

BELLSOUTH CORP  
Form 425  
March 29, 2006

Filed by AT&T Inc.

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: BellSouth Corporation

Commission File No.: 1-8607

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## **Randall Stephenson**

Chief Operating Officer

AT&T Inc.

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**Cautionary Language Concerning Forward-Looking Statements**

We have included or incorporated by reference in this document financial estimates and other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These estimates and statements are subject to risks and uncertainties, and actual results might differ materially from these estimates and statements. Such estimates and statements include, but are not limited to, statements about the benefits of the merger, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of the management of AT&T Inc. and are subject to significant risks and uncertainties and outside of our control.

The following factors, among others, could cause actual results to differ from those described in the forward-looking statements in this document: the ability to obtain governmental approvals of the merger on the proposed terms and schedule; the failure of AT&T shareholders to approve the issuance of AT&T common shares or the failure of BellSouth shareholders to approve the merger; the risk that the businesses of AT&T and BellSouth will not be integrated successfully or as quickly as expected; the risk that the cost savings and any other synergies from the merger, including any savings and other synergies relating to the resulting sole ownership of Cingular Wireless LLC may not be fully realized or may take longer to realize than expected; disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers; and competition and its effect on pricing, spending, third-party relationships and revenues. Additional factors that may affect future results are contained in AT&T's, BellSouth's, and Cingular Wireless LLC's filings with the Securities and Exchange Commission (SEC), which are available at the SEC's Web site (<http://www.sec.gov>). AT&T is not under any obligation, and expressly disclaims any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

This presentation may contain certain non-GAAP financial measures. Reconciliations between the non-GAAP financial measures and the GAAP financial measures are available on the applicable company's Web site at [www.sbc.com/att.investor.relations](http://www.sbc.com/att.investor.relations) for AT&T and [www.bellsouth.com/investor](http://www.bellsouth.com/investor) for BellSouth.

**Note**

**NOTE: In connection with the proposed merger, AT&T intends to file a registration statement on Form S-4, including a joint proxy statement/prospectus of AT&T and BellSouth, and AT&T and BellSouth will file other materials with the Securities and Exchange Commission (the SEC). Investors are urged to read the registration statement, including the joint proxy statement (and all amendments and supplements to it) and other materials when they become available because they contain important information. Investors will be able to obtain free copies of the registration statement and joint proxy statement, when they become available, as well as other filings containing information about AT&T and BellSouth, without charge, at the SEC's Web site ([www.sec.gov](http://www.sec.gov)). Copies of AT&T's filings may also be obtained without charge from AT&T at AT&T's Web site ([www.att.com](http://www.att.com)) or by directing a request to AT&T Inc. Stockholder Services, 175 E. Houston, San Antonio, Texas 78205. Copies of BellSouth's filings may be obtained without charge from BellSouth at BellSouth's Web site ([www.bellsouth.com](http://www.bellsouth.com)) or by directing a request to BellSouth at Investor Relations, 1155 Peachtree Street, N.E., Atlanta, Georgia 30309.**

AT&T, BellSouth and their respective directors and executive officers and other members of management and employees are potential participants in the solicitation of proxies in respect of the proposed merger. Information regarding AT&T's directors and executive officers is available in AT&T's 2005 Annual Report on Form 10-K filed with the SEC on March 1, 2006 and AT&T's proxy statement for its 2006 annual meeting of stockholders, filed with the SEC on March 10, 2006, and information regarding BellSouth's directors and executive officers is available in BellSouth's 2005 Annual Report on Form 10-K filed with the SEC on February 28, 2006 and BellSouth's proxy statement for its 2006 annual meeting of shareholders, filed with the SEC on March 3, 2006. Additional information regarding the interests of such potential participants will be included in the registration statement and joint proxy statement, and the other relevant documents filed with the SEC when they become available.

**What Has Changed?**

**Solid Operational Momentum**

**AT&T Inc. Adjusted EPS**

[CHART]

**Reported Results**

Significant **margin expansion** in both wireline and wireless

Seven consecutive quarters of **wireline revenue growth**

Better-than-projected 2005 performance from **former AT&T**

**What Has Changed?**

**A Dramatically Different Company**

Focused,  
Logical Steps  
Over Past  
Two Years  
To Transform  
Business in  
Key Areas

**Wireless**  
  
**Business**  
  
**Broadband**  
  
**Cost Structure**

**AT&T Today: Premier Wireless Assets**

**Outstanding reach**, spectrum depth with IP-based network.

UMTS/ HSDPA network to be deployed in most top 100 markets this year.

Cingular Licensed Coverage  
294 Million POPs

[GRAPHIC]

Cellular/PCS Spectrum  
Depth MHz Top 100 Markets

[CHART]

Source: Raymond James Equity Research

**AT&T Today: Premier Business Assets**

AT&T's global network reaches virtually every developed country in the world.

**Enterprise**

One of the world's largest IP backbones

30 premium global data centers

Strongest MPLS service lineup in North America

Advanced product sets and customer care

**Small/Medium**

Broad customer base, strong relationships with growing revenues

Opportunity to migrate products and capabilities down market

**AT&T Today: Growing Broadband Business**

**AT&T Consumer DSL  
Penetration of Primary Lines**

[CHART]

**7 million** DSL lines in service, doubled over past two years

**1.8 million** net increase in AT&T DSL lines over past four quarters, best among all providers

**Project Lightspeed:**

**IP-Based Broadband Network**

**Integrated** IP video, high-speed Internet and voice network

[GRAPHIC]

**Natural extension** of current fiber deployment

Offer integrated services,  
and leverage applications  
and content across  
**three screens:**  
high-speed Internet,  
wireless, TV

**Logical and disciplined** approach

**Superior** network for both business and consumer services

**A Logical Next Step: BellSouth Merger**

**Enhances Potential in Key Areas**

**Wireless**

Simplified ownership and operating structure

Integration of wireless and wireline networks and services

**Business**

Single wireless/wireline point of contact in enterprise space

Expanded opportunity in small-medium business space

**Broadband**

BellSouth's deep fiber deployment in local network

**Cost Structure**

Synergy opportunities expected to approach an annual run rate of more than \$2 billion in 2008

**Synergy Opportunities**

**on Multiple Fronts**

Combine functions, coordinate operations, share technology platforms at three companies:

AT&T, BellSouth and Cingular

Advertising moving from three brands to one

Consolidated staff and support functions AT&T, BellSouth and Cingular

BellSouth LD traffic moved to AT&T network

Cingular traffic moved to common IP backbone

AT&T dedicated access in Southeast moved to BellSouth network

IT, support and customer care platforms optimized

R&D and product development spread across larger base, with support from AT&T Labs

**Cost Reduction Opportunities**

Expected annual cost savings by 2008

**\$2.5 billion** or more from SBC/AT&T merger synergies

Approximately **\$2 billion** BellSouth merger synergies, approaching \$3 billion in 2009

**\$1.2 billion** from additional operational cost initiatives

**AT&T Outlook**

<b>EPS Growth</b>	<b>Free Cash Flow</b>	<b>Share Repurchase</b>
Double-digit adjusted EPS growth expected over each of the next three years	\$2 billion free cash flow after dividends(1) in 2006  \$4 - \$5 billion free cash flow after dividends(1) starting in 2007, >\$6 billion in 2008	At least \$10 billion over the next 22 months with at least \$2 billion expected in 2006

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(1) Free cash flow after dividends is cash from operations plus proportionate share of Cingular free cash flow, less capital expenditures and dividends.

(2) Free cash flow after dividends is cash from operations less capital expenditures and dividends.

**The New AT&T In Summary**

**Premier assets**

U.S. leader in wireless, business, DSL broadband, directory

**Solid operating momentum**

Substantial margin expansion over past year in both wireless and wireline, merger integration on track

[GRAPHIC]

**Large synergy opportunities**

Cingular Wireless, AT&T acquisition, BellSouth merger

**Positive financial outlook**

Expect to deliver double-digit adjusted EPS growth, strong cash flow over next three years, \$10 billion in share repurchase over next 22 months

**Randall Stephenson**

Chief Operating Officer

AT&T Inc.

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