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PUBLIC SERVICE
COMMISSION

Tom Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40601

Re: Conversion of AT&T Communications of the South
Central States, Inc. to AT&T Communications of the
South Central States, LLC

Dear Mr. Dorman:

AT&T Communications of the South Central States, Inc. (AT&T) plans to reorganize its corporate structure from a corporation to a limited liability company. The new structure will be named AT&T Communications of the South Central States, LLC (AT&T-LLC). Pursuant to the Order dated January 8, 1998 in Administrative Case No. 370, I am submitting four (4) copies of the revised tariff pages reflecting the change in corporate structure from "Inc." to "LLC". These tariff pages should replace the existing AT&T Kentucky tariffs currently on file with the Commission.

Under the reorganization, AT&T-LLC will automatically succeed to all of the operations, assets and liabilities of AT&T as a matter of Delaware law. The reorganization will not disrupt service or adversely affect the customers of AT&T in Kentucky. There will be no change to the technical, financial or managerial resources that are in place and available to serve customers in Kentucky. In addition, there will be no change in the names, address or telephone numbers of the contact personnel regarding the provision of telecommunications services in Kentucky.

AT&T is a corporation organized and existing under the laws of the State of Delaware and is authorized by this Commission to provide local and intrastate long distance telecommunications services in Kentucky. AT&T's principle place of business for its Kentucky operations is 1200 Peachtree Street N.E., Suite 8100, Atlanta, Georgia 30309.

The Commission granted AT&T a CPCN in Case No. 8935, *In the Matter of the Application of AT&T Communications of the South Central States, Inc. for a Certificate of Public Convenience and Necessity to Provide Telephone Common Carrier Service*, Order, December 29, 1983. In granting AT&T's CPCN, the Commission concluded that AT&T had the requisite financial, technical and operational experience and assets to provide safe, adequate and proper telecommunications services in Kentucky. Information concerning the legal, technical, managerial, and financial qualifications of AT&T and AT&T Corp., its parent company, was provided with its application for certification. That information, which this Commission considered in determining that AT&T possessed the legal, technical and financial qualifications to offer telecommunications services to the public in Kentucky, is therefore already a matter of public record at the Commission. AT&T requests that this information be incorporated by reference herein.

AT&T is reorganizing its corporate structure by converting its operations to limited liability company, AT&T-LLC. As a result of filing the conversion documents with the Delaware Secretary of State, AT&T will cease to exist in its present form, but will continue to operate as a limited liability company.¹ Because the conversion is complete upon the filing of the appropriate documents, AT&T cannot make such a filing until it obtains the regulatory approvals from all five state commissions in its service area. It is for that reason that AT&T seeks approval of the transfer of the CPCN prior to the formation of AT&T-LLC. Immediately upon completion of the conversion, AT&T-LLC will file with the Secretary of State to qualify to do business in Kentucky.

The proposed reorganization will result in a change in the corporate structure of AT&T, but will not change the ultimate upstream ownership by AT&T Corp. AT&T-LLC will be led by the same team of well-qualified telecommunications managers, including existing AT&T Corp. personnel currently utilized by AT&T. As a result, the services currently being provided by AT&T pursuant to its existing tariffs, service arrangements and Commission authorizations will continue to be offered by AT&T-LLC.

AT&T respectfully requests that, to the extent required applicable Commission regulations, the Commission order that upon the completion of AT&T's conversion to a limited liability company:

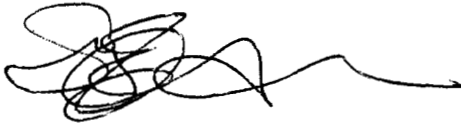
- (1) AT&T's CPCN be transferred to AT&T-LLC;
- (2) The requirements and authorizations of all Commission orders to which AT&T is currently subject will henceforth be binding on and apply to AT&T-LLC;

¹ "... [T]he converting other entity [AT&T] shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not be deemed to constitute a dissolution of such other entity and shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company. When an other entity has been converted to a limited liability company pursuant to this section, the limited liability company shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the converting other entity." Delaware Code Title 6 §18-214(g).

(3) AT&T-LLC may appear in all Commission proceedings in place of and with all rights and obligations currently held by AT&T.

If you have any questions or need any further information, please let me know.

Sincerely,

A handwritten signature in black ink, appearing to be "Sylvia E. Anderson", with a long horizontal flourish extending to the right.

Sylvia E. Anderson

cc: Debbie Eversole, Esq. (without attachments)
Garry Sharp (without attachments)