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November 14, 2007

VIA HAND DELIVERY

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Hon. Eddie Roberson, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Petition of BellSouth Telecommunications, Inc. dba AT&T Tennessee
for Approval of Transfer of SBC Long Distance LLC dba AT&T Long
Distance Business Local Service Customers*
Docket No. 07-00250

Dear Chairman Roberson:

Enclosed are the original and four copies of AT&T's *Petition for Approval of
Customer Notification Letters and Withdrawal of Service to SBC Long Distance
Business Customers*.

Very truly yours,

Guy M. Hicks

GMH:ch

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee**

In Re: ***Petition of BellSouth Telecommunications, Inc. dba AT&T Tennessee for Approval of Transfer of SBC Long Distance LLC dba AT&T Long Distance Business Local Service Customers***

Docket No. _____

**PETITION FOR APPROVAL OF CUSTOMER NOTIFICATION
LETTERS AND WITHDRAWAL OF SERVICE TO
SBC LONG DISTANCE BUSINESS CUSTOMERS**

Pursuant to Rule 1220-4-2-. 56(2)(d), BellSouth Telecommunications, Inc. dba AT&T Tennessee ("AT&T TN") requests Tennessee Regulatory Authority ("TRA" or the "Authority") approval of customer notification letters for the transfer and integration of approximately fourteen SBC Long Distance, LLC dba AT&T Long Distance, LLC ("SBC LD") business ***local exchange*** customers to the local service, billing and operational platforms of AT&T TN. In addition, pursuant to TRA Rules 1220-4-8-.07(2)(c) and (d),¹ SBC LD requests Authority approval to withdraw from the business local exchange market and cease providing service to four other business ***local exchange*** telephone customers in Tennessee.

SBC LD and AT&T TN are in the process of integrating and streamlining certain business operations to make the operations of each company more efficient. In conjunction with these efforts, SBC LD will cease providing

¹TRA Rule 1220-4-8-.05, Abandonment or Transfer of a Certificate, does not apply to this Notice because SBC LD is neither abandoning nor transferring its Certificate.

business local exchange service to its current customers in the former BellSouth territory, including Tennessee.

To efficiently effectuate its exit from the business local exchange service market in Tennessee, SBC LD has divided its Tennessee customers into two groups based upon the services the customers receive from SBC LD. The first group for which approval of the customer notification letter is being requested is comprised of POTS-only customers. SBC LD will migrate these single line analog business customers to local service provided by AT&T TN. The migration will only be for those customers that do not voluntarily select a new service provider or choose an AT&T TN local service plan. There are approximately fourteen customers in this group. Through this service migration, AT&T seeks to bring to its customers the best of AT&T's integrated services and to further the integration efforts of the new AT&T by simplifying its service portfolio and streamlining its operations to help improve customer service.

The second group of local business exchange service customers for which approval is being sought are those customers who receive more complex services from SBC LD. These customers receive either digital services or a combination of both digital and POTS-only analog services. For these customers, migration is not a practical alternative and accordingly, SBC LD will cease providing service to these customers only after they have been provided two notices and given adequate opportunity to select a different carrier. There are approximately four customers in this group in Tennessee.

I. Approval of Customer Notification Letter for POTS-only Customers.

For the POTS-only Tennessee customers for whom migration is practical, SBC LD and AT&T TN have created an integration plan which ensures (1) clear and concise advance written notification to these customers, (2) the opportunity for customers to choose another local exchange provider prior to being transferred to the AT&T TN platforms, (3) an orderly integration without service disruptions or imposition of any fees or charges for changing service to AT&T TN, and (4) toll-free communication channels for affected customers to contact AT&T affiliates for additional information.

AT&T TN respectfully requests Authority approval of its customer notification letters. See Exhibit A.

A. Compliance With Authority Rules

1. SBC LD and AT&T TN's integration plan will comply fully with TRA Rule 1220-4-2-.56(2)(d) ("the Rule").² The Rule states:

(d) In the case of a transfer of a customer base between two (2) or more telecommunications service providers, the Authority, upon petition by the acquiring telecommunications service provider, may deem that sufficient notice has been given and approval received from the affected customers when the following conditions are met:

1. The acquiring telecommunications service provider shall provide the Authority a copy of

² This Rule was likely intended to address transfers of customers among unaffiliated companies and therefore may not apply to this transfer of customers between affiliated companies. Moreover, to the extent the affected customers have purchased bundled service offerings, the General Assembly has deregulated such service offerings. See T.C.A. § 65-37-103. In an abundance of caution, however, SBC LD and AT&T TN have designed their integration plan to meet all aspects of the Rule.

the self- certification letter it shall file with the Federal Communications Commission ("FCC"), as required in CC Docket No. 00-257, certifying that the customer transfer is in compliance with all FCC regulations governing such transactions.

2. A notification letter, pre-approved by the Authority, shall be mailed by the current provider of telecommunications service to its customers describing the customer transfer and explaining that unless the customer selects another telecommunications service provider, the customers' local or long distance service will be transferred to the acquiring telecommunications service provider by a date specified in the notification letter. The notification letter shall be mailed by U.S. First Class Postage, with the logo or name of the current provider displayed on both the letterhead and the exterior envelope, no less than thirty (30) days prior to the actual customer transfer. For good cause shown, the Authority may waive any requirement of this part or order any requirement thereof to be fulfilled by the acquiring provider. Good cause includes, but is not limited to, evidence that the current provider is no longer providing services in Tennessee.
3. The acquiring telecommunications service provider agrees to pay any fees charged to the customer associated with changing service to the acquiring telecommunications service provider. The notification letter required in 1220-4-2-.45(2)(d)(2) shall inform the customer of this provision.
4. The acquiring telecommunications service provider agrees to provide to the affected customers a thirty (30) day written notice of any rate increase that may affect their service up to ninety (90) days from the date of the transfer of customers. The notification letter

mentioned in 1220-4-2-.56(2)(d)(2) shall inform the customer of this provision.

2. In accordance with subsection 1 of the Rule, AT&T TN will provide the Authority a copy of the Section 214 self-certification letter filed with the FCC certifying that the customer transfer is in compliance with all FCC regulations governing such transactions.

3. In accordance with subsection 2 of the Rule, SBC LD, the current local service provider, has prepared a customer notification letter to inform affected customers of SBC LD and AT&T TN's integration plan. This proposed notice describes the customer transfer and (1) will explain that, unless the customer selects another provider, the customer's service will be transferred to AT&T TN by the date specified in the letter, (2) will include the logo or name of the current provider displayed on both the letterhead and the exterior envelope, and (3) will provide notice to the customer more than thirty (30) days prior to the actual customer transfer. See Exhibit A.

4. In accordance with subsection 3 of the Rule, AT&T TN agrees not to impose on the customers any fees or charges associated with changing service as result of the integration. The notification letter informs the affected customers of this provision.

5. In accordance with subsection 4 of the Rule, the affected customers will be informed of any rate increases as a result of the migration.

II. Approval for SBC LD to Withdraw from the Business Local Exchange Market and Cease Providing Service

For the approximately four business local exchange service customers in Tennessee who obtain digital services and for whom migration would not be practical, SBC LD intends to discontinue the provisioning of local telecommunications services on or after March 1, 2008.

These customers of will be provided written notifications of SBC LD's plan to cease providing local service and will be told that they must affirmatively choose another local service provider to avoid losing their local telephone service. Customers will be given at least sixty (60) days notice. Customers who do not select a local service provider by the deadline included in the customer notice will receive a second notice at least fifteen calendar days prior to service discontinuance.

SBC LD did not take any customer deposits. To the extent a customer has a credit on his or her last invoice, SBC LD will issue a refund within thirty (30) to forty-five (45) days of the customer's termination of service.

As outlined above, customers will receive written notice at least sixty (60) days in advance of service discontinuance and will have an opportunity to make their own plan or carrier selection. A second written notice will be provided at least fifteen (15) days prior to service discontinuance. Copies of the proposed customer notices are attached hereto as Attachment B.

III. Contact Information

Correspondence or communications pertaining to this Petition should be directed to:

Guy M. Hicks, Esquire
Joelle Phillips, Esquire
AT&T Tennessee
333 Commerce Street, Suite 2101
Nashville, TN 37201
615-214-6301

with a copy to

David Eppsteiner, Esquire
AT&T Southeast
675 W. Peachtree St., NE, Suite 4300
Atlanta, GA 30375
404-335-0724

IV. Conclusion

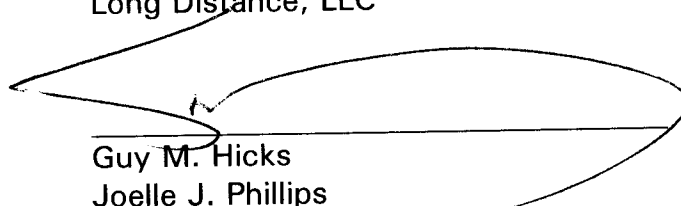
SBC LD has developed a service discontinuance plan for its current local business customers in Tennessee. The majority of its Tennessee business local exchange customers will, after appropriate opportunity to voluntarily select an AT&T TN plan or a different carrier, be migrated to AT&T TN. Approximately four customers, for whom migration is not practical, will, after appropriate notice and opportunity to select AT&T TN or another carrier, have service discontinued. SBC LD's plan ensures clear and concise advance written notifications to all business customers, the opportunity for affected end-user customers to choose local exchange service from any available local exchange carrier prior to migration or service discontinuance, and toll-free communications

channels for affected customers to contact for information. Additionally, an internal management team of seasoned telecommunications professionals is available to coordinate, manage, monitor, and troubleshoot the plan, as necessary.

AT&T respectfully requests Authority approval of its customer notification letters and withdrawal of service.

Respectfully submitted,

BellSouth Telecommunications, Inc. dba
AT&T Tennessee and
SBC Long Distance, LLC dba AT&T
Long Distance, LLC



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Joelle J. Phillips
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
615/214-6301

David Eppsteiner
AT&T Southeast
675 W. Peachtree St., NE, Suite 4300
Atlanta, GA 30375

Migration letter for Telecom Business Customers TN

SBC Long Distance, LLC
d/b/a AT&T Long Distance
1010 St. Mary's St. # 13L
San Antonio, TX 78215-2109

Date

Important Notice: Change in your Local Telephone Service

Dear Valued Business Customer:

AT&T values your business, and we'd like to update you on some important changes underway. As you may know, in December 2006, AT&T Inc., and its subsidiary, SBC Long Distance, LLC dba AT&T Long Distance joined BellSouth to form the new AT&T. Part of the integration process includes the affiliated companies streamlining their business service portfolios. *As a result of this integration, your local service, which is currently provided by AT&T Long Distance (formerly SBC Long Distance), will now be provided by AT&T Tennessee.*

Unless you choose another local service provider, your local service will be automatically transferred to AT&T Tennessee on or after January 30, 2008.

No action on your part is required. Subject to regulatory approval, the transfer of your service to AT&T Tennessee will be automatic, and will take place during a transition period from January 30, 2008 through April 30, 2008. There is no cost to you. You will be placed on an AT&T Tennessee local service plan that is comparable to your current local service plan. Your total monthly recurring charges also will be comparable.

In accordance with TRA Rule 1220-4-2-.56(2)(d), for a period of ninety (90) days from the date of the completion of the transfer, AT&T Tennessee will give customers at least thirty (30) days written notice prior to any rate increase.

Again, you have the right to select another local telephone service provider. However, you are a valued customer and we sincerely hope you will continue to remain with AT&T. If you select another provider, that carrier will be able to provide you with a list of their services and charges. A listing of available local service providers may be found in your AT&T White Pages Directory.

You have until January 30, 2008 to make this decision. If you select a new local service provider, you should contact your current long distance provider to ensure there is no change to your long distance calling plan. Not doing so may result in a change in the rates applied to your long distance calls.

For questions about your new service, this transition, or how you can take advantage of AT&T's new suite of products and services, we invite you to contact your account representative or AT&T Tennessee toll free at 1-800-258-0241 (8am – 5pm Monday-Friday). We look forward to serving you well into the future.

Sincerely

Your AT&T Business Specialist

Exhibit A

Rate Terms and Conditions of Local Service

AT&T offers local service to Business customers in authorized service areas. All rates are subject to change. You will be notified in writing of any future rates, terms or condition changes to your new account.

Transition Process

As part of this transition the following will occur.

1. Your current business access lines will be converted to the most comparable plan described below.
2. Each Feature on each of your line(s) will be converted to the most comparable feature in the AT&T Tennessee plan. Charges for all features converted will be zero rated (no charge)
3. Frozen or blocked accounts will be transferred automatically to AT&T unless an alternate local provider selection is made. Contact AT&T toll free at 1-800-258-0241 if you would like to re-establish a freeze/block for your account after the transition period.

Local Service Plans and Rates:

SBCLD Local Product	Monthly Rate- Per Line	Comparable AT&T Tennessee Service	Monthly Rate-Per Line prior to Discount	Discount
Phone Solutions for Business	\$49	Complete Choice for Business (one line package rate)	\$56.80	15%
Basic Business Lines	\$36	Business Lines	\$34.20 to \$43.01	15%

Rates do not include taxes; surcharges, municipal fees or FCC approved line charge.

SBCLD Phone Solutions has the following available features:

Auto Redial, Call Waiting/Cancel Call Waiting , Call Blocker, Call Waiting ID, Call Forwarding, Caller ID, Name and Number, Call Forward/Busy Line-Don't Answer, Local Usage (Business), Call Forwarding-Selective, Message Waiting Indicator, Call Return2 Priority Call, Call Trace Three-Way Calling

SBCLD Phone Solutions has the following available optional features:

Anonymous Call Rejection, Circular Hunting, Auto Redial, Message Waiting Indicator, Call Forward/Busy Line- Don't Answer, Priority Call, Call Forwarding, Remote Access to Call Frwdg., Call Forwarding-Selective, Series Completion Hunting, Call Forwarding-Simultaneous, Speed Calling 8, Call Waiting ID, Toll Restriction, Call Blocker, Three-Way Calling, Call Waiting, Call Return, Caller ID Name and Number, International Call Blocking, Call Forwarding-Busy Line, Call Frwdg-Don't Answer

Complete Choice for Business has the following available features:

Touchtone, Call Forward Busy Line, Call Forward Don't Answer, Call Forward Don't Answer Ring Control, Call Forward Variable, Call Waiting, Speed Calling 8, Speed Calling 30, Three Way Calling, Message Waiting Indicator – Audible, Message Waiting Indicator – Visual, Call Return, Call Block, Call Tracing, Repeat Dialing, Call Selector, Preferred Call Forwarding, RingMaster I , RingMaster II, Remote Access Call Forwarding, Three Way Calling with Transfer, Caller ID Number Delivery, Caller ID Number Delivery with Anonymous Call Rejection, Enhanced Caller ID with Call Disposition with Anonymous Call Rejection, Enhanced Caller ID with Anonymous Call Rejection, Caller ID Name and Number Delivery, Caller ID Name and Number Delivery with Anonymous Call Rejection, Additional Listing, Foreign Listing, Surrogate Client Number, Hunting/Grouping ** Available with 3 or more Line Packages only*** , Star 98

*****Important Notice*****

**Immediate Action Required
Regarding Your Local Telephone Service**

Dear Customer:

AT&T values your business and we'd like to update you on some important changes underway. First, thank you for choosing SBC Long Distance as your local service provider. As you may know, in December 2006, AT&T Inc. and its subsidiary SBC Long Distance, Inc., d/b/a AT&T Long Distance, joined BellSouth to form the new "AT&T". As part of the integration process, **as of March 1, 2008 SBC Long Distance will no longer provide your local telephone service and you must take action.**

SBC Long Distance will no longer provide the following products:

- *AT&T Long Distance (LD) Business Access Lines including all packages and bundles such as: Phone Solutions and Phone Solutions Plus.*
- *AT&T Long Distance (LD) Primary Rate ISDN (PRI)*
- *AT&T Long Distance (LD) Digital Trunks (DTS)*
- *AT&T Long Distance (LD) T-1 Integrated Access (IAS)*

Other AT&T services including AT&T Long Distance services are not affected

Important: To prevent the loss of your local telephone service, **you must either contact us and arrange to have your service transferred to one of our affiliate companies**, or select another local telephone service provider on or before **February 7, 2008**. If you act by this date, there will be enough time to start your new service before your current service ends.

You are a valued customer. We sincerely hope you will remain with AT&T. However, you also have the right to select another local telephone service provider, and can discontinue your current service without penalty. If you select another provider, that carrier will be able to provide you with a list of their services and charges. You may also look in the front of your Yellow Pages directory under "telephone companies," or in the front of your White Pages directory for a list of local telephone service providers. Once you find the provider of your choice, you should call that provider to order your new service.

If you have not yet made arrangements to move your service to AT&T or to transfer your business local phone service to an alternate service provider, you must do so on or before February 7, 2008 to prevent the loss of your local business telephone service. If you act by this date, there will be sufficient time to start your new service before your current service ends. **If you do not select another local provider prior to disconnection, you will be without dial tone, and you may lose your ability to retain your existing telephone number(s).**

You may want to call a number of local service providers to compare prices for the service plan you want. Please select your new service plans carefully -- local, toll and long distance -- to be sure the service plans meet your needs. Companies may offer pricing plans and calling areas that differ from the ones you have today. It is up to you to select a plan that is right for you. **Once you select a local service provider, you must call that provider to order your new service.**

After you switch to another local telephone service provider and SBC Long Distance discontinues your local telephone service, you will receive a final bill within 7 to 14 days.

Exhibit B

NOTICE REGARDING LOSS OF LOCAL SERVICE

If we owe you a refund, we will send it to you within 30 to 45 days of disconnection. Please be aware that you are responsible for payment of any outstanding balance owed to SBC Long Distance.

This is an **important** notice about the loss of your business local telephone service. **Contact us toll free at 1-877-430-7228 if you have any questions or need more information.**

Sincerely,

SBC Long Distance, LLC, d/b/a AT&T Long Distance