

Charles E. Foster
Group President

SBC Communications Inc.
175 E. Houston Street
San Antonio, Texas 78205
Phone 210 351-5100



October 14, 1999

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Magalie Roman Salas, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street, S.W., TW-A325
Washington, D.C. 20554

RE: In the Matter of Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Ameritech Corporation, Transferor, to SBC Communications Inc., Transferee.
CC Dkt No. 98-141

Dear Ms. Salas:

On October 6, 1999, the FCC adopted a Memorandum Opinion and Order approving the above-referenced transfer of licenses with Conditions. On October 8, 1999 the certificate of merger was executed, acknowledged and filed with the Secretary of State of Delaware, which establishes October 8, 1999 as the Merger Closing Date. Pursuant to paragraph 39 of the Conditions, the pre-merger audit reports are due no later than ten days after the Merger Closing Date.

As required, the audit reports for the pre-merger collocation audits are attached. This Condition has been met with a positive opinion from Arthur Andersen LLP for the Ameritech states, and a positive opinion from Ernst & Young LLP for the SBC states.

Should you have any questions regarding this matter, please contact Marian Dyer at (202) 326-8835 or me.

Sincerely,

A handwritten signature in black ink, appearing to read "C. E. Foster".

Charles E. Foster

Attachments

CC: Mr. Atkinson
Mr. Moran
Mr. Dale
Mr. Boyle

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ARTHUR ANDERSEN LLP

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors of Ameritech Corporation
and
the Federal Communications Commission:

We have examined Ameritech Corporation's (the Company's) assertion included in the accompanying Report of Management that, as of October 5, 1999 in each of the Company's States, the Company has adopted methods and procedures and has filed tariffs and/or offered amendments containing standard terms and conditions for collocation for inclusion in interconnection agreements under 47 U.S.C. Section 252, which are consistent with the FCC's First Report and Order in CC Docket 98-147, FCC No. 99-48 released March 31, 1999 ("Collocation and Advanced Services Order"). The Company is responsible for the design, distribution and monitoring of such methods and procedures in place upon which the Company's assertion to the FCC is based. Our responsibility is to express an opinion on management's assertion based on our examination.

Our examination was made in accordance with standards established by the American Institute of Certified Public Accountants and accordingly, included both a determination of the existence and distribution of such methods and procedures upon which the Company's assertion is based, as well as such other procedures as we considered necessary in the circumstances. We believe that our examination provides a reasonable basis for our opinion. Our examination does not provide a legal determination on the Company's compliance with the specified requirements.

In our opinion, management's assertion that as of October 5, 1999, in each of the Company's States, methods and procedures are in place, tariffs have been filed and amendments have been offered for inclusion in interconnection agreements, all as described above, is fairly stated in all material respects.

This report is intended solely for the information and use of the board of directors and management of the Company and the FCC and should not be used for any other purpose. Since this report will be filed in documents that are a part of the public record, its distribution is not limited.

Arthur Andersen LLP

Arthur Andersen LLP

Chicago, Illinois
October 5, 1999



Barry K. Allen
Executive Vice President

**Ameritech Corporation
Report of Management
October 5, 1999**

Management of Ameritech Corporation (the Company) is responsible for adopting collocation methods and procedures, filing collocation tariffs, and offering amendments containing standard terms and conditions for collocation for inclusion in interconnection agreements under 47 U.S.C. Section 252, which are consistent with the FCC's First Report and Order in CC Docket 98-147, FCC No. 99-48, released March 31, 1999 ("Collocation and Advanced Services Order").

Management has performed an evaluation of the Company's methods and procedures and has performed an evaluation of the filed tariffs and of the amendments offered for inclusion in interconnection agreements (as described above), in each of the Company's States as of October 5, 1999. Based on this evaluation, and our best judgement, management asserts that, as of October 5, 1999, in each of the Company's States the Company has adopted methods and procedures, and has filed tariffs and/or offered amendments for inclusion in interconnection agreements (as described above), which are consistent with the Collocation and Advanced Services Order.

October 5, 1999

A handwritten signature in black ink, appearing to read "Barry K. Allen", written in a cursive style.

Barry K. Allen
Executive Vice President
Ameritech Corporation