

September 16, 1997

JOHN RUSCILLI
BELLSOUTH LONG DISTANCE C 116277
32 PERIMETER CENTER EAST
ATLANTA GA 30346

RE: BELLSOUTH LONG DISTANCE C 116277

Greetings:

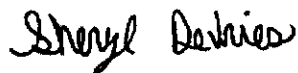
Please find enclosed your recently submitted annual report for the 1997-1998 fiscal year. We are unable to accept it in its present form. Please make the following correction(s) and return to this office.

Pursuant to section 30-1-120(6) the annual report must be signed by an officer of the corporation or the chairman of the board of directors.

The corrected annual report must be received in this office before December 1, 1997 to avoid being subject to revocation. If you wish to let the corporation be revoked by law, disregard any future notices you may receive.

If you have any questions or need further assistance, please do not hesitate to contact this office at (208) 332-2811.

Very truly yours,



Sheryl DeVries
Corporate Division

Enclosures: cited

No. C110277	Annual Report Form Due No Later Than November 30, 1997	2. Registered Agent and Office NOT A P.O. BOX PRENTICE-HALL CORP. SYST 200 N. 23RD ST. ROISE ID 83702			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct BELLSOUTH LONG DISTANCE, INC W.F. REDDERSEN John A. Roscilli 1155 PEACHTREE ST. NE STE 1800 32 Perimeter Center East ATLANTA GA 30346	3. Organized Under the Laws of: DE C110277			
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Group President	W. F. Reddersen	Suite 414, 1100 Abernathy Rd.	Atlanta	GA	30328
Sr. Vice President	Rex M. Adams	32 Perimeter Center East	Atlanta	GA	30346
Sr. Vice President	Joseph M. Gilman	32 Perimeter Center East	Atlanta	GA	30346
Sr. Vice President	David L. Abrahamson	32 Perimeter Center East	Atlanta	GA	30346
Sr. Vice President & CFO	Victor E. Jarvis	32 Perimeter Center East	Atlanta	GA	30346
Sr. Vice President & General Counsel	James G. Harralson	32 Perimeter Center East	Atlanta	GA	30346
5.		6. <div style="margin-top: 10px;"> Signature _____ Date _____ </div> <div style="margin-top: 10px;"> Name <small>(Typed or Printed)</small> _____ Title _____ </div>			

ISSUED: 07-04-1997

DO NOT TAPE OR STAPLE

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