

LAW OFFICES  
OLINGER, LOVALD, McCAHREN & REIMERS, P.C.  
117 EAST CAPITOL  
P.O. BOX 66  
PIERRE, SOUTH DAKOTA 57501-0066  
www.olingerlaw.net

RONALD D. OLINGER  
LEE C. "KIT" McCAHREN  
WADE A. REIMERS  
WILLIAM M. VAN CAMP  
ROBERT T. KONRAD

JOHN S. LOVALD - Of Counsel

TELEPHONE: 605-224-8851  
FAX: 605-224-8269  
TOLL FREE: 877-225-5548

April 12, 2011

Hand Delivered

Patricia Van Gerpen  
Executive Director  
South Dakota Public Utility Commission  
500 E. Capital Avenue  
Pierre, SD 57501-5070

**RECEIVED**  
APR 12 2011  
SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

RE: Notice of Ownership of BellSouth Long Distance, Inc. d/b/a AT&T Long Distance Service being transferred to BellSouth Mobile Data, Inc.

Dear Ms. Van Gerpen:

By this letter, BellSouth Long Distance, Inc. d/b/a AT&T Long Distance Service ("BSLD"), notifies the Commission of an internal corporate reorganization (the "Transaction"), as described in further detail below. BSLD is a competitive local exchange carrier certificated to provide local exchange services in South Dakota, except in those areas served by a rural telephone company, and also provides interexchange services. No changes to BSLD's certification, tariffs or operations are contemplated or required by the proposed Transaction.

The Transaction will occur in two steps. First, BellSouth Corporation ("BSC"), which is a wholly-owned subsidiary of AT&T, Inc. ("AT&T"), and which in turn wholly owns both BSLD and BellSouth Mobile Data, Inc. ("BSMD"), will transfer ownership of BSLD to BSMD. Second, BSC will transfer ownership of BSMD to AT&T. These proposed changes are shown, for illustrative purposes, in the organizational charts attached hereto as Exhibit A. The ultimate indirect corporate ownership of BSLD will remain with AT&T. BSLD will still be a second tier subsidiary, with merely the substitution of parent BSC for BSMD.

The parties to the Transaction are as follows:

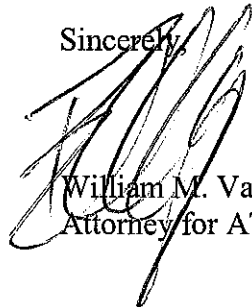
- AT&T is a Delaware corporation with headquarters at 208 South Akard Street, Dallas, Texas 75202. AT&T, through its operating subsidiaries, provides voice, data, wireless and Internet services to residential, business, and government customers through the United States.
- BSC is a Georgia corporation with headquarters at 675 W. Peachtree Street, N.W., Atlanta, Georgia 30375. Through its operating subsidiaries, BSC provides voice, data, and Internet services to residential, business, and government customers.

- BSMD is a Georgia corporation with headquarters at 1025 Lenox Park Boulevard, N.E., Suite 5D46, Atlanta, Georgia 30319. BSMD is a holding company which has direct and indirect ownership interests in AT&T entities which provide wireless and related services.
- BSLD is a Delaware corporation with headquarters at 675 W. Peachtree Street, N.W. Atlanta, Georgia 30375. BSLD is the only one of these entities that provides telecommunications service in the state of South Dakota, and is certificated to do so by the Commission.

The Transaction will be transparent and seamless for customers of BSLD. There will be no change in the ownership of or this Commission's regulatory authority over BSLD. No transfer of assets or of certificates of service authority will occur as part of this Transaction. Based on the structure of this Transaction, BSLD does not believe the Transaction requires Commission approval under South Dakota law. BSLD anticipates the Transaction will be completed by June 30, 2011.

If you have any questions, please feel free to contact me.

Sincerely,



William M. Van Camp  
Attorney for AT&T

Attachment

cc: Wauneta Browne

RECEIVED

APR 12 2011

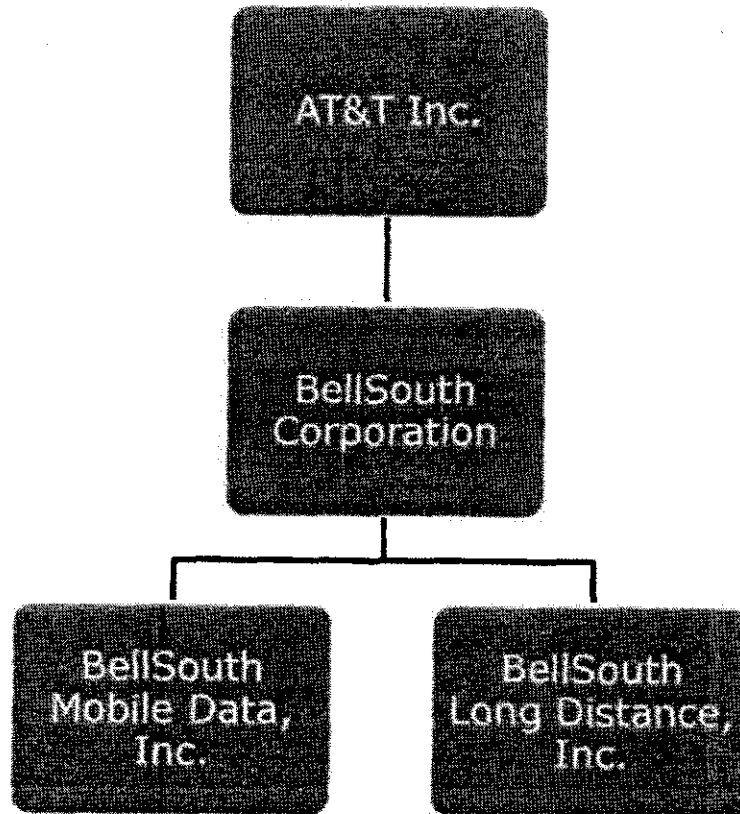
SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

**Exhibit 1**

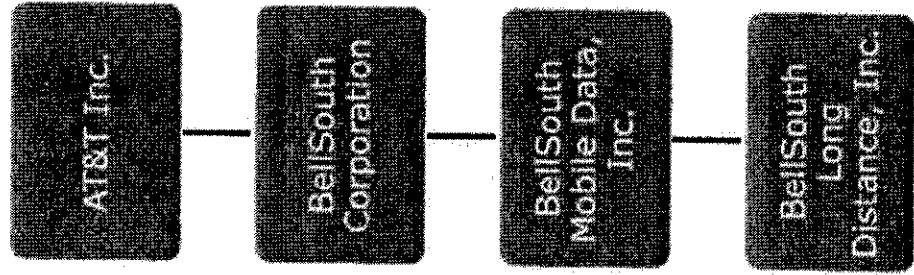
**Illustration of Proposed Transactions**

---

**Currently, BellSouth Long Distance, Inc., and BellSouth Mobile Data, Inc., are wholly owned subsidiaries of BellSouth Corporation, which itself is a wholly owned subsidiary of AT&T Inc.**



**First Transaction: BellSouth Corporation will transfer 100% of its stock in BellSouth Long Distance, Inc., to BellSouth Mobile Data, Inc. BellSouth Long Distance, Inc., will then be a wholly owned subsidiary of BellSouth Mobile Data, Inc.**



**Second Transaction: BellSouth Corporation will transfer 100% of its stock in BellSouth Mobile Data, Inc., to AT&T Inc.**

