

RECEIVED

MAY 05 2005

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Eric Fishman
202 828 1849
eric.fishman@hklaw.com

May 4, 2005

VIA UPS

South Dakota Public Utilities Commission
Capitol Building, First Floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Notification of Consummation of Internal Corporate Reorganization of Long
Distance, Inc., and Conversion of SBC Long Distance, Inc. to a Limited Liability
Company
Commission Order Granting Certificate of Authority, TC04-263

Dear Sir or Madam:

Pursuant to the Commission's Order entered March 21, 2005 in the above-referenced proceeding, 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 December 6, 2004, December 21, 2004, December 27, 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 South Dakota as a provider of resold long distance service, and as a provider of local exchange telecommunications service.¹

Concurrently with the submission of this letter, SBC Long Distance is filing with the Board 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 South Dakota 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 South Dakota Secretary of State. By this letter, SBC Long Distance respectfully requests the Commission to issue a revised certificate 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 these legal name changes.

Pursuant to the Commission's March 21, 2005 in the above-referenced proceeding, SBC Long Distance also submits proof of a continuous \$25,000 surety bond in the form of a rider to bond number 6070970, changing the principal from Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance to SBC Long Distance, LLC d/b/a SBC Long Distance.

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

Copies of Advice Letters 70 and 71
Amended Certificate of Authority
Proof of Surety Bond

2744855_v1

¹ SBC Long Distance was granted authority to provide interexchange telecommunications services in the State of South Dakota by Order Granting Certificate of Authority, TC97-132, dated August 27, 1997, as amended by Order Granting Certificate of Authority, TC04-098, dated June 30, 2004. The Company was granted authority to provide facilities-based and resold local exchange and exchange access telecommunications service within South Dakota by Order Granting Certificate of Authority, TC04-029, dated June 11, 2004.

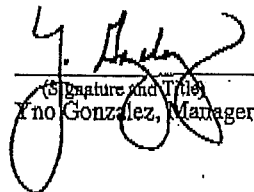
SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

CERTIFICATE OF AUTHORITY APPLICATION
OF A
FOREIGN LIMITED LIABILITY COMPANY

1. The name of the foreign Limited Liability Company is: SBC Long Distance, LLC
2. The name of the state or country under whose law it is organized is: Delaware
3. The street address of its principal office is: _____
5850 West Las Positas Blvd., Pleasanton, CA 94588
4. The address of its initial designated office in South Dakota is: _____
5. The name and street address of its initial agent for service of process in South Dakota is: CT Corporation System
319 S Coteau St., Pierre, SD 57501
6. The date of organization is: _____, and the period of duration is: perpetual
7. If the company is manager-managed, rather than member-managed, the name and address of each initial manager:
please see attached
8. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c).
No, member will not be liable.

The application must be signed by a member if the company is a member-managed company or by a manager if its a manager-managed company.

Date: April 28th, 2005



(Signature and Title)
Y. Gonzalez, Manager

FILING INSTRUCTIONS:

- The application for authority must be accompanied by the first Annual Report.
- One original and one exact or conformed copy must be submitted.
- The application must be accompanied by an original, currently dated *Certificate of Good Standing or Existence* from the Secretary of State in the state where it is organized.

callo.pdf

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX:(605)773-4550

FIRST ANNUAL REPORT
OF A
LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is:

SBC Long Distance, LLC

2. The state or country under whose law it is organized is: Delaware

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

CT Corporation System, 319 S Coteau St., Pierre, SD 57501

4. The address of its principal office is:

5850 West Las Positas, Pleasanton, CA 94588

5. The names and business addresses of any managers:

please see attached

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ _____ *

Date:

April 28, 2005


(Signature and Title)

Yno Gonzalez, Manager

* FILING FEE: \$550



SBC Long Distance, LLC

MANAGERS

MANAGERS	BUSINESS OFFICE ADDRESS
Yno Gonzalez Manager and President	5850 West Las Positas Pleasanton, CA 94588
Bill McCracken Manager and Comptroller	5850 West Las Positas Pleasanton, CA 94588

To be attached to and form a part of

Bond No. **6070970**

Type of
Bond: Telecommunications Services Provider Indemnity Bond

dated
effective 06/21/2004
(MONTH-DAY-YEAR)

executed by Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance, as Principal,
(PRINCIPAL)

and by SAFECO INSURANCE COMPANY OF AMERICA, as Surety,

in favor of State of South Dakota
(OBLIGEE)

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

From: Southwestern Bell Communications Services, Inc. d/b/a SBC Long Distance

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

*Original bond is
in Delaines bottom
desk drawer.*

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)

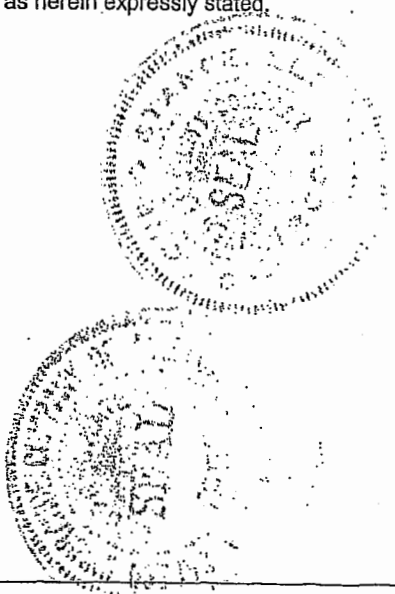
Signed and Sealed 04/15/2005
(MONTH-DAY-YEAR)

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

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

SAFECO INSURANCE COMPANY OF AMERICA
(SURETY)

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



ACKNOWLEDGMENT BY SURETY

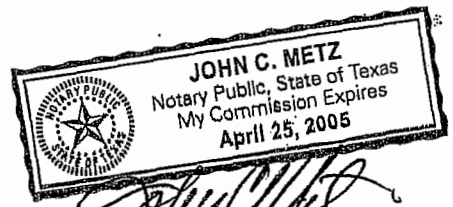
STATE OF Texas
County of Bexar } ss.

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



John C. Metz

(Seal)



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,

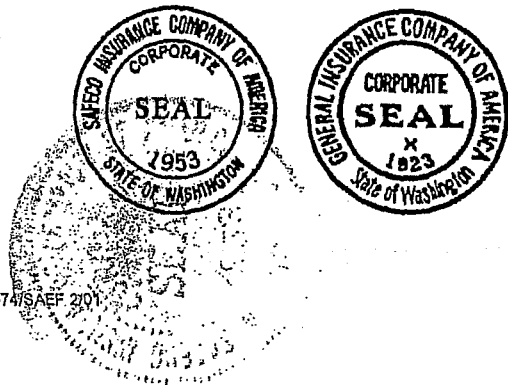
- (i) The provisions of Article V, Section 13 of the By-Laws, and
- (ii) A copy of the power-of-attorney appointment, executed pursuant thereto, and
- (iii) Certifying that said power-of-attorney appointment is in full force and effect,

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.

Eric Fishman
202 828 1849
eric.fishman@hklaw.com

May 4, 2005

VIA FEDEX

South Dakota Public Utilities Commission
Capitol Building, First Floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Advice Letter 70 of SBC Long Distance, LLC d/b/a SBC Long

Dear Sir or Madam:

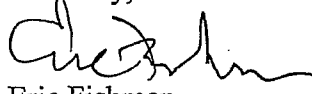
Enclosed please find for filing an original and 10 copies of the proposed local exchange tariff of SBC Long Distance, LLC d/b/a SBC Long Distance, SD PSC Tariff No. 5. A diskette with SBC Long Distance's complete tariff is also provided.

The attached tariff adopts the terms and conditions of the current filed local exchange tariff of SBC Long Distance's predecessor-in-interest, SBC Long Distance, Inc., SD PSC Tariff No. 5, modifying that tariff only to reflect the company's conversion to a limited liability company. SBC Long Distance, LLC hereby asks for a one day approval of this minor tariff change.

Please date-stamp the extra copy of this letter, and return it to the undersigned in the enclosed, self-addressed envelope.

Should you have any questions regarding this matter, please feel free to contact the undersigned counsel directly.

Sincerely,



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

Eric Fishman

202 828 1849

eric.fishman@hklaw.com

May 4, 2005

VIA FEDEX

South Dakota Public Utilities Commission
Capitol Building, First Floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Advice Letter 71 of SBC Long Distance, LLC d/b/a SBC Long Distance

Dear Sir or Madam:

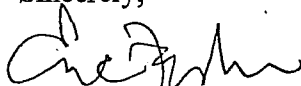
Enclosed please find for filing an original and 10 copies of the proposed interexchange tariff of SBC Long Distance, LLC d/b/a SBC Long Distance, SD PSC Tariff No. 6. A diskette with SBC Long Distance's complete tariff is also provided.

The attached tariff adopts the terms and conditions of the current filed interexchange tariff of SBC Long Distance's predecessor-in-interest, SBC Long Distance, Inc., SD PSC Tariff No. 4, modifying that tariff only to reflect the company's conversion to a limited liability company. SBC Long Distance, LLC hereby asks for a one day approval of this minor tariff change.

Please date-stamp the extra copy of this letter, and return it to the undersigned in the enclosed, self-addressed envelope.

Should you have any questions regarding this matter, please feel free to contact the undersigned counsel directly.

Sincerely,



Eric Fishman

Counsel to

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