

ORIGINAL



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*Pay Telephone  
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AAV*

November 30, 2001

*CK 10670363  
\$350.00  
MK*

Blanca S. Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850

*D 143*

*DEC 04 2001*

Re: Docket No. 011557-TI -- Joint Application for Transfer of, Cancellation of, and Application for Certificates of Public Convenience and Necessity

Dear Ms Bayo:

This letter replaces AT&T Communications of the Southern States, Inc.'s ("AT&T") letter of November 12, 2001 requesting the Commission's approval of the d/b/a SmarTalk for AT&T. AT&T and AT&T Communications of the Southern States, LLC ("AT&T-LLC") by their undersigned counsel and pursuant to § 364.345, Florida Statutes, hereby notifies the Florida Public Service Commission ("Commission") of AT&T's planned reorganization and requests the Commission's approval for the transfer of, cancellation of, and application for a new Certificate of Public Convenience and Necessity ("CPCN") in the name of AT&T-LLC. Specifically, AT&T requests the Commission's approval of the following:

- 1) the transfer of and name change on AT&T's interexchange Certificate No. 69 from AT&T with the d/b/a's of Connect 'N Save, ACC Business and Lucky Dog

APP \_\_\_\_\_  
 OAF \_\_\_\_\_  
 CMP \_\_\_\_\_  
 COM \_\_\_\_\_  
 QTR \_\_\_\_\_  
 ECR \_\_\_\_\_  
 LEG \_\_\_\_\_  
 CPC \_\_\_\_\_  
 PAI \_\_\_\_\_  
 RGO \_\_\_\_\_  
 SEC \_\_\_\_\_  
 SER \_\_\_\_\_  
 OTH \_\_\_\_\_

RECEIVED & FILED

*[Signature]*  
FPSC BUREAU OF RECORDS

DOCUMENT NUMBER-DATE  
15111 DEC-4 01  
FPSC-COMMISSION CLERK

Phone Co. to AT&T-LLC with the d/b/a's of AT&T, ACC Business, Lucky Dog Phone Co., SmarTalk, Unispeaksm Service, and [www.prepaidserviceguide.com](http://www.prepaidserviceguide.com).<sup>1</sup>

2) the transfer of and name change on AT&T's alternative access vendor Certificate No. 4037 with alternative local exchange telecommunications authority from AT&T with a d/b/a of AT&T to AT&T-LLC with a d/b/a of AT&T.

3) the cancellation of AT&T's payphone Certificate No. 935 and issuance of a new payphone certificate in the name of AT&T-LLC with a d/b/a of AT&T.<sup>2</sup>

Under the reorganization, AT&T's business form will change from a corporation to a limited liability company. All operations, assets, liabilities and obligations of AT&T will be merged with and transferred to AT&T-LLC. The reorganization will not disrupt service or adversely affect the customers of AT&T in Florida. There will be no change to the technical, financial or managerial resources that are in place and available to serve customers in Florida. In addition, there will be no change in the names, address or telephone numbers of the contact personnel regarding the provision of telecommunications services or the handling of customer complaints in Florida.

## I. The Applicants

AT&T is a corporation organized and existing under the laws of the State of New York and is authorized by this Commission to provide local and intrastate long distance telecommunications services in Florida. Its principle place of business for its Florida operations is 1200 Peachtree Street, Suite 8100, Atlanta, Georgia 30309. AT&T-LLC was formed and incorporated in Delaware on July 12, 2001. A copy of AT&T-LLC's Certificate of Authority to transact business in Florida is attached to this Application as Exhibit 1.

In granting each of AT&T's CPCNs, 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 Florida. Information concerning the legal, technical, managerial, and financial qualifications of AT&T and AT&T Corp., its parent company, was provided with its initial 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 Florida, is the same information for AT&T-LLC and is therefore already a

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<sup>1</sup> Four additional fictitious names have been filed with the Secretary of State for the interexchange certificate. Those include AT&T, SmarTalk, Unispeaksm Service, and [www.prepaidserviceguide.com](http://www.prepaidserviceguide.com).

<sup>2</sup> Because under current FPSC rules certificates to provide pay telephone service cannot be transferred (Rule 25-24.512), AT&T is requesting that its pay phone certificate be cancelled and that the application of AT&T-LLC to provide pay telephone service be approved simultaneously. AT&T-LLC is filing simultaneous with this letter an application for certificate and approval to provide payphone service in Florida. AT&T is current in its payment of the regulatory assessment fee for pay telephone service in Florida.

matter of public record at the Commission. AT&T requests that this information be incorporated by reference herein.

## **II. The Reorganization**

Currently, AT&T Corp. provides telecommunications services throughout the United States via wholly owned corporate subsidiaries and partnerships. AT&T is a first tier subsidiary of AT&T Corp., meaning that AT&T is owned 100% by AT&T Corp. As part of an overall plan to streamline AT&T Corp.'s corporate structure, AT&T and other corporate IXCs (e.g., AT&T Communications of the South Central States, Inc.) will be converted to single member limited liability companies that are wholly owned by AT&T Corp.

AT&T will reorganize its corporate structure by merging its operations into AT&T-LLC, with AT&T-LLC being the surviving entity. As a result of the merger, AT&T will cease to exist, and all assets, liabilities and obligations of AT&T will transfer to the newly created AT&T-LLC by operation of law. AT&T-LLC will be a first tier subsidiary of AT&T Corp., and the former corporation, AT&T, will cease to exist subsequent to the merger. For federal and state income tax purposes, single member limited liability companies are treated as divisions of their parent company. Therefore, subsequent to the merger, AT&T-LLC will be treated, *for income tax purposes*, as a division of AT&T Corp.

The reorganization will result in cost savings, including tax savings, to AT&T-LLC, resulting from a more limited income tax liability. Through these savings, the reorganization will allow AT&T-LLC to remain competitive in the current telecommunications environment. It will also allow AT&T-LLC to more efficiently provide its services in Florida, to the benefit of all consumers of telecommunications services. AT&T plans to pursue regulatory approval for similar restructurings across the nation, including all nine states in its Southern Region.

## **III. Public Interest Considerations**

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. Unless and until superseding tariffs are filed, AT&T-LLC will continue operating pursuant to AT&T's existing tariffs. Moreover, the reorganization will not have a negative financial impact on AT&T-LLC. In fact, the reorganization of AT&T is intended to create operating efficiencies and flexibility. A limited liability company structure provides such flexibility.

Pursuant to Commission orders, AT&T has provided interexchange and local exchange telecommunications services in Florida. AT&T is subject to numerous

Commission orders and is actively participating in many proceedings before the Commission. AT&T-LLC plans to continue its participation in these active matters as well as any other issues in which it has an interest as they are brought before the Commission.

Now is a critical time in the development of competition in the market for local exchange services in Florida. AT&T has been an active participant in the marketplace and in proceedings before the Commission. The efficiencies AT&T gains as a result of the merger will allow it to remain competitive in the rapidly changing competitive environment and will allow AT&T-LLC to continue AT&T's demonstrated commitment to bringing high-quality competitive telecommunications services to Florida.

#### **IV. Conclusion**

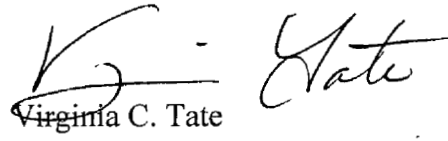
The Joint Applicants respectfully request that the Commission act on this Application within 30 days of the date of filing by finding that the transfer of AT&T's certificates to AT&T-LLC is in the public interest and further that the Commission find that upon the consummation of the reorganization:

- (1) The transfer of AT&T's IXC Certificate No. 69 to AT&T-LLC is approved;
- (2) The transfer of AT&T's AAV/ALEC Certificate No. 4037 to AT&T-LLC is approved;
- (3) AT&T's payphone Certificate No. 935 is cancelled and AT&T-LLC's request for certificate and application to provide pay telephone service in Florida (filed simultaneously herewith) is approved;
- (4) AT&T is authorized to assign all contracts as necessary or desirable to AT&T-LLC;
- (5) 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;
- (6) AT&T-LLC may operate pursuant to AT&T tariffs filed with the Commission unless and until superseding tariffs are filed (AT&T is providing the Commission with AT&T-LLC labels to affix to AT&T's tariffs, and will replace the AT&T designation with the AT&T-LLC designation as tariff revisions are made); and
- (7) AT&T-LLC may appear in all Commission proceedings in place of and with all rights and obligations currently held by AT&T.

AT&T and AT&T-LLC have included with this request the appropriate \$350.00 transfer and application fees, which includes the \$250.00 transfer fee for the alternative access vendor authority and the \$100.00 payphone service application fee.

If you have questions regarding this filing, please call Lisa Riley on 404-810-7812. Thank you for your assistance in this matter.

Respectfully submitted,

  
Virginia C. Tate

Attachments

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the application by AT&T COMMUNICATIONS OF THE SOUTHERN STATES, LLC, a Delaware limited liability company, authorized to transact business within the state of Florida on August 7, 2001, as shown by the records of this office.

The document number of this limited liability company is M01000001773.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Seventh day of August, 2001



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

**\*\*FLORIDA PUBLIC SERVICE COMMISSION\*\***

**DIVISION OF REGULATORY OVERSIGHT  
CERTIFICATION SECTION**

**APPLICATION FORM FOR CERTIFICATE TO PROVIDE  
PAY TELEPHONE SERVICE  
WITHIN THE STATE OF FLORIDA**

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**INSTRUCTIONS**

- ◆ **This form is used as an application for an original certificate to provide pay telephone service within the State of Florida.**
- ◆ **Print or type all responses to each item requested in the application. If an item is not applicable, please explain. Pages 8, 9 and 10 must be completed and signed.**
- ◆ **Use a separate sheet for each answer which will not fit within the allotted space.**
- ◆ **Once completed, submit the original and two (2) copies of this form and a non-refundable application fee of 100.00 to:**

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**Florida Public Service Commission  
Division of Records and Reporting  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6770**

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- **If you have questions about completing the form, contact:**

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**Florida Public Service Commission  
Division of Regulatory Oversight  
Certification Section  
2540 Shumard Oak Blvd.  
Tallahassee, Florida 32399-0850  
(850) 413-6480**

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1. **Name of company or name of individual (not fictitious name or d/b/a):**

AT&T Communications of the Southern States, LLC

2. **Name under which applicant will do business (fictitious name, etc.)**

AT&T Communications of the Southern States, LLC

3. **Official mailing address:**

**Street:** 412 Mt. Kemble Avenue

**P.O. Box:**

**City:** Morristown

**State:** New Jersey

**Zip:** 07960

4. **Florida address:**

**Street:** 101 N. Monroe Street, Suite 700

**P.O. Box:**

**City:** Tallahassee

**State:** Florida

**Zip:** 32301

5. **Structure of organization:**

Individual

Corporation

General Partnership

Limited Partnership

Other: Limited Liability Corporation

6. **If incorporated in Florida, provide proof of authority to operate in Florida:**

**Florida Secretary of State**

**Corporate Registration Number:** N/A. See question 8 for F.E.I. Number.



7. If using fictitious name d/b/a (doing business as), provide proof of compliance with the fictitious name statute (Chapter 865.09, Florida Statutes) to operate in Florida:

**Florida Fictitious Name**

**Registration Number:** NOT APPLICABLE

8. F.E.I. Number (if applicable): 22-3832814

9. If individual, provide:

**Name:** NOT APPLICABLE

**Title:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**City/State/Zip:** \_\_\_\_\_

**Telephone No.:** \_\_\_\_\_ **Fax No.:** \_\_\_\_\_

**Internet E-Mail Address:** \_\_\_\_\_

**Internet Website Address:** \_\_\_\_\_

10. If partnership, provide name, title and address of all partners and a copy of the partnership agreement:

1. **Name:** NOT APPLICABLE

**Title:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**City/State/Zip:** \_\_\_\_\_

**Telephone No.:** \_\_\_\_\_ **Fax No.:** \_\_\_\_\_

**Internet E-Mail Address:** \_\_\_\_\_

**Internet Website Address:** \_\_\_\_\_

**10. Partnership (continued)**

2. Name: NOT APPLICABLE.  
Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
City/State/Zip: \_\_\_\_\_  
Telephone No.: \_\_\_\_\_ Fax No.: \_\_\_\_\_  
Internet E-Mail Address: \_\_\_\_\_  
Internet Website Address: \_\_\_\_\_

11. Who will serve as liaison to the Commission with regard to the following?

1. The application:

Name: Lisa Riley  
Title: Manager  
Address: 1200 Peachtree Street, NE, Suite 8066  
City/State/Zip: Atlanta, GA 30309  
Telephone No.: 404-810-7812 Fax No.: 404-877-7646  
Internet E-Mail Address: lisariley@att.com  
Internet Website Address: att.com

2. Official Point of Contact for ongoing company operations including complaints and inquiries:

Name: Lisa Riley  
Title: Manager  
Address: 1200 Peachtree Street, NE, Suite 8066  
City/State/Zip: Atlanta, GA 30309  
Telephone No.: 404-810-7812 Fax No.: 404-877-7646  
Internet E-Mail Address: lisariley@att.com  
Internet Website Address: att.com

12. Indicate if applicant or any subsidiary, partner, officers, directors, or any stockholder has been previously 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, provide explanation: NOT APPLICABLE.

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13. Has the applicant or any subsidiary, partner, officer, director, or any stockholder ever been granted or denied a pay telephone certificate in the State of Florida? (This includes active and canceled pay telephone certificates.) If yes, provide explanation and list the certificate holder and certificate number.

NOT APPLICABLE.

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14. Is the applicant or any subsidiary, partner, officer, director, or any stockholder a subsidiary, partner, or officer in any other Florida certificated pay telephone company? If yes, give name of company and relationship. If no longer associated with company, give reason why not.

AT&T Communications of the Southern States, Inc. currently holds a payphone license in Florida

(Certificate No. 935). This application serves to withdraw that certificate and to issue a new certificate under the name AT&T Communications of the Southern States, LLC.

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**15. List other states in which the applicant:**

1. Is currently providing pay telephone service.

Delaware, Maryland, Michigan, New England, Ohio, Pennsylvania, Virginia,  
Washington, D.C.

2. Has applications pending to be certified as a pay telephone provider.

Georgia, North Carolina, South Carolina

3. Has been denied authority to operate as a pay telephone provider. Explain circumstances.

NONE

4. Has had regulatory penalties imposed for violations of telecommunications statutes, rules, or orders. Explain circumstances.

NONE

16. Please check (./) the services that will be provided:

LOCAL

LONG DISTANCE

COIN

CALLING CARD

CREDIT CARD

OTHER: (Describe) Inmate Pay Telephone Services

17. **Proposed number of pay telephone instruments the applicant plans to install/operate in the first year:** \_\_\_\_\_

18. How does the applicant intend to service and maintain each payphone? Check (./) all that apply.

PERSONALLY

FULL-TIME TECHNICIAN

PART-TIME TECHNICIAN

SERVICE/REPAIR/MAINTENANCE CONTRACT

OTHER: (Describe) \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

19. Will each of the installed pay telephones provide access to all locally available long distance carriers via 10XXX+0, 10XXXX+0, 101XXXX+0, 950, and toll free (e.g. 800, 877, and 888)? See Rule 25-24.515(10), Florida Administrative Code.

Yes

No Explain: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

20. Will each of the installed pay telephones conform to subsections 4.28.8.4 and 4.29 of the American National Standard (CABO/ANSI A117.1 -1992), Accessible and Usable Buildings and Facilities, approved December 15, 1992 by the American National Standards Institute, Inc.? See Rule 25-24.515(18), Florida Administrative Code.

Yes

No Explain: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**\*\* APPLICANT FEE/TAX STATEMENT \*\***

1. REGULATORY ASSESSMENT FEE: I understand that all telephone companies must pay a regulatory assessment fee in the amount of 0.15 of one percent of the gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. GROSS RECEIPTS TAX: I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra- and interstate business.
3. SALES TAX: I understand the a seven percent sales tax must be paid on intra- and interstate revenues.
4. APPLICATION FEE: I understand that a non-refundable application fee of \$100.00 must be submitted with the application.

**UTILITY OFFICIAL:**

\_\_\_\_\_  
**Print Name**

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Title**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Telephone No.**

\_\_\_\_\_  
**Fax No.**

**Address:**  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



**\*\*APPLICANT ACKNOWLEDGMENT\*\***

Applicant: \_\_\_\_\_  
\_\_\_\_\_

*I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.*

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

\_\_\_\_\_  
Telephone No.

\_\_\_\_\_  
Fax No.

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**THIS ACKNOWLEDGMENT FORM MUST BE COMPLETED AND RETURNED AS PART OF THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.**