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BellSouth Corporation
Legal Department
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General Attorney

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February 17, 2004

Secretary of the Senate
Office of Public Records
232 Hart Building
Washington, DC 20510

Re: Amendment to BellSouth Form LD-2 Lobbying Report 2002 Year End

BellSouth Corporation respectfully requests the Secretary of Senate to substitute the attached first page for the one we filed on May 13, 2003.

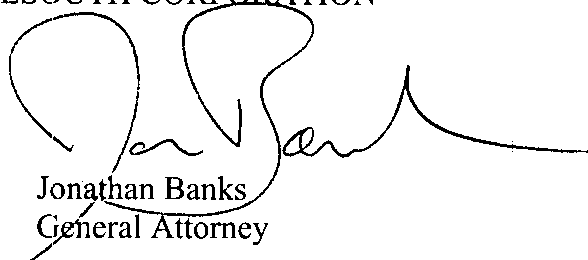
The correct amount is \$3,840,095.00.

We apologize for any inconvenience this may have caused.

Respectfully submitted,

BELLSOUTH CORPORATION

By:



Jonathan Banks
General Attorney

527651

Clerk of the House of Representatives
Legislative Resource Center
B-106 Cannon Building
Washington, DC 20515

Secretary of the Senate
Office of Public Records
232 Hart Building
Washington, DC 20510

LOBBYING REPORT

Lobbying Disclosure Act of 1995 (Section 5) - All Filers Are Required to Complete This Page

1. Registrant Name BellSouth Corporation			
2. Address <input type="checkbox"/> Check if different than previously reported 1133 21st Street, NW Suite 900, Washington, DC 20036			
3. Principal Place of Business (if different from line 2) Atlanta GA City: State/zip (or Country)			
4. Contact Name Jonathan Banks	Telephone (202) 463-4182	E-mail (optional)	5. Senate ID # 5905-12
7. Client Name <input checked="" type="checkbox"/> Self			6. House ID # 3168200C

TYPE OF REPORT 8. Year 2002 Midyear (January 1-June 30) OR Year End (July 1-D


9. Check if this filing amends a previously filed version of this report

10. Check if this is a Termination Report ⇨ Termination Date _____

11. No Lobby

INCOME OR EXPENSES - Complete Either Line 12 OR Line 13

12. Lobbying Firms	13. Organizations
<p>INCOME relating to lobbying activities for this reporting period was:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇨ \$ _____ Income (nearest \$20,000)</p> <p>Provide a good faith estimate, rounded to the nearest \$20,000, of all lobbying related income from the client (including all payments to the registrant by any other entity for lobbying activities on behalf of the client).</p>	<p>EXPENSES relating to lobbying activities for this reporting period were:</p> <p>Less than \$10,000 <input type="checkbox"/></p> <p>\$10,000 or more <input type="checkbox"/> ⇨ \$ <u>3,840,095.00</u> Expenses (nearest \$20,000)</p> <p>14. REPORTING METHOD. Check box to indicate accounting method. See instructions for description of</p> <p><input type="checkbox"/> Method A. Reporting amounts using LDA definition</p> <p><input type="checkbox"/> Method B. Reporting amounts under section 6011 of the Internal Revenue Code</p> <p><input type="checkbox"/> Method C. Reporting amounts under section 162(e) of the Internal Revenue Code</p>

Signature  Date 2/17/2004

Printed Name and Title Jonathan Banks, General Counsel - BellSouth DC, Inc.