

Cheryl R. Winn
Attorney At Law

January 3, 2005

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Ms. Beth O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankford, Kentucky 40602-0615

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33351330 - Active
After Tariffs
Approved

PUBLIC SERVICE
COMMISSION

RE: Joint Notice of BellSouth BSE, Inc. and BellSouth Long Distance, Inc. Regarding
Transfer of Certificate and Merger

Dear Ms. O'Donnell:

Pursuant to the rules and regulations of the Kentucky Public Service Commission including Administrative Case No. 370 and Administrative Case No. 359, BellSouth BSE, Inc. ("BSE"), and BellSouth Long Distance, Inc. ("BSLD"), hereby provide notice of the transfer of BSE's local exchange authority to BSLD and merger of BSE with BSLD.

The merger of the two companies took place on December 31, 2004. The attached Joint Notice Of Transfer And Merger contains the pertinent information relating to the planned transfer and merger of the two companies.

The transfer and merger did not involve any change in the manner in which BSE's customers will receive telecommunications services and will be seamless to customers. Specifically, customers will continue to receive the same high quality service under the same terms and conditions and at the same rates and charges they currently pay. The parties will provide notice to customers of this transaction and of the change of name.

BellSouth Long Distance, Inc. is also filing an Adoption Notice in conformity with 807 KAR 5:011, Section 11, of the Regulations for the filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky. BSLD will also file within ten (10) days of this notice new tariff sheets with rate schedules and general regulations.

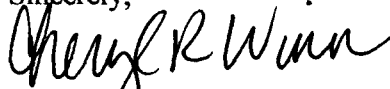
This merger will allow BSLD to provide a single integrated solution to large business customers' data needs. The merger will also create a more effective and multifaceted telecommunications carrier and simplify our corporate structure.

BSE and BSLD respectfully submit notice to the Commission concerning the transfer of the assets, including BSE's local exchange authority and customer base, from BSE to BSLD.

Ms. Beth O'Donnell
January 3, 2005
Page 2

Enclosed are the original and ten (10) copies of this filing. Also enclosed is an extra copy of this letter to be stamped as received and returned to the undersigned in the enclosed self-addressed, stamped envelope.

Sincerely,



Cheryl R. Winn

Attachments

561026

JOINT NOTICE OF TRANSFER AND MERGER

BY

BELLSOUTH BSE, INC. AND BELLSOUTH LONG DISTANCE, INC.

BellSouth BSE, Inc. ("BSE"), and BellSouth Long Distance, Inc. ("BSLD"), hereby provide notice relating to the merger of BSE into BSLD that took place on December 31, 2004. Both companies were wholly owned subsidiaries of BellSouth Corporation. As a result of this merger, BSE has ceased operations as a separate operating company and all services previously provided by BSE will be provided by BSLD. Accordingly, BSLD requests that its local exchange authority previously held by BSE be transferred to BSLD effective immediately.

BSE is a company that was organized under the laws of the state of Delaware on July 16, 1997, and has its principal offices located in Atlanta, Georgia. BSE was authorized to provide competitive local exchange services in the Commonwealth of Kentucky under the name "BellSouth BSE, Inc." BSE was granted authority to provide competitive local exchange telecommunications services by the Kentucky Public Service Commission in Case No. 98-410 on August 31, 1999.

I. THE COMPANY SUCCEEDING BSE

BSLD is a company that was organized under the laws of the state of Delaware on March 13, 1996, and has its principal offices located in Atlanta, Georgia. BSLD was approved to provide intrastate interexchange long distance service in Kentucky under the name "BellSouth Long Distance, Inc." BSLD filed its initial Notification of Intent to Provide Service on July 24, 1997, with its initial tariffs being approved by the Commission on September 1, 1997.

II. THE MERGER

BSE was merged into BSLD on December 31, 2004. As a result of the merger, the shares of BSE were cancelled. BellSouth Corporation will continue to own 100% of the outstanding shares of Common Stock in BSLD. BSE and BSLD shared common management. Therefore, there will be no short-term or long-term implications on operations within Kentucky upon the merger of these two entities.

III. CUSTOMER IMPACT

The merger will not involve any change in the manner in which BSE's customers will receive telecommunications services, and the transfer/merger will be seamless to customers. Specifically, customers will continue to receive the same high quality service at the same rates they currently pay and under the same terms and conditions under which they receive their current services.

The Parties will provide notice to customers of this transaction and of the change of name that has occurred.

IV. CONTACT INFORMATION

(A) Correspondence and questions concerning this application should be sent to:

Mario L. Soto, President
BellSouth BSE, Inc.
400 Perimeter Center, Suite 400
Atlanta, Georgia 30346
Office: (678) 443-3937
Facsimile: (678) 443-3470

- (B) Correspondence regarding the ongoing operations after the transfer/merger should be sent to:**

Mario L. Soto
Director of Business Implementation and Compliance
BellSouth Long Distance, Inc.
400 Perimeter Center, Suite 400
Atlanta, Georgia 30346
Office: (678) 443-3937
Facsimile: (678) 443-3470

V. A Brief Description of Any Tariff Changes Anticipated in the Near Future

BellSouth Long distance, Inc. is also filing an Adoption Notice in conformity with 807 KAR 5:011, Section 11, of the Regulations for the filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky. BSLD will file within ten (10) days of this Notice new tariff sheets with rate schedules and general regulations. The new tariff sheets will not change the rates or general regulations of any existing customers.

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ADOPTION NOTICE

The undersigned BellSouth Long Distance, Inc. of 400 Perimeter Center Terrace, Atlanta, Georgia, hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed and posted by it, all tariffs and supplements containing rates, rules and regulations for furnishing service in the Commonwealth of Kentucky, filed with the Public Service Commission of Kentucky by BellSouth BSE, Inc. of 400 Perimeter Center Terrace, Atlanta, Georgia, and in effect on the 31st day of December, 2004, the date on which the public service business of the said BellSouth BSE, Inc. was taken over by it.

This notice is issued on the 3rd day of January 2005, in conformity with 807 KAR 5:011, Section 11, of the Regulations for the filing of Tariffs of Public Utilities with the Public Service Commission of Kentucky.

By _____

Authorized by Ky. P.S. C. Order No. _____