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BellSouth's Alliance with Google Connects RealPages.com Advertisers to Local Consumers

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RealSearch Customers Can Take Advantage of Google AdWords

ATLANTA & MOUNTAIN VIEW, Calif. - October 28, 2004 - RealPages.com® from BellSouth (NYSE: BLS) the Southeast's leading online yellow pages and Google Inc. (Nasdaq: GOOG), developer of the award-winning Google® search engine, today announced an agreement whereby RealPages.com will become the first yellow pages publisher authorized to sell advertising through Google AdWords® to small and medium-sized local businesses.

Under the multi-year agreement, BellSouth will include Google AdWords as an integral part of its RealSearch offering, a patent-pending search engine marketing service designed for small and medium-sized local businesses. By aligning with the BellSouth salesforce, Google can now reach more small and medium-sized local businesses in the Southeast with Google AdWords. With AdWords, Google's performance-based search advertising program, advertisers present marketing messages to potential customers at the precise moment they are looking for information related to the products and services the advertiser offers. Google AdWords enables select RealSearch customers to generate leads across the Google Network, which reaches more than 80 percent of U.S. Internet users through sites such as Google.com, AOL, BellSouth.Net, and Earthlink among others (source: MediaMetrix, September 2004).

"Helping our advertisers grow their businesses is at the core of The Real Yellow Pages and RealPages.com's success," said Elmer Smith, president of BellSouth Advertising & Publishing. "We believe this partnership will allow RealSearch customers to take advantage of the extensive reach of the Google Network, which will aid them in attracting more and more customers."

"Our relationship with BellSouth enables Google to leverage an established, market-leading salesforce to reach small and medium-

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sized local businesses across the Southeast," said Sukhinder Singh, general manager of Google Local and Third Party Sales. "Google is excited to add a new way to reach prospective advertisers, while continuing to provide users with relevant local information and advertisements."

Google currently provides advertisers with the ability to reach customers in local markets through a variety of AdWords targeting options including regional and city level, as well as through an address-based radius feature or by specifying latitude and longitude points.

With RealSearch Engine Solutions from BellSouth, advertisers reach potential customers when consumers are actively looking for information about products and services online. BellSouth offers a full-service solution that sends a guaranteed number of targeted visitors from search engines directly to a customer's website.

Smith said by managing the local search solution for advertisers, BellSouth is saving its customers time and money and allowing them to benefit from search engine marketing while maintaining focus on their day-to-day business operations.

"The phenomenal growth of local search, combined with BellSouth's one-of-a-kind RealSearch product incorporating Google's AdWords, positions BellSouth as a primary partner for our online advertisers," Smith said.

According to The Kelsey Group, provider of strategic research, analysis, data and competitive metrics on yellow pages, electronic directories and local media, the local paid search advertising market generated \$45 million in 2003 and is expected to reach as high as \$2.5 billion by 2008 in advertising revenue.

Businesses interested in more information on RealSearch Engine Solutions from BellSouth can visit www.advertising.realpages.com.

The agreement is the expansion of an alliance that was announced earlier this year. In April, the two companies announced an agreement whereby Google's search results and targeted advertisements were made available through BellSouth's Internet services home page www.bellsouth.net for Internet customers.

About BellSouth Advertising and Publishing
BellSouth Advertising & Publishing Corporation (BAPCO) is the leading provider of print and Internet Yellow Pages products in the southeast. BAPCO and LM Berry Company, a wholly owned subsidiary of BellSouth,

publishes 63 million copies of the print Yellow Pages in more than 500 editions in the nine-state BellSouth region. Users referred to The Real Yellow Pages® from BellSouth nearly 2 billion times last year and made nearly 160 million searches on RealPages.com® (www.realpages.com). The Real Yellow Pages is a powerful information resource, linking buyers and sellers, with approximately 85 percent of consumers who reference the directories' most frequently used headings making a purchase based on their findings.

About BellSouth Corporation

BellSouth Corporation is a Fortune 100 communications services company headquartered in Atlanta, Georgia. BellSouth serves nearly 50 million local, long distance, Internet and wireless customers in the United States and 12 other countries.

Consistently recognized for customer satisfaction, BellSouth provides complete communications solutions to the residential and business markets. In the residential market, BellSouth offers DSL high-speed Internet access and long distance, advanced voice features and other services. The company's BellSouth Answers package combines local and long distance service with an array of calling features; wireless data, voice and e-mail services; and high-speed DSL or dial-up Internet service and Cingular Wireless. In the business market, BellSouth serves small, medium and large businesses providing secure, reliable local and long distance voice and data networking solutions. BellSouth also provides online and directory advertising services through RealPages.com® and The Real Yellow Pages from BellSouth®. BellSouth owns 40 percent of Cingular Wireless, the nation's second largest wireless company, which provides innovative wireless voice and data services.

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