



May 16, 2008

filed electronically in docket office on 05/16/08

Chairman Eddie Roberson  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Docket Nos. 08-00071, 08-00072 and 08-00073

Dear Chairman Roberson:

It has come to the attention of United Telephone Southeast LLC, a Virginia limited liability company and successor by conversion to United Telephone-Southeast, Inc., a Virginia corporation ("UTSE" or "Embarq"), that some of the interconnection agreements and amendments thereto in the above-referenced dockets have a discrepancy between the use of the names "United Telephone-Southeast, Inc." and "United Telephone Southeast LLC". This discrepancy is caused by the fact that United Telephone-Southeast, Inc., a Virginia corporation, was converted pursuant to Virginia law into a limited liability company. Each name refers to the same company.

Some of the amendments and interconnection agreements that have been filed with the Tennessee Regulatory Authority ("Authority") reference UTSE in its former corporate status. On November 9, 2007, the Virginia State Corporation Commission approved the conversion of UTSE into a limited liability company. The Authority was notified of this impending transaction by letter dated November 7, 2007 (a copy of that letter is attached as Exhibit A). With the conversion of UTSE into a limited liability company some discrepancies in the above-referenced dockets have arisen. Embarq apologizes for these discrepancies.

The process of converting UTSE was done in accordance with the procedure set forth under Va. Code Ann. § 13.1-722.11. This conversion process authorizes the limited liability company to be vested with all property of the converting corporation, as well as all debts, liabilities and other obligations of the converting entity. See Va. Code Ann. § 13.1-722.13. Also, under Va. Code Ann. § 13.1-722.13(6)(b), "the surviving entity is deemed to be the same corporation or limited liability company without interruption as the converting entity that existed prior to the conversion". As a result, UTSE still exists as an entity under Virginia law. The only

**Edward Phillips**  
COUNSEL  
Voice: (919) 554-7870  
Fax: (919) 554-7913  
edward.phillips@embarq.com

Chairman Eddie Roberson  
May 16, 2008  
Page Two

distinction is that it has been converted into a different legal form – a limited liability company instead of a corporation. This is not a name change but an entity conversion that has been approved by the authority with the primary jurisdiction, that being the Virginia State Corporation Commission. The conversion became official in Tennessee when the Secretary of State of Tennessee issued its *Certificate of Authorization* to UTSE on December 18, 2007. A copy of the *Certificate of Authorization* is attached as Exhibit B.

Prior to the conversion, UTSE had already been operating as Embarq after its separation from Sprint, which was approved by the Authority in Docket No. 05-00240. The use of the Embarq name has been seen by Embarq's Tennessee customers for two years. Specifically, UTSE began doing business as Embarq after notification to the Authority by letter dated May 17, 2006. The Authority acknowledged the use of UTSE's assumed name by its responsive letter dated June 1, 2006. A copy of the May 17, 2006 letter is attached as Exhibit C and the June 1, 2006 letter is attached as Exhibit D.

Nothing need be done concerning the assumed name. Rather, the Authority may need to acknowledge the conversion of UTSE into a limited liability company in a public forum and further acknowledge the use of the "LLC" designation replacing the former "Inc." designation at the end of UTSE's name. Also, since the interconnection agreements are to be considered by the Authority at its May 19, 2008 Conference Agenda, Embarq respectfully requests that the Authority approve the interconnection agreements using the "LLC" designation rather than the "Inc." designation. Further, from this point forward, all new filings will be made by Embarq with the LLC designation.

Please do not hesitate to contact me with any questions concerning this correspondence. Finally, UTSE has already filed this correspondence electronically and this letter is the required follow-up to that filing.

Sincerely,

A handwritten signature in blue ink that reads "Edward Phillips". The signature is fluid and cursive, with a long horizontal line extending from the end.

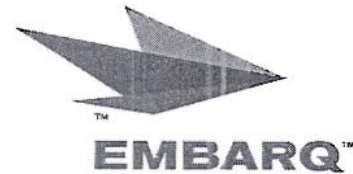
Edward Phillips

HEP:sm

Attachments



Voice | Data | Internet | Wireless | Entertainment



Embarq  
Mailstop: NCWKFR0313  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900  
embarq.com

November 7, 2007

Mr. Eddie Roberson, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Conversion of United Telephone-Southeast, Inc., a Virginia Corporation, to a  
Limited Liability Company

Dear Mr. Roberson:

This letter is to inform the Tennessee Regulatory Authority (the "Authority") that United Telephone-Southeast, Inc., a Virginia corporation and a wholly-owned subsidiary of Embarq Corporation, has decided to convert to the limited liability company form. The conversion will not result in the creation of a new entity. Rather, under controlling Virginia statutes, specifically, Va. Code Ann. §13.1-722.9, "a corporation may become a limited liability company pursuant to a plan of entity conversion". The conversion will also be transparent to customers.

The conversion to the limited liability company format will create administrative efficiencies and better align state tax filing methodologies with business operations. After the conversion, the company will be known as "United Telephone Southeast LLC", a Virginia limited liability company. The company will continue to be a wholly-owned subsidiary of Embarq Corporation, and it will continue to be organized under Virginia law, and it will continue to do business in both Virginia and Tennessee under the trade name EMBARQ. For your convenience, a diagram of the transaction is attached.

The process to convert the company will be taken in accordance with the procedures set forth in Va. Code Ann. §13.1-722.11, as follows: (1) the company's board of directors will adopt the plan of entity conversion; (2) the plan of conversion will be submitted to and approved by the company's sole shareholder, Embarq Corporation; and (3) the company shall file articles of entity conversion with the Secretary of State meeting the statutory requirements for same. By operation of law, the limited liability company is vested with all property of the converting corporation, as well as all debts, liabilities, and other obligations of the converting corporation. See Va. Code Ann. §13.1-722.13. In addition, under Va. Code Ann. §13.1-722.13(6)(b), "the surviving entity is deemed to be the same corporation or limited liability company

Edward Phillips  
ATTORNEY  
Voice: [919] 554-7870  
Fax: [919] 554-7913  
edward.phillips@embarq.com

Mr. Eddie Roberson  
November 7, 2007  
Page Two

without interruption as the converting entity that existed prior to the conversion". With this in mind, Embarq believes that no regulatory approval from this Authority is required for the conversion.

Moreover, the conversion will not result in changes to any customer's services, rates, terms, or conditions. More importantly, the conversion will not trigger changes in how customers transact business with, buy services from, pay bills to, or make contact with United Telephone Southeast. Also, while the conversion will not require a name change, it will call for the inclusion of "LLC" to the company's name. The company does not believe this to be a name change requiring Authority approval. Nevertheless, the company will comply with all necessary state and federal requirements to complete the conversion process.

An extra copy of this letter is enclosed for date-stamping and return in the usual manner. Finally, please do not hesitate to contact me with any questions concerning this matter.

Sincerely,

A handwritten signature in cursive script, reading "Edward Phillips".

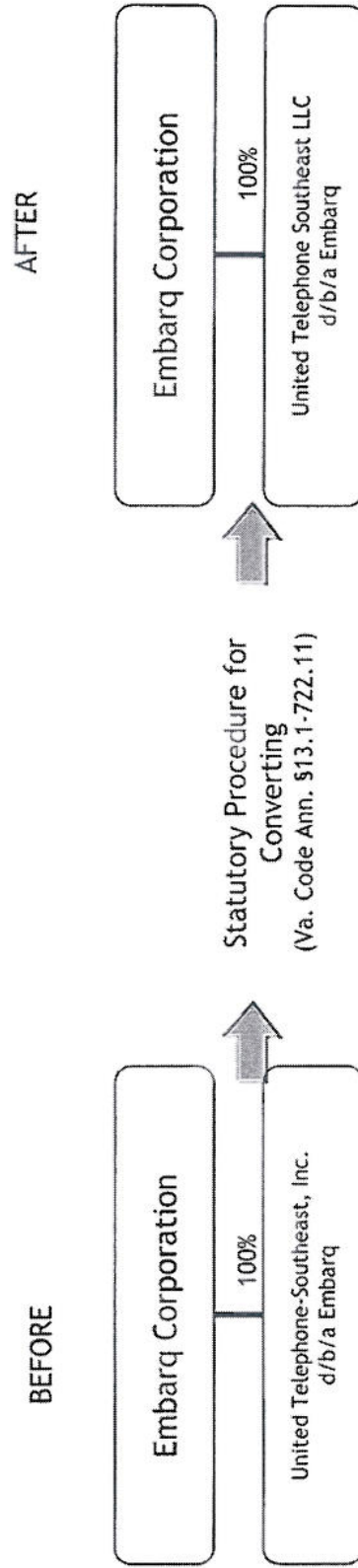
Edward Phillips

HEP:sm

Attachment

cc: Scott Stringer  
Craig Smith

# Conversion of United Telephone-Southeast, Inc. d/b/a/ Embarq



- Embarq Corporation retains 100% ownership
- No impact on customers (Bill insert will be included in monthly billing to notify the customer)
- Under Virginia law, all property, debts, liabilities, and other obligations continue as if the conversion had not occurred.



**Secretary of State**  
**Division of Business Services**  
**312 Eighth Avenue North**  
**6th Floor, William R. Snodgrass Tower**  
**Nashville, Tennessee 37243**

ISSUANCE DATE: 12/18/2007  
 REQUEST NUMBER: 07352541  
 TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 11/16/2007  
 STATUS: ACTIVE  
 CORPORATE EXPIRATION DATE: PERPETUAL  
 CONTROL NUMBER: 0563521  
 JURISDICTION: VIRGINIA

TO:  
 CFS  
 8161 HWY 100

NASHVILLE, TN 37221

REQUESTED BY:  
 CFS  
 8161 HWY 100

NASHVILLE, TN 37221

**CERTIFICATE OF AUTHORIZATION**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"UNITED TELEPHONE SOUTHEAST LLC",

A LIMITED LIABILITY COMPANY FORMED IN THE JURISDICTION SET FORTH ABOVE IS  
 AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE;  
 THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
 AUTHORIZATION OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
 THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/18/07

FROM:  
 CAPITAL FILING SERVICE (CFS)  
 8161 HIGHWAY 100  
 #172  
 NASHVILLE, TN 37221-0000

RECEIVED: FEES \$160.00 \$0.00  
 TOTAL PAYMENT RECEIVED: \$160.00

RECEIPT NUMBER: 00004300496  
 ACCOUNT NUMBER: 00101230



22-0452

*Riley C. Darnell*

RILEY C. DARNELL  
 SECRETARY OF STATE



Edward Phillips  
Attorney

NCWKFR0313  
14111 Capital Blvd.  
Wake Forest, NC 27587-5900  
Voice 919 554 7870  
Fax 919 554 7913  
edward.phillips@mail.sprint.com

May 17, 2006

Ms. Colleen Edwards  
Interim Chief  
Competitive Markets and Policy Division  
c/o Ms. Sharla Dillon  
Docket Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

Re: Notification of the Change of Assumed Corporate Name United Telephone-Southeast, Inc. from d/b/a Sprint to d/b/a Embarq

Dear Ms. Edwards:

United Telephone-Southeast, Inc. ("UTSE") respectfully notifies the Tennessee Regulatory Authority ("Authority") of changes to its assumed corporate name from d/b/a Sprint to d/b/a Embarq. The change will further the business plan of UTSE and its soon-to-be new parent company, Embarq Corporation. These steps are being taken to separate UTSE's identity from that of Sprint Nextel Corporation ("Sprint Nextel") to a stand-alone telecommunications company and to avoid confusion in dealings with regulators, other government agencies, vendors and customers.

As background, UTSE is a Virginia corporation with its principal headquarters in Overland Park Kansas. Additionally, UTSE was granted certification to provide local exchange services in the State of Tennessee in by the Authority's predecessor, the Tennessee Public Service Commission in Docket No. U-4887 on April 25, 1966.

UTSE has effected a change to its assumed corporate name by registering the new assumed name with the Secretary of State in Tennessee. A copy of that application is attached. The change to the assumed corporate name is part of the transaction by its parent, Sprint Nextel, to spin off the local exchange service operations into an independent, stand-alone operation known as Embarq. In seeking to implement this separation, Sprint Nextel and its affiliates have made a number of submissions to the Authority including filing the *Application of Sprint Nextel Corporation for Approval of the Transfer of Control of United Telephone-Southeast, Inc., Sprint*

Ms. Colleen Edwards  
May 17, 2006  
Page Two

*Long Distance, Incorporated and Sprint Payphone Services, Incorporated from Sprint Nextel Corporation to LTD Holding Company ("Application")* filed August 14, 2005 in Authority Docket No. 05-00240.

As detailed in the *Application*, which was approved by a unanimous vote of the Directors at a regularly scheduled Authority Conference held on February 21, 2006, following the separation UTSE will remain the same entity. Also as discussed in the *Application*, Embarq Corporation will be the new parent company of UTSE. Operationally, little will change for UTSE as the company will continue to have the same technical, financial and managerial ability to provide reliable local exchange services in the State of Tennessee. However, UTSE's current assumed corporate name must change to reflect the fact that it is now an affiliate of Embarq Corporation instead of Sprint Nextel. Moreover, UTSE's change to its assumed corporate name will have little or no impact to UTSE's customers or their services. Further, the customers have already been provided several notices of the change via United States mail and billing inserts. UTSE expects to begin using the new name after the date the separation is concluded. The separation occurs on May 17, 2006.

Thus, in accordance with the newly established notification process that went into effect in Tennessee on March 1, 2006, UTSE respectfully requests that the Staff review this notification as promptly as possible. Finally, please do not hesitate to contact me with any questions you may have regarding this request.

Sincerely yours,

A handwritten signature in cursive script, reading "Edward Phillips", followed by a horizontal line.

Edward Phillips

HEP:sm

Enclosures



# COPY

Exhibit C  
Page 3 of 4

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

DATE: 05/09/06  
REQUEST NUMBER: 5787-0340  
TELEPHONE CONTACT: (615) 741-2286  
FILE DATE/TIME: 04/08/06 1229  
EFFECTIVE DATE/TIME:  
CONTROL NUMBER: 0042365

TO:  
CSC  
33 NORTH LASALLE ST.  
SUITE 2320  
CHICAGO, IL 60602

RE:  
EMBARQ  
APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE  
NAME

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ASSUMED NAME  
REGISTRATION FOR A FIVE YEAR PERIOD BEGINNING WITH AN EFFECTIVE DATE AS  
INDICATED ABOVE.

THE CORPORATION MAY RENEW THE RIGHT TO USE THIS NAME WITHIN TWO  
(2) MONTHS PRECEDING THE EXPIRATION OF SUCH RIGHT, FOR A PERIOD OF FIVE (5)  
YEARS, BY FILING AN APPLICATION WITH THE SECRETARY OF STATE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR  
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE ON DATE: 05/09/06  
NAME

FROM:  
CSC (33 NORTH LASALLE ST)  
33 NORTH LASALLE ST  
SUITE 1730  
CHICAGO, IL 60602-0000

	FEE	
RECEIVED:	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00003945481  
ACCOUNT NUMBER: 00418252



*Riley C. Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

# COPY

Exhibit C  
Page 4 of 4

73

## FILED

State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

### APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

RECEIVED  
STATE OF TENNESSEE  
For Office Use Only

2006 MAY -8 PM 12:29

RILEY DARNELL  
SECRETARY OF STATE

5787.0340

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is United Telephone-Southeast, Inc.

2. The state or country of incorporation is Virginia

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

Embarq

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

05/03/2006

Signature Date

Assistant Secretary

Signer's Capacity

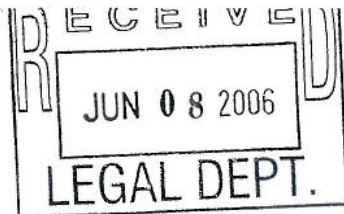
United Telephone-Southeast, Inc.

Name of Corporation

Signature

Carolyn S. Love

Name (typed or printed)



**TENNESSEE REGULATORY AUTHORITY**

**460 James Robertson Parkway  
Nashville, Tennessee 37243-0505**

June 1, 2006

**VIA FACSIMILE AND U.S. MAIL**

Edward Phillips, Attorney  
Embarq  
14111 Capital Boulevard  
Wake Forest, NC 27587-5900

**RE: Notice of United Telephone-Southeast, Inc. d/b/a Sprint to change its  
name to United Telephone-Southeast, Inc. d/b/a Embarq**

Dear Mr. Phillips:

This letter is in response to the *Notice of Name Change* filed with the Tennessee Regulatory Authority ("Authority") on May 18, 2006. Pursuant to Authority Rule 1220-4-1-.08, the *Notice* was filed along with the requisite supporting material informing the Authority of United Telephone-Southeast, Inc. d/b/a Sprint intent to change its name to United Telephone-Southeast, Inc. d/b/a Embarq.

Authority Staff has reviewed the information provided in the *Notice* and has determined that it complies with the Rule. No further action is required with regard to the name change; however, the tariff title page should be updated to reflect the new name. Please file this tariff update within 30-days of receipt of this letter. If you have any questions regarding tariffs please call Patsy Fulton at 615-741-2904 x193.

Sincerely,

Betty Bailey  
Administrative Services Assistant  
Competitive Markets and Policy Division

cc: Laura Foreman  
Patsy Fulton