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BROADWING INC
Form 10-K/A
May 15, 2003

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

OR

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-8519

BROADWING INC.

Incorporated under the laws of the State of Ohio

201 East Fourth Street, Cincinnati, Ohio 45202

I.R.S. Employer Identification Number 31-1056105

Telephone - Area Code 513 397-9900

| TITLE OF EACH CLASS | NAME OF EACH EXCHANGE ON WHICH REGISTERED |
|--|--|
| Common Shares (par value \$0.01 per share) | New York Stock Exchange |
| Preferred Share Purchase Rights | Cincinnati Stock Exchange |
| 6 3/4% Preferred Shares | New York Stock Exchange |

Securities requested pursuant to Section 12(g) of the Act: NONE

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.

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Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (ss.229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

At March 20, 2003, there were 218,952,904 Common Shares outstanding. At March 20, 2003, the aggregate market value of the voting shares owned by non-affiliates was \$934,928,900. At June 30, 2002, the aggregate market value of the voting shares owned by non-affiliates was \$569,188,870.

DOCUMENTS INCORPORATED BY REFERENCE: (1) Portions of the registrant's definitive proxy statement dated April 4, 2003 issued in connection with the annual meeting of shareholders to be held on April 29, 2003 are incorporated by reference into Part III.

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EXPLANATORY NOTE

We are amending this Form 10-K of Broadwing Inc. (the "Company") to revise Item 13. Certain Relationships and Related Transactions to provide the following additional disclosure.

Item 13. Certain Relationships and Related Party Transactions.

In October of 1997, our then-President of a subsidiary of the Company, Cincinnati Bell Wireless Company, (and now the Chief Operating Officer of the Company), John F. Cassidy, sold a profits interest in Scorecard Systems Inc. ("Systems"), a company of which he participated in the founding in October 1996, to Systems in exchange for deferred payment obligations aggregating approximately \$1.67 million payable from Systems to Mr. Cassidy. An affiliate of Systems, Scorecard Solutions Inc. ("Solutions"), a company that was created for the primary purpose of transacting business with the Company and a company in which Mr. Cassidy did not otherwise have an interest, became a vendor to the Company in December of 1997. Systems and Solutions provide tools to enable telecommunications companies to monitor their businesses. In early 2002, Systems also contracted with the Company while Mr. Cassidy was still a creditor of Systems. The final payment on the deferred obligation in the amount of approximately \$676,000 was received by Mr. Cassidy in 2002. The Company paid Solutions and Systems an aggregate of approximately \$3.5 million from 1997 through 2002 for services rendered.

CERTIFICATIONS

I, Kevin W. Mooney, Chief Executive Officer, certify that:

- 1. I have reviewed this annual report on Form 10-K/A of Broadwing Inc;
- 2. Based on my knowledge, this annual report does not contain any untrue

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statement of a material fact or omit to state a material fact necessary to make the statements made, not misleading with respect to the period covered by this annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c. presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 15, 2003

/s/ KEVIN W. MOONEY

Kevin W. Mooney
Chief Executive Officer

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CERTIFICATIONS

I, Thomas L. Schilling, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K/A of Broadwing Inc;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
 - c. presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant

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deficiencies and material weaknesses.

Date: May 15, 2003

/s/ THOMAS L. SCHILLING

Thomas L. Schilling
Chief Financial Officer