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Federal Express Delivery

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

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: SBC Long Distance, Inc.
Petition for Approval of Internal Corporate Reorganization and Other Related
Changes
File No. TC04-263

Dear Sir or Madam:

The purpose of this letter is to advise the Commission of two minor changes to the internal corporate reorganization plan of SBC Long Distance, Inc. ("SBC Long Distance").

Specifically, SBC Long Distance has modified its corporate reorganization plan as follow:

- **Name Change.** Under its prior internal corporate reorganization plan, SBC Long Distance had intended to convert to a limited liability company to be known as ***SBC Long Distance, LLC***.¹ Under its modified internal corporate reorganization plan, the company intends to convert to a limited liability company to be known as ***SBC Long Distance, LLC d/b/a SBC Long Distance***.

- **Date of Corporate Reorganization.** As its prior submission to the Commission reflects, SBC Long Distance intended to consummate the corporate measures required to effectuate its internal corporate reorganization ***on or about March 31, 2005***. In order to allow adequate time to obtain any regulatory approval that may be required relating to its internal corporate reorganization and name change, the company has deferred the date of consummation for its internal corporate reorganization to ***on or about April 30, 2005***.

¹ See Petition and Request for Expedited Action, filed December 6, 2004, as amended December 27, 2004.

In light of the above minor modifications, SBC Long Distance respectfully requests leave to modify its prayer for relief to the Commission as follows:

1. SBC Long Distance requests the Commission to issue a ruling authorizing SBC Long Distance, Inc. (formerly known as Southwestern Bell Communications Services Inc. d/b/a SBC Long Distance) to effectuate its internal corporate reorganization plan on or about April 30, 2005. This grant of authority should specifically authorize SBC Long Distance to convert to a limited liability company to be known as SBC Long Distance, LLC d/b/a SBC Long Distance.

2. Pursuant to Sections 20:10:24:02(15) and 20:10:32:03(22) of the Administrative Rules, SBC Long Distance requests the Commission to approve the company's internal corporate reorganization prior to the submission to the Secretary of State of an amended certificate of authority to conduct business in South Dakota as a foreign company under the name SBC Long Distance, LLC d/b/a SBC Long Distance. The company requests such relief in view of the fact that the internal corporate reorganization requires prior approval in many states where the company currently operates, and cannot be consummated until approval in all states requiring prior regulatory approval has been granted. The waiver sought herein will enable the company to effectuate its internal corporate reorganization immediately after it has received prior approval in all applicable states, thus avoiding unnecessary delay.

3. SBC Long Distance requests the Commission to direct the company to submit to the Commission, within five (5) business days after it has consummated its internal corporate reorganization: (a) a copy of its amended certificate of authority to conduct business in South Dakota as a foreign company under the name SBC Long Distance, LLC d/b/a SBC Long Distance; (b) an adoption of the company's current tariff to reflect its conversion to a limited liability company known as SBC Long Distance, LLC d/b/a SBC Long Distance; and (c) any other documentation the Commission may require. Upon submission of these materials, the company further request the Commission to issue a new Certificate of Public Convenience and Necessity reflecting the company's new name, SBC Long Distance, LLC d/b/a SBC Long Distance.

4. For the reasons set forth in its Petition and Request for Expedited Action, SBC Long Distance reiterates its request for exemption from the obligation to issue to its subscribers a notification of the planned reorganization. In the event the Commission deems such notification to be necessary, the Company reiterates that it is prepared to provide a Customer Notice in substantially the form set forth in its Petition and Request for Expedited Action, making appropriate modifications to reflect (a) the change of the company's name to SBC Long Distance, LLC d/b/a SBC Long Distance, and (b) the scheduled internal corporate reorganization of the company on or about April 30, 2005.

Pursuant to the Commission's rules, SBC Long Distance encloses ten (10) copies of this letter, along with an additional copy which we ask that you date-stamp and return in the enclosed, addressed, pre-stamped envelope..

Should you have any questions about this matter, please contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Eric Fishman".

HOLLAND & KNIGHT LLP

Eric Fishman, Esq.

Counsel to SBC Long Distance, Inc.