

FISCHER **DORITY**
PROFESSIONAL CORPORATION

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April 22, 2004

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102

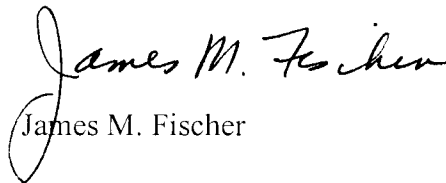
RE: *In the Matter of the Application of BellSouth BSE, Inc. and BellSouth Long Distance, Inc. for Authority to Transfer Control, Case No. Tariff Tracking No.*

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter is the original and the required number of copies of the Application in the above-referenced matter. In addition, BellSouth Long Distance, Inc. is filing a new Missouri Tariff No. 3 which incorporates the rates, services and terms and conditions of BellSouth BSE Inc.'s existing local exchange services into the BellSouth BSE, Inc. tariffs. A copy of the attached has been emailed, hand-delivered or mailed this date to each party of record.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

Enclosures

cc: Office of the Public Counsel
 General Counsel

I. COMPANY INFORMATION

BSE is a company that was organized under the laws of Delaware on July 16, 1997 and has its principal offices located in Atlanta, Georgia. BSE was certificated as a competitive telecommunications company to provide Basic Local Exchange and Interexchange Telecommunications Services in the State of Missouri and was granted said certification in Case No. TA-98-124 issued January 13, 1998. BSE filed its Certificate to Transact Business as a Foreign Corporation in Case No. TA-98-124 which is incorporated herein by reference.

BSLD is a company that was organized under the laws of Delaware on March 13, 1996 and has its principal offices located in Atlanta, Georgia. BSLD was certificated to provide Interexchange Long Distance Service in the State of Missouri and was granted certification in Case No. TA-97-476 issued June 10, 1997. BSLD filed its Certificate to Transact Business as a Foreign Corporation in Case No. TA-97-476 which is incorporated herein by reference. As a result of the merger, BSLD will possess the technical, managerial, and financial resources to qualify and operate as a competitive basic local exchange service company in Missouri.

II. THE MERGER

Contingent upon approval by all appropriate regulatory agencies BSE will be merged into BSLD effective on or before June 30, 2004. As a result of the merger, the shares of BSE will be cancelled. BellSouth Corporation will continue to own 100% of the outstanding shares of Common Stock in BSLD. Both BSE and BSLD currently share common management. As a result, there will be no long term implications on operations within Missouri upon the merger of these two entities.

III. CUSTOMER IMPACT

BSE currently has no customers in Missouri. Therefore, there will be no customers affected by this merger and notice will not be required. All new customers in Missouri, after the approval date of the merger, will be customers of BSLD.

IV. CONTACT INFORMATION

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

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

with copies to:

Harris R. Anthony
General Counsel
BellSouth Long Distance, Inc.
400 Perimeter Center, Suite 400
Atlanta, Georgia 30346
Telephone: (770) 352 - 3116
Facsimile: (770) 352 - 3332

and:

Thomas M. Forte
Consultant to BellSouth BSE, Inc. and BellSouth Long Distance, Inc.
Technologies Management, Inc.
P.O. Box 200
Winter Park, Florida 32790-0200
Telephone: (407) 740 - 8575
Facsimile: (407) 740 - 0613

IV. CONTACT INFORMATION, (CONT'D.)

(B) Correspondence regarding the ongoing operations after the transfer:

Mario Soto, President
BellSouth Long Distance, Inc.
400 Perimeter Center, Suite 400
Atlanta, Georgia 30346
Telephone: (678) 443 - 3937
Facsimile: (678) 443 - 3470

V. TARIFF FOR BELLSOUTH LONG DISTANCE, INC.

BSLD is also including a copy of a replacement tariff for its local operations in Missouri. This tariff is provided as Exhibit I to this filing. This tariff incorporates the rates, services and terms and conditions of providing service of BSE into the BSLD tariff.

VI. TAX IMPACT

Since there will be no change in the location of any structures, facilities or equipment in Missouri, the proposed transaction will have no impact upon the tax revenues of the political subdivisions in which any structures, facilities, or equipment of the Applicant is located.

VII. NO PENDING ACTIONS INVOLVING CUSTOMER SERVICE OR RATES

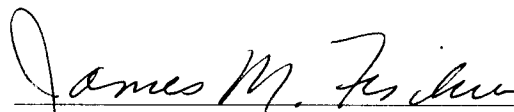
Applicant has no pending actions or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates, which action, judgment or decision has occurred within three (3) years of the date of the application.

VIII. NO ANNUAL REPORTS AND REGULATORY ASSESSMENTS OVERDUE

Applicant has no annual reports or regulatory assessment fees that are overdue in Missouri.

WHEREFORE, for the reasons stated above, BSE and BSLD submit that it would not be detrimental to the public interest, and in fact, the public interest, convenience and necessity would be furthered by a grant of this Application for approval of the proposed stock transfer and merger, and allow BSLD to operate as a competitive local exchange service company, pursuant to the terms and conditions of the Certificate of Service Authority granted in Case No. TA-98-124, or grant BSLD a new certificate of service authority to provide basic local exchange service under the same terms and conditions granted in Case No. TA-98-124, or in the alternative, the Commission should decline jurisdiction over the proposed transaction since the Applicant is not organized or existing under the laws of Missouri.

Respectfully submitted,



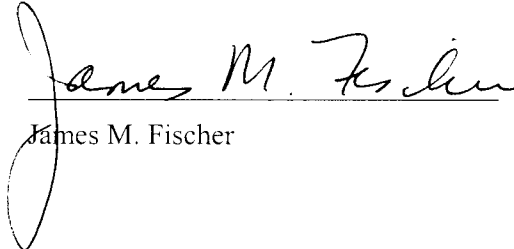
James M. Fischer, Esq. MBN 27543
FISCHER & DORITY, P.C.
101 Madison Street, Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758
Facsimile: (573) 636-0383
E-mail: jfischerpc@aol.com
Attorney for BSE and BSLD

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, First Class, postage prepaid, this 22nd day of April, 2004 to:

Office of the Public Counsel
P.O. Box 2230
Jefferson City, MO 65102

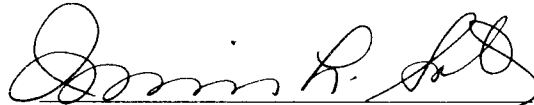
General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102



James M. Fischer


VERIFICATION

I, Mario L. Soto, hereby declare under penalty of perjury, that I am President of BellSouth BSE, Inc.; that I am authorized to make this verification on behalf of BellSouth BSE, Inc., that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Mario L. Soto, President
BellSouth BSE, Inc.

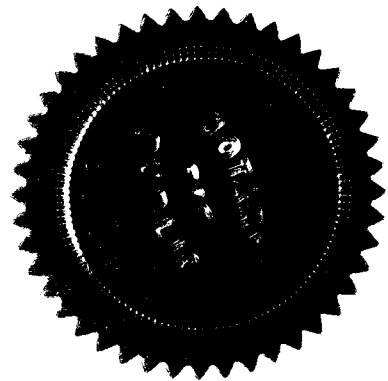
Sworn to and subscribed before me this 15th day of April, 2004.



Notary Public

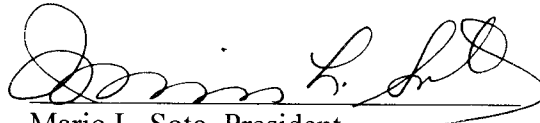
My Commission expires:

Leigh Lawlor
Notary Public, Rockdale County, Georgia
My Commission Expires March 16, 2007



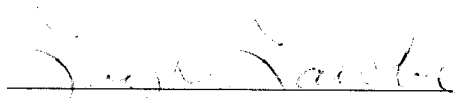
VERIFICATION

I, Mario L. Soto, hereby declare under penalty of perjury, that I am President of BellSouth Long Distance, Inc.; that I am authorized to make this verification on behalf of BellSouth Long Distance, Inc.; that I have read the foregoing Notice; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.



Mario L. Soto, President
BellSouth Long Distance, Inc.

Sworn to and subscribed before me this 10th day of April, 2004.



Notary Public

My Commission expires:

Leigh Lawlor
Notary Public, Rockdale County, Georgia
My Commission Expires March 16, 2007

