

Eric Fishman  
202 828 1849  
eric.fishman@hklaw.com

May 4, 2005

**VIA UPS**

Ms. Beth A. O'Donnell  
Executive Director  
Kentucky Public Service Commission  
211 Sower Boulevard  
Frankfort, KY 40602-0615

RECEIVED  
MAY 5 2005  
PUBLIC SERVICE  
COMMISSION

05132400-0510  
22251324-0508

Re: Notification of Consummation of Internal Corporate Reorganization of SBC Telecom, Inc. and SBC Long Distance, Inc., and Conversion of SBC Long Distance, Inc. to a Limited Liability Company

Dear Ms. O'Donnell:

The purpose of this letter is to advise the Commission that on May 4, 2005, SBC Long Distance, LLC d/b/a SBC Long Distance (formerly known as SBC Long Distance, Inc. and Southwestern Bell Communications Services, Inc.) consummated the internal corporate reorganization described in the letters by the undersigned counsel to the Commission dated November 22, 2004 and February 14, 2005.

Pursuant to this internal corporate reorganization, SBC Long Distance, formerly a corporation, converted to a limited liability company, and the assets of SBC Telecom, Inc., which holds authority to operate in the Commonwealth of Kentucky as a provider of resold and facilities-based local exchange and interexchange services,<sup>1</sup> were transferred to SBC Long Distance. SBC Long Distance holds authority to operate in the Commonwealth of Kentucky as a provider of facilities-based and resold local exchange services and resold long distance service.<sup>2</sup>

<sup>1</sup> Utility ID No. 5051240.

<sup>2</sup> Utility ID No. 22251324 and 5132400.

As a result of the above-described internal corporate reorganization, SBC Telecom will cease operations in the Commonwealth of Kentucky. Accordingly, by this letter, SBC Telecom hereby relinquishes its current authorization and withdraws its current tariffs.

Concurrently with the submission of this letter, SBC Long Distance is filing with the Commission revised tariffs reflecting its conversion to a limited liability and name change from SBC Long Distance, Inc. to SBC Long Distance, LLC d/b/a SBC Long Distance. SBC Long Distance asks for a one day approval of these minor tariff changes.

In connection with the internal corporate reorganization, SBC Long Distance has filed to revise its certificate to transact business in the Commonwealth of Kentucky to reflect its conversion to a limited liability company. A copy of this filing is enclosed. SBC Long Distance will provide the Commission with a copy of its amended certificate of authority upon its issuance by the Kentucky Secretary of State. By this letter, SBC Long Distance respectfully requests the Commission to issue revised certificates of public convenience in the name of SBC Long Distance, LLC d/b/a SBC Long Distance, to the extent such action is required, to reflect these legal name changes.

Should the Commission have any questions regarding the aforementioned matters, please feel free to contact the undersigned counsel directly.

Sincerely,



Eric Fishman  
Counsel to  
SBC Telecom, Inc. and  
SBC Long Distance, LLC d/b/a SBC Long Distance

Attachments

Copies of Advice Letters 130, 131, 132 and 133  
Amended Certificate of Authority

# 2743292\_v1

COMMONWEALTH OF KENTUCKY  
TREY GRAYSON  
SECRETARY OF STATE



APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of KRS Chapter 275, the undersigned hereby applies for authority to transact business in Kentucky on behalf of the limited liability company named below and for that purpose submits the following statements:

- 1. The company is  a limited liability company (LLC).  
 a professional limited liability company (PLLC).
- 2. The name of the limited liability company is  
SBC Long Distance, LLC
- 3. The name of the limited liability company to be used in Kentucky is  
SBC Long Distance, LLC  
(If "real name" is unavailable for use)
- 4. Delaware is the state or country of organization.
- 5. \_\_\_\_\_ is the date of organization and, if the limited liability company has a specific date of dissolution, the latest date upon which the limited liability company is to dissolve is perpetual
- 6. The street address of the office required to be maintained in the state of formation or, if not so required, the principal office address is  
5850 West Las Positas Pleasanton CA 94588  
Street City State Zip Code
- 7. The names and usual business addresses of the current managers, if any, are as follows:  
please see attached  

_____ <small>Name</small>	_____ <small>Address</small>
_____ <small>Name</small>	_____ <small>Address</small>

(Attach a continuation, if necessary)
- 8. The street address of the registered office in Kentucky is  
Kentucky Home Life Building, Louisville, Kentucky 40202  
Street City State Zip Code  
and the name of the registered agent at that office is  
C T Corporation System
- 9. This application will be effective upon filing, unless a delayed effective date and/or time is specified:  
\_\_\_\_\_  
(Delayed effective date and/or time)

I certify that, as of the date of filing this application, the above-named limited liability company validly exists as a limited liability company under the laws of the jurisdiction of its formation.

[Signature]  
Signature  
Yno Gonzalez, Manager  
Type or Print Name & Title  
Date: April 28, 2005

I, C T Corporation System, consent to serve as the registered agent on behalf of the limited liability company.  
Type or print name of registered agent

\_\_\_\_\_  
Signature of Registered Agent  
\_\_\_\_\_  
Type or Print Name & Title

**SBC Long Distance, LLC**

MANAGERS

MANAGERS	BUSINESS OFFICE ADDRESS
Yno Gonzalez Manager and President	5850 West Las Positas Pleasanton, CA 94588
Bill McCracken Manager and Comptroller	5850 West Las Positas Pleasanton, CA 94588