fwclz.com

VIA FEDERAL EXPRESS

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

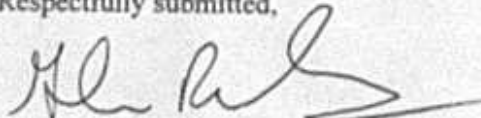
**Re: Ameritech Communications International, Inc.
Application for Authority to Provide Alternative Local Exchange Service**

Dear Sir or Madam:

Transmitted herewith on behalf of Ameritech Communications International, Inc. ("Applicant") are an original and six copies of its Application for Authority to Provide Alternative Local Exchange Service within the state of Florida. Enclosed is a \$250.00 check to cover the requisite filing fee.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed, self-addressed, stamped envelope. Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,



Glenn S. Richards
Counsel for Ameritech Communications
International, Inc.

Enclosures

J:\DATA\CLIENT\REGULATO\OTHER\6017000L.FL6

Check received with filing and
forwarded to Fiscal for deposit.
Fiscal to forward a copy of check
to RAR with proof of deposit.

Initials of person who forwarded check



ORIGINAL

FISHER WAYLAND COOPER LEADER & ZARAGOZA L.L.P.
2001 PENNSYLVANIA AVENUE, N.W.
SUITE 400

WASHINGTON, D.C. 20006-1851
TELEPHONE (202) 659-3494

MAIL ROOM

GLENN S. RICHARDS
(202) 775-5678

FACSIMILE
(202) 296-6518

DEPOSIT TREAS. REC. DATE

January 24, 1997

JAN 28 '97

INTERNET
grichards@fwclz.com

VIA FEDERAL EXPRESS

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Re: **Ameritech Communications International, Inc.**
Application for Authority to Provide Alternative Local Exchange Service

Dear Sir or Madam:

Transmitted herewith on behalf of Ameritech Communications International, Inc. ("Applicant") are an original and six copies of its Application for Authority to Provide Alternative Local Exchange Service within the state of Florida. Enclosed is a \$250.00 check to cover the requisite filing fee.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed, self-addressed, stamped envelope. Please direct any questions regarding this matter to the undersigned.

Respectfully submitted,

FISHER WAYLAND COOPER LEADER
& ZARAGOZA L.L.P.
ATTORNEYS AT LAW
2001 PENNSYLVANIA AVE., N.W., SUITE 400
WASHINGTON, DC 20006-1851
PHONE (202) 659-3494

DATE	INVOICE	AMOUNT
	6017-100	

17439

PAY Two hundred fifty

DOLLARS

DATE	TO PERSONS	CHECK NO.	AMOUNT	EXPLANATION
1/24/97	Florida Public Service Commission	17439	250.00	Filing Fees

FISHER WAYLAND COOPER LEADER
& ZARAGOZA, L.L.P.

Wayland Cooper Leader

SIGNET BANK, N.A.
WASHINGTON, DC