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TRANSMISSION

May 14, 2015

Hon. Herbert Hilliard, Chairman
Tennessee Regulatory Authority
502 Deaderick Street
Nashville, TN 37238

Re: Conversion of BellSouth Corporation to BellSouth LLC

Dear Chairman Hilliard:

This is to inform the Tennessee Regulatory Authority ("Authority") that, on or about May 31, 2015, BellSouth Corporation (the sole owner of BellSouth Telecommunications, LLC d/b/a AT&T Tennessee or AT&T Southeast) will, pursuant to Section 14-2-1109.1 of the Georgia Business Corporation Code and Section 14-11-212 of the Georgia Limited Liability Company Act, convert to a limited liability company with the name BellSouth LLC. For the reasons explained below, no Authority action is required.

BellSouth Corporation is not certificated by the Authority, and it does not offer any regulated services in Tennessee. This conversion, therefore, will be entirely transparent to customers of AT&T Tennessee and AT&T Southeast; it will not result in the transfer of any of the authority the Authority has granted AT&T Tennessee or AT&T Southeast, and it will not result in a change in name or form of corporate organization of AT&T Tennessee or AT&T Southeast.

Please call me if you have any questions or need anything further.

Very truly yours,

Thomas B. Alexander

cc: Jean Stone, Esquire
Dennis Wagner, Director –
External Affairs

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