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January 31, 2003

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW, Room 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 Docket No. 98-141)

Dear Ms. Dortch:

Pursuant to Appendix C (Separate Affiliate Requirements) of the Federal Communication Commission's (FCC's) SBC/Ameritech Merger Order and the Pronto collocation requirements of the FCC's *Pronto Modification Order*,¹ SBC Communications Inc. (SBC) submits herein the report of its independent auditor, Ernst & Young LLP, regarding the Company's compliance during the period January 1, 2002 through December 31, 2002. As noted in its letter released August 30, 2002, the FCC granted an extension of time for SBC to report on its compliance with the Pronto collocation requirements until October 18, 2002.² Additional extensions of time until January 18, 2003³ and January 31, 2003 were subsequently granted.⁴

¹ The Pronto Collation Requirements are set forth in paragraphs 5(a), 5(b)(1), 5(b)(2), 5(c), 5(d), and 6 of Appendix A of the *Second Memorandum Opinion and Order* (FCC 00-336), 15 FCC Red. 17521 (2000), which modified the Merger Conditions set forth in Appendix C of the Federal Communications Commission's ("FCC's") Order Approving the SBC/Ameritech Merger (*Applications of Ameritech Corp. and SBC Communications Inc. for Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Section 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95 and 101 of the Commission's Rules, CC Docket No. 98-141, Memorandum Opinion and Order*, 14 FCC Red 14712 (1999)).

² Letter from Ms. Maureen Del Duca, FCC, to Ms. Caryn Moir, SBC, released August 30, 2002

³ Letter from Ms. Maureen Del Duca, FCC, to Ms. Michelle Thomas, SBC, released October 18, 2002.

⁴ Letter from Ms. Maureen Del Duca, FCC, to Ms. Michelle Thomas, SBC, released January 17, 2003

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Once SBC has had an opportunity to thoroughly conduct a review of this report and the auditor's work papers, SBC will be prepared to respond to or otherwise address any issues contained in them.

Sincerely,

A handwritten signature in black ink, appearing to read "Michelle A. Thomas". The signature is fluid and cursive, with a large initial "M" and a long, sweeping tail.

Michelle A. Thomas
Executive Director-Federal Regulatory

Attachments

Cc: Ms. Maureen Del Duca
Mr. Anthony Dale
Mr. Hugh Boyle
Mr. Mark Stephens
Ms. Mika Savir