

State of Florida



Public Service Commission
-M-E-M-O-R-A-N-D-U-M-

DATE: March 1, 2002
TO: Jessica Elliott, Office of the General Counsel *DAE*
FROM: Walter D'Haeseleer, Division of Competitive Markets & Enforcement *mb*
RE: DOCKET NO. 020143-TP, REQUEST FOR APPROVAL OF NAME CHANGE ON
 ALEC CERTIFICATE NO. 7093 AND IXC CERTIFICATE NO. 7092 FROM KMC
 TELECOM III, INC. TO KMC TELECOM III LLC

KMC III Telecom, Inc. has requested a name change on ALEC Certificate No. 7093 and IXC Certificate No. 7092 from **KMC Telecom III, Inc.** to **KMC Telecom III LLC**.

Since the name change does not involve a change of control or transfer of assets, it is staff's recommendation that the name change be acknowledged and that the certificate be reissued.

As required in Section 2.07, Section C.2 of the Administrative Procedures Manual (APM), this is to inform you that I concur with the name change on the ALEC Certificate No. 7093 and IXC Certificate No. 7092 to **KMC TELECOM III LLC**.

Should you require additional information, please contact Brenda H. Hawkins at (850) 413-6556.

cc: Commission Clerk & Administrative Services

AUS _____
 CAF _____
 CMP _____
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DOCUMENT NUMBER-DATE

02783 MAR 11 8

FPSC-COMMISSION CLERK

T-020192

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

www.kelleydrye.com

DIRECT LINE (202) 887-1211

E-MAIL bfraedson@kelleydrye.com

NEW YORK, NY

TYSONS CORNER, VA

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

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TOKYO, JAPAN

February 19, 2002

VIA FEDERAL EXPRESS

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

020143-TP

Re: Request for Approval of Name Change from KMC III Telecom, Inc.
to KMC Telecom III LLC

Dear Ms. Bayo:

KMC Telecom III, Inc. hereby respectfully requests the approval of the Florida Public Service Commission ("Commission") to the extent necessary to effectuate a name change from KMC Telecom III, Inc. to KMC Telecom III LLC (together with KMC III, Inc. "KMC III"). This name change is occasioned by the conversion of KMC Telecom III, Inc. into a limited liability company, pursuant to Delaware law, and does not involve any change to the current ownership, management personnel or telecommunications operations of KMC III.

KMC III is currently authorized to provide facilities-based and resold, switched, local exchange and interexchange telecommunications services in the State of Florida.¹ KMC III was formed as a Delaware corporation, and currently transacts business in several states in which it is authorized to provide the telecommunications services described above. KMC Telecom Holdings, Inc. ("KMC Holdings"), a Delaware corporation, is the sole shareholder of KMC III. The technical, financial and managerial qualifications of KMC III to provide telecommunications

¹ In Florida, KMC III Telecom, Inc. is authorized to provide alternative local exchange telecommunications services pursuant to Certificate No. 7093, granted by the Commission on September 6, 1999. KMC III Telecom, Inc. is also authorized to resell interexchange telecommunications services in the State of Florida pursuant to Certificate No. 7092, granted by the Commission on August 3, 1999.

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services are a matter of public record, and were previously provided to the Commission in support of KMC III's application for authority to provide telecommunications services in Florida.

For corporate and business reasons, KMC Holdings converted KMC III and certain other of its subsidiaries into Delaware limited liability companies ("LLC"s) on December 31, 2001.² Pursuant to Delaware law, the conversion of a Delaware corporation into a Delaware LLC is regarded as a continuation of the original corporate entity, and accordingly, the date of formation of the LLC is the same date as that on which the corporate entity was originally formed. Moreover, by operation of law, all of the assets, rights, liabilities and obligations of the original corporation become the assets, rights, liabilities and obligations of the LLC upon such conversion.³

Because there is no change to the identity of the legal entity that results from conversion of a Delaware corporation into a Delaware LLC, such a conversion is most appropriately treated as a name change. Although KMC Telecom III, Inc. recently changed its legal form, it did not transfer any assets to a different legal entity, nor assume any new debt. To effectuate the conversion described herein, KMC Holdings exchanged its 100% stock interest in KMC Telecom III, Inc. for a 100% ownership interest in KMC Telecom III LLC. Accordingly, no ownership interest in KMC III passed to a new entity, and there has been no transfer of control of KMC III.

The conversion of KMC Telecom III, Inc. into a limited liability company is transparent to customers in Florida, and will have no adverse impact upon them, as those customers continue to receive telecommunications services provided by KMC III at the same rates, and pursuant to the same terms and conditions. Moreover, there has been no change to KMC III's management and operations personnel, nor to the designated KMC III representatives for customer and Commission inquiries. Because the legal entity providing telecommunications services in Florida remains the same, no carrier change charge has been assessed in connection with this event. Consequently, the conversion of a corporation into an LLC described herein is in effect, for regulatory and most other purposes, a minor name change whereby KMC Telecom III, Inc. became KMC Telecom III LLC.

The insignificant nature of the name change described herein suggests no potential for customer confusion and there is no need for customer notification. Because this name change

² Copies of the documents relating to the conversion of KMC Telecom III, Inc. into a limited liability company, including Certificate of Conversion, Certificate of Formation of KMC Telecom III LLC, and Qualification of KMC Telecom III LLC to transact business in the State of Florida, are attached hereto as *Exhibit A*.

³ Most states have similar provisions for the conversion of a corporation into a limited liability company.

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does not affect the identifying portion of KMC III's name, KMC III respectfully requests that the Commission waive any amendments to its outstanding tariffs that may otherwise be required. Further, KMC III respectfully requests the Commission's expeditious grant of any necessary approvals for the name change described herein.

Enclosed, please find two (2) copies of this letter for your records. Enclosed please also find a duplicate copy of this letter and a self-addressed, stamped envelope. Please date-stamp the duplicate upon receipt, and return it in the envelope provided. In addition, KMC III requests that copies of any correspondence related to this matter be sent to Mr. Michael Duke, Director of Government Affairs, KMC Telecom Holdings, Inc., 1755 North Brown Road, Lawrenceville, Georgia 30043.

Please feel free to contact the undersigned counsel at (202) 887-1211 if you have any questions or concerns regarding this filing.

Respectfully submitted,



James J. Freeman
Brett Heather Freedson
KELLEY, DRYE & WARREN LLP
1200 19th Street, N.W.
Suite 500
Washington, D.C. 20036
(202) 955-9600

Its Attorneys

Enclosures

T - 020192



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 10, 2002

CT SYSTEM
ATTN: LE

Qualification documents for KMC TELECOM III LLC were filed on January 10, 2002, and assigned document number M0200000090. Please refer to this number whenever corresponding with this office.

Your limited liability company is now qualified and authorized to transact business in Florida as of the file date. In accordance with section 608.406(2), F.S., the name of this limited liability company is filed with the Department of State for public notice only and is granted without regard to any other name recorded with the Division of Corporations.

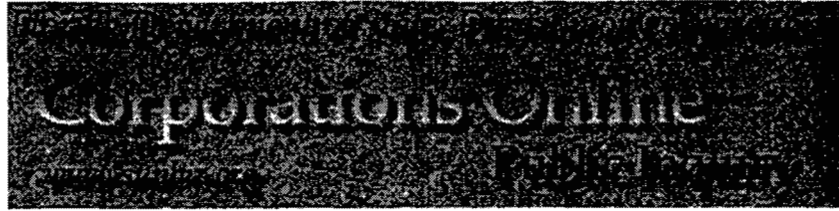
A limited liability company annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the limited liability company address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Registration and Qualification Section.

Lee Rivers
Document Specialist
Division of Corporations

Letter Number: 802A00001511



Foreign Limited Liability

KMC TELECOM III LLC

PRINCIPAL ADDRESS
 1545 ROUTE 206, SUITE 300
 BEDMINSTER NJ 07921

MAILING ADDRESS
 1545 ROUTE 206, SUITE 300
 BEDMINSTER NJ 07921

Document Number M0200000090	FEI Number 223625591	Date Filed 01/10/2002
State DE	Status ACTIVE	Effective Date NONE
Total Contribution 0.00		

Registered Agent

Name & Address
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324

Manager/Member Detail

Name & Address	Title
NONE	

Annual Reports

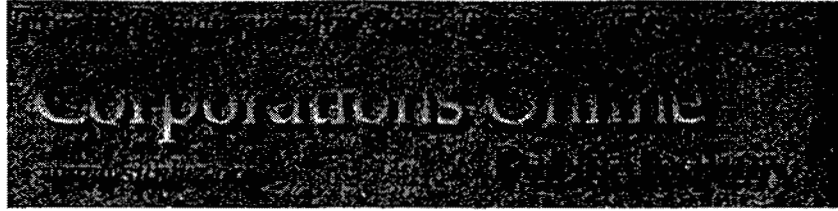
Report Year	Filed Date	Intangible Tax

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Foreign Profit

KMC TELECOM III, INC.

PRINCIPAL ADDRESS
 1545 ROUTE 206, STE 300
 BEDMINSTER NJ 07921

MAILING ADDRESS
 1545 ROUTE 206, STE 300
 BEDMINSTER NJ 07921

Document Number
 F99000000108

FEI Number
 223625591

Date Filed
 01/07/1999

State
 DE

Status
 INACTIVE

Effective Date
 NONE

Last Event
 WITHDRAWAL

Event Date Filed
 01/10/2002

Event Effective Date
 NONE

Registered Agent

Name & Address
NONE
FL
Registered Agent Revoked: 01/10/2002

Officer/Director Detail

Name & Address	Title
KAMINE, HAROLD N 1545 ROUTE 206, STE 300 BEDMINSTER NJ	CD
HAGAN, ROBERT 1545 ROUTE 206, STE 300 BEDMINSTER NJ	VS
EPSTEIN, ALAN M 1545 ROUTE 206, STE 300 BEDMINSTER NJ	VS
YOUNG, ROSCOE C II 1545 ROUTE 206, STE 300 BEDMINSTER NJ	VST
LENAHAN, WILLIAM F 1545 ROUTE 206, STE 300 BEDMINSTER NJ	D
STEWART, WILLIAM H 1545 ROTE 206, STE 400 REDMINSTER NJ	D

Annual Reports

Report Year	Filed Date	Intangible Tax
2000	05/12/2000	
2001	05/23/2001	

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