

SBC-T-04-01

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2005 MAY -5 AM 9:16
IDAHO PUBLIC
UTILITIES COMMISSION

Eric Fishman
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May 4, 2005

VIA FEDEX

Jean Jewell, Secretary
Idaho Public Utilities Commission
472 West Washington
Boise, Idaho 83702

Re: Notification of Consummation of Internal Corporate Reorganization of Long Distance, Inc., and Conversion of SBC Long Distance, Inc. to a Limited Liability Company

Dear Ms. Jewell:

The purpose of this letter is to advise the Commission that on May 4, 2005, SBC Long Distance, LLC d/b/a SBC Long Distance (formerly known as SBC Long Distance, Inc. and Southwestern Bell Communications Services, Inc.) consummated the internal corporate reorganization described in the letters by the undersigned counsel to the Commission dated November 17, 2004 and February 14, 2005.

Pursuant to this internal corporate reorganization, SBC Long Distance, formerly a corporation, converted to a limited liability company, and the assets of SBC Telecom, Inc., an affiliate of SBC Long Distance, were transferred to SBC Long Distance. SBC Long Distance currently holds authority to operate in the State of Idaho as a provider of resold long distance service, and local exchange telecommunications service.¹

May 4, 2005

Page 2

Concurrently with the submission of this letter, SBC Long Distance is filing with the Commission tariffs adopting the terms and conditions of the current filed tariffs of SBC Long Distance, Inc., modifying those tariffs to reflect the company's conversion to a limited liability company to be known as SBC Long Distance, LLC d/b/a SBC Long Distance. SBC Long Distance asks for a one day approval of these minor tariff changes.

In connection with the internal corporate reorganization, SBC Long Distance has filed to revise its certificate to transact business in the State of Idaho to reflect its conversion to a limited liability company. A copy of this filing is enclosed. SBC Long Distance will provide the Commission with a copy of its amended certificate of authority upon its issuance by the Idaho Secretary of State. By this letter, SBC Long Distance respectfully requests the Commission to issue a revised certificates of public convenience in the name of SBC Long Distance, LLC d/b/a SBC Long Distance, to the extent such action is required, to reflect this legal name change.

Enclosed with this letter is a performance bond (Bond No. 6332367) in the amount of \$10,000 issued under the name of SBC Long Distance, LLC d/b/a SBC Long Distance. This bond replaces performance bond no. 6259870 which is currently on file with the Commission, under the name SWB Communications Services Inc. d/b/a SBC Long Distance. SBC Long Distance, LLC hereby asks that the Commission return bond no. 6259870, so that it may be cancelled.

Should the Commission have any questions regarding the aforementioned matters, please feel free to contact the undersigned counsel directly.

Sincerely,

Eric Fishman
Counsel to
SBC Long Distance, LLC d/b/a SBC Long Distance

Attachments

Advice Letter
Amended certificate of authority

2743463_v1

¹ Interexchange Service Registration approved May 1, 1997; Case No. SBC-T-04-1, Order No. 29495, dated May 11, 2004. The company was granted authority to provide facilities-based and resold local exchange and exchange access telecommunications service within Idaho by Order No. 29495 in Case No. SBC-T-04-1, dated May 11, 2004.



APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

1. The name of the limited liability company is:

SBC Long Distance, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is organized is: Delaware
and the date of its formation was: _____

4. The name and address of the registered agent in Idaho is:

C T Corporation System, c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702

5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

6. The address of the limited liability company's principal office, if other than the address in #5 above, is:

5850 West Las Positas Blvd., Pleasanton, CA 94588

7. The address to which correspondence should be addressed is:

5850 West Las Positas Blvd., Pleasanton, CA 94588

8. Signature of a manager, if any, or a member if there are no managers.

Signature _____

Typed Name

Yno Gonzalez

Manager Member

Secretary of State use only

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 Revised 08/2002

SURETY RIDER

To be attached to and form a part of

Bond No. 6060746

Type of Bond: Prepaid Phone Card Indemnity Bond

dated effective 06/30/2004 (MONTH-DAY-YEAR)

executed by Southwestern Bell Communications Services, Inc. ,as Principal, (PRINCIPAL)

and by General Insurance Company of America ,as Surety,

in favor of State of Vermont, Vermont Public Service Board (OBLIGEE)

in consideration of the mutual agreements herein contained the Principal and the Surety hereby consent to changing

PRINCIPAL NAME:

From: Southwestern Bell Communications Services, Inc.

To: SBC Long Distance, LLC d/b/a SBC Long Distance

Nothing herein contained shall vary, alter or extend any provision or condition of this bond except as herein expressly stated.

This rider is effective 04/15/2005 (MONTH-DAY-YEAR)

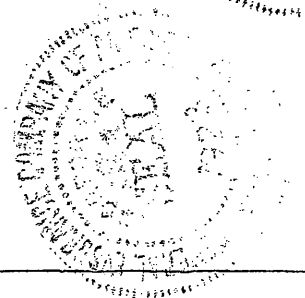
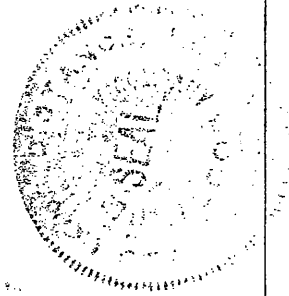
Signed and Sealed 04/15/2005 (MONTH-DAY-YEAR)

SBC Long Distance, LLC d/b/a SBC Long Distance (PRINCIPAL)

By: Thomas S. Clemens (PRINCIPAL) Thomas S. Clemens Asst Treasurer

General Insurance Company of America (SURETY)

By: Ronald J. Walton (ATTORNEY-IN-FACT) Ronald J. Walton



ACKNOWLEDGMENT BY SURETY

STATE OF Texas
County of Bexar } ss.

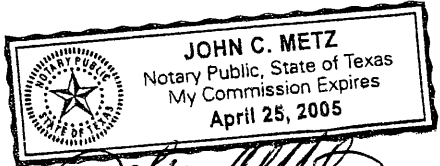
On this 15th day of April, 2005, before me personally appeared Ronald J. Walton, known to me to be the Attorney-in-Fact of General Insurance Company of America

_____, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at my office in the aforesaid County, the day and year in this certificate first above written.

My Commission Expires: 4/25/05

(Seal)



John C. Metz
John C. Metz



POWER OF ATTORNEY

SAFECO INSURANCE COMPANY OF AMERICA
GENERAL INSURANCE COMPANY OF AMERICA
HOME OFFICE: SAFECO PLAZA
SEATTLE, WASHINGTON 98185

No. 9672

KNOW ALL BY THESE PRESENTS:

That SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA, each a Washington corporation, does each hereby appoint
***** RONALD J. WALTON; JANET M. DUNCAN; JONATHAN P. KLUG; KENNETH C. LONG; San Antonio, Texas*****

its true and lawful attorney(s)-in-fact, with full authority to execute on its behalf fidelity and surety bonds or undertakings and other documents of a similar character issued in the course of its business, and to bind the respective company thereby.

IN WITNESS WHEREOF, SAFECO INSURANCE COMPANY OF AMERICA and GENERAL INSURANCE COMPANY OF AMERICA have each executed and attested these presents

this 22nd day of October, 2004

CHRISTINE MEAD, SECRETARY

MIKE MCGAVICK, PRESIDENT

CERTIFICATE

Extract from the By-Laws of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA:

"Article V, Section 13. - FIDELITY AND SURETY BONDS ... the President, any Vice President, the Secretary, and any Assistant Vice President appointed for that purpose by the officer in charge of surety operations, shall each have authority to appoint individuals as attorneys-in-fact or under other appropriate titles with authority to execute on behalf of the company fidelity and surety bonds and other documents of similar character issued by the company in the course of its business... On any instrument making or evidencing such appointment, the signatures may be affixed by facsimile. On any instrument conferring such authority or on any bond or undertaking of the company, the seal, or a facsimile thereof, may be impressed or affixed or in any other manner reproduced; provided, however, that the seal shall not be necessary to the validity of any such instrument or undertaking."

Extract from a Resolution of the Board of Directors of SAFECO INSURANCE COMPANY OF AMERICA
and of GENERAL INSURANCE COMPANY OF AMERICA adopted July 28, 1970.

"On any certificate executed by the Secretary or an assistant secretary of the Company setting out,

- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

the signature of the certifying officer may be by facsimile, and the seal of the Company may be a facsimile thereof."

I, Christine Mead, Secretary of SAFECO INSURANCE COMPANY OF AMERICA and of GENERAL INSURANCE COMPANY OF AMERICA, do hereby certify that the foregoing extracts of the By-Laws and of a Resolution of the Board of Directors of these corporations, and of a Power of Attorney issued pursuant thereto, are true and correct, and that both the By-Laws, the Resolution and the Power of Attorney are still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the facsimile seal of said corporation

this 15th day of April, 2005



CHRISTINE MEAD, SECRETARY

**IMPORTANT NOTICE TO SURETY BOND CUSTOMERS REGARDING
THE TERRORISM RISK INSURANCE ACT OF 2002**

As a surety bond customer of one of the SAFECO Insurance companies (SAFECO Insurance Company of America, General Insurance Company of America, First National Insurance Company of America, American States Insurance Company or American Economy Insurance Company), it is our duty to notify you that the Terrorism Risk Insurance Act of 2002 extends to "surety insurance". This means that under certain circumstances we may be eligible for reimbursement of certain surety bond losses by the United States government under a formula established by this Act.

Under this formula, the United States government pays 90% of losses caused by certified acts of terrorism that exceed a statutorily established deductible to be paid by the insurance company providing the bond. The Act also establishes a \$100 billion cap for the total of all losses to be paid by all insurers for certified acts of terrorism. Losses on some or all of your bonds may be subject to this cap.

This notice does not modify any of the existing terms and conditions of this bond, the underlying agreement guaranteed by this bond, any statutes governing the terms of this bond or any generally applicable rules of law.

At this time there is no premium change resulting from this Act.

Bond 6332367

LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, That we, SBC Long Distance LLC dba SBC Long Distance
as Principal, of 5850 W. Las Positas Blvd.
(Street and Number)

Pleasanton California 94588 and the SAFECO INSURANCE COMPANY OF
(City) (State)
AMERICA, a WASHINGTON corporation, as Surety, are held and firmly
bound unto the Idaho Public Utilities Commission, 472 W. Washington, Boise, ID

, as Oblige, in the sum of
Ten Thousand and 00/100 ----- Dollars (\$ 10,000.00)
for which sum, well and truly to be paid, we bind ourselves, our heirs, executors, administrators, successors and assigns,
jointly and severally, firmly by these presents.

Sealed with our seals, and dated this 18th day of April, 2005.

THE CONDITION OF THIS OBLIGATION IS SUCH, That WHEREAS, the Principal has been or is about to be granted
a license or permit to do business as a provider of Telecommunications Services in the State of Idaho

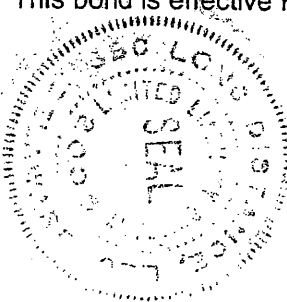
by the Oblige.

NOW, THEREFORE, if the Principal well and truly comply with applicable local ordinances, and conduct business in
conformity therewith, then this obligation to be void; otherwise to remain in full force and effect.

PROVIDED, HOWEVER:

- 1. This bond shall continue in force:
 - Until _____, _____, or until the date of expiration of any Continuation Certificate executed by
the Surety
 - OR
 - Until canceled as herein provided.
- 2. This bond may be canceled by the Surety by the sending of notice in writing to the Oblige, stating when, not less than
thirty days thereafter, liability hereunder shall terminate as to subsequent acts or omissions of the Principal.

This bond is effective February 19, 2005.



SBC Long Distance LLC dba SBC Long Distance
Principal

Thomas S. Clemens
Thomas S. Clemens
Asst Treasurer



SAFECO INSURANCE COMPANY OF AMERICA
By Kenneth C. Long
Attorney-in-Fact

