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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

NATIONAL SECURITY AGENCY
TELECOMMUNICATIONS RECORDS
LITIGATION

MDL Dkt. No. 06-1791-VRW

**DECLARATION OF JAMES LACY IN
SUPPORT OF THE MOTION OF
SPECIALLY APPEARING
DEFENDANTS AT&T INC. AND
BELLSOUTH CORPORATION TO
DISMISS PLAINTIFFS' COMPLAINT
FOR LACK OF PERSONAL
JURISDICTION**

This Document Relates To:

McMurray v. Verizon Communications, Inc., et al., No. 09-cv-0131-VRW

Courtroom: 6, 17th Floor
Judge: Hon. Vaughn R. Walker

1 **I, JAMES LACY, declare as follows:**

2 1. I am over the age of 21 and am fully competent to make this Declaration.
3 I am a Controller in the Finance Department of BellSouth Corporation. My job duties
4 include serving as the Controller for BellSouth Corporation and BellSouth
5 Telecommunications, Inc. I have been in that position or similar positions since 2004,
6 and with the BellSouth family of companies since 2000. As such, I am personally
7 familiar with the corporate structure of BellSouth Corporation and its subsidiary
8 corporations.

9 2. All of the statements in this Declaration are based upon my personal
10 knowledge and review of corporate business records. I offer this Declaration in support
11 of the Motion of Specially Appearing Defendants AT&T Inc. and BellSouth Corporation
12 to Dismiss the Complaint for Lack of Personal Jurisdiction. If called as a witness, I could
13 and would testify to any of the facts contained in this Declaration.

14 3. BellSouth Corporation was incorporated in Georgia in 1983 as one of
15 seven regional holding companies that were divested on January 1, 1984 by the American
16 Telephone and Telegraph Company as part of the settlement of *United States v. Western*
17 *Electric Company, Inc.*, Civil Action No. 82-0192 (D.D.C.). As part of that divestiture,
18 BellSouth Corporation received equity interests in the Southern Bell Telephone Company
19 and South Central Bell Telephone Company. Its principal place of business is in Atlanta,
20 Georgia.

21 4. In its capacity as a holding company, BellSouth Corporation conducts no
22 business directly with the public. BellSouth Corporation does not own or maintain a
23 telecommunications network, and does not provide telecommunications services or
24 Internet services to the public. BellSouth Corporation is a holding company owning
25 stock in its subsidiaries, some of which offer telecommunications services, but BellSouth
26 Corporation itself does not own the switches, lines, and other equipment in the
27 telecommunications networks.

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1 5. BellSouth Corporation is a legally and factually separate corporate entity,
2 distinct from its subsidiaries. Each of BellSouth's subsidiaries maintains its own
3 independent corporate, partnership, or limited liability company status, identity, and
4 structure.

5 6. BellSouth Corporation has no presence in New York. It has no office or
6 mailing address in New York, and does not own, lease, manage, or maintain any real
7 property, office, residence or place of business in New York. It has no employees in
8 New York. BellSouth Corporation does not have an investors relations office in New
9 York; that office is located in Atlanta, Georgia.

10 7. BellSouth Corporation is not an insurance company and does not insure
11 any property or risk in New York or elsewhere.

12 8. BellSouth Corporation does not pay income, property or franchise taxes to
13 the State of New York.

14 9. BellSouth Corporation is not registered, licensed or otherwise qualified to
15 do business in New York and, therefore, has not appointed a registered agent for service
16 of process in New York.

17 10. BellSouth Corporation does not manufacture any product of any kind or
18 provide any service of any nature that could find its way through the stream of commerce
19 into New York. BellSouth Corporation does not do business in New York.

20 11. The acronym "AT&T" is a brand often appearing next to a round blue-
21 and-white logo. The name "AT&T" is sometimes followed by a state name as a "doing-
22 business-as" name for certain companies in AT&T Inc.'s family of companies. The use
23 of the corporate brand and logo is shared by multiple subsidiary companies offering
24 different products and services and serving different geographic territories. For example,
25 today BellSouth Telecommunications Inc. in Georgia does business as (d/b/a) "AT&T
26 Georgia." Similarly, Michigan Bell Telephone Company's d/b/a is "AT&T Michigan,"
27 Southern New England Telephone Company's d/b/a is "AT&T Connecticut," and so on.

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