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December 6, 2004

Federal Express Delivery

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

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SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: SBC Long Distance, Inc.
Petition for Approval of Internal Corporate Reorganization and Other Related
Changes


Dear Sir or Madam:

On behalf of SBC Long Distance, Inc., please find a Petition and Request for Expedited Action. In a separate envelope, SBC Long Distance also submits a redacted version of the Petition, together with a Motion for Leave to File Confidential Materials Under Seal. Extra copies of each of these filings are enclosed. Please date-stamp these extra copies and return them in the addressed, self-stamped envelope.

An extra copy of the filing is enclosed. Please date-stamp the extra copy and return it in the addressed, self-stamped envelope.

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

Respectfully submitted,



HOLLAND & KNIGHT LLP

Eric Fishman, Esq.
Counsel to SBC Long Distance, Inc.

Enclosures

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**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH DAKOTA**

In the Matter of)	
)	
SBC Long Distance, Inc.)	Case No. _____
)	
Petition for Approval of Internal Corporate Reorganization and Other Related Changes)	

**Motion of SBC Long Distance
For Leave to File Confidential Materials Under Seal**

SBC Long Distance, Inc. hereby files this Motion with the South Dakota Public Service Commission ("Commission") asking that the following confidential information in the attached Petition and Request for Expedited Action ("Petition"), be filed under seal:

(1) Confidential information regarding the number of subscribers served by SBC Long Distance in the State of South Dakota, contained in Paragraph 8 of the Petition; and

(2) Confidential Board of Directors Consents of SBC Long Distance, Inc. and SBC Telecom, Inc., attached to the Petition as Exhibit C.

The above material is highly proprietary and sensitive and could hurt SBC Long Distance's ability to compete in the marketplace if it were to become public information. Therefore, SBC Long Distance asks that the Commission accept the enclosed documents and file same under seal. Simultaneously with this submission, SBC Long Distance has filed a redacted version of the Petition, which is available for public inspection.

Respectfully submitted,

SBC Long Distance, Inc.

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