

Diamond Williams

110132-TP

From: WOODS, VICKIE (Legal) [vf1979@att.com]
Sent: Thursday, April 28, 2011 2:35 PM
To: Filings@psc.state.fl.us
Subject: AT&T Florida's notification that BellSouth Telecommunications, Inc. intends to elect to become a limited liability company effective on or about July 1, 2011

Importance: High

Attachments: Document.pdf

A. Vickie Woods

BellSouth Telecommunications, Inc. d/b/a AT&T Florida

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(305) 347-5560

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B. Certificate Nos. TL 720 and TX 031

Notice of the Conversion of BellSouth Telecommunications, Inc. to BellSouth Telecommunications, LLC

C. BellSouth Telecommunications, Inc. d/b/a AT&T Florida

on behalf of E. Earl Edenfield, Jr.

D. 3 pages total (See attached letter)

E. BellSouth Telecommunications, Inc. d/b/a AT&T Florida's notification that BellSouth Telecommunications, Inc. intends to elect to become a limited liability company effective on or about July 1, 2011.

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4/28/2011



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April 28, 2011

Ann Cole, Commission Clerk
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

**Re: Certificate Nos. TL 720 and TX 031
Notice of the Conversion of BellSouth Telecommunications, Inc.
to BellSouth Telecommunications, LLC**

Dear Ms. Cole:

This letter is to notify the Florida Public Service Commission that BellSouth Telecommunications, Inc. ("BellSouth"), intends to elect to become a limited liability company effective on or about July 1, 2011. BellSouth is a corporation organized under Georgia law and provides local exchange telecommunications services in designated areas in Florida.¹

Georgia law allows corporations to elect to become limited liability companies by filing a certificate of conversion with the Georgia Secretary of State.² Once the filing is made, the new limited liability entity is deemed to be the same entity as the entity making the election.³

Upon such an election becoming effective:

the existence of the limited liability company so formed shall be deemed to have commenced on the date the entity making the election [BellSouth] commenced its existence in the jurisdiction in which such entity [BellSouth] was first created, formed, incorporated, or otherwise came into being; . . .

(5) The limited liability company formed by such election shall thereupon and thereafter possess all of the rights, privileges, immunities, franchises, and powers of the entity making the election [BellSouth]; all property, real, personal, and mixed, all contract rights, and all debts due to such entity,

¹ In Florida, BellSouth operates under the doing business as ("d/b/a") designations AT&T Florida and AT&T Southeast.

² See Ga. Code Ann. §14-11-212(a), (b)

³ Ga. Code Ann. § 14-11-212(d)

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as well as all other choses in action, and each and every other interest of or belonging to or due to the entity making the election [BellSouth] shall be taken and deemed to be vested in the limited liability company formed by such election *without further act or deed* and the title to any real estate, or any interest therein, vested in the entity making the election shall not revert or be in any way impaired by reason of such election; and *none of such items shall be deemed to have been conveyed, transferred, or assigned by reason of such election for any purpose*; and

(6) The limited liability company formed by such election shall thereupon and thereafter be *responsible and liable for all the liabilities and obligations* of the entity making the election [BellSouth], and any claim existing or action or proceeding pending by or against such entity [BellSouth] may be prosecuted as if such election had not become effective. *Neither the rights of creditors nor any liens upon the property of the entity making such election [BellSouth] shall be impaired by such election.*⁴

BellSouth, therefore, notifies the Commission that effective on or about July 1, 2011, all of BellSouth's property, powers, franchises, and privileges will be possessed by BellSouth Telecommunications, LLC, and BellSouth Telecommunications, LLC, will become responsible and liable for all the liabilities and obligations of BellSouth. To the extent that BellSouth is subject to any Commission rules, regulations, and orders as of the effective date of this conversion, BellSouth Telecommunications, LLC, will be subject to those same rules, regulations, and orders. In the near future, BellSouth Telecommunications, LLC, will make any tariff filings that are necessary or appropriate to reflect this conversion.

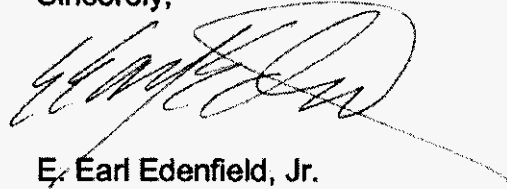
Finally, this conversion will be transparent to customers. As BellSouth Telecommunications, Inc. did, BellSouth Telecommunications, LLC, will operate under the Commission-approved "d/b/a" designations AT&T Florida and AT&T Southeast. BellSouth Telecommunications, LLC, will operate pursuant to the same tariffs, guidebooks, and agreements immediately after the conversion as BellSouth Telecommunications, Inc. did immediately before the conversion. The same personnel who managed these services immediately before the conversion will manage them immediately after the conversion, and the same network that provided the services immediately before the conversion will provide them immediately after the conversion.

The address of BellSouth Telecommunications, Inc. and the company contact information on file with the Commission will be the same for BellSouth Telecommunications, LLC.

⁴ *Id.*, §14-11-212(c)(1), (5), and (6) (emphases added).

Thank you for your attention to this matter. Should the Commission or the Commission Staff have any questions please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "E. Earl Edenfield, Jr.", written in a cursive style. The signature is positioned above the printed name.

E. Earl Edenfield, Jr.

cc: Jerry D. Hendrix
Gregory R. Follensbee

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