



Federal Communications Commission
Washington, D.C. 20554

June 23, 2006

Via Facsimile and First Class Mail

Mr. Wayne Watts
Senior Vice President & Associate General Counsel
AT&T Inc.
175 East Houston
San Antonio, TX 78205

Mr. James G. Harralson
Vice President & Associate General Counsel
BellSouth Corporation
1155 Peachtree Street NE
Suite 1800
Atlanta, GA 30309-3610

Re: AT&T Inc. and BellSouth Corporation Applications for Approval of Transfer of Control (WC Docket No. 06-74)

Dear Messrs. Watts and Harralson:

On March 31, 2006, the Commission received applications seeking consent for the transfer of control to AT&T Inc. of licenses and authorizations held directly and indirectly by BellSouth Corporation.¹ In order for the Commission to complete its review of the applications and make the necessary public interest findings under sections 214 and 310(d) of the Communications Act of 1934, as amended (the Act) and section 2 of the Cable Landing License Act, we require additional information and clarification of certain matters discussed in the applications.

Accordingly, pursuant to sections 214 and 308(b) of the Act, and section 2 of the Cable Landing License Act, we request that you provide written responses and supporting documentation for each request set forth in the attached Initial Information and Document Request and, where appropriate, amend the lead application to reflect such responses. In order to expedite consideration of your application, please respond to the following requests pertaining to this proposed merger by July 14, 2006.

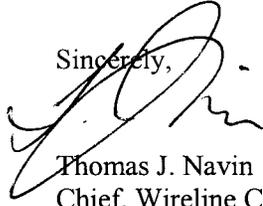
Your responses should be filed with Marlene H. Dortch, Secretary, Federal Communications Commission, under reference number WC Docket No. 06-74. The Wireline Competition Bureau also should receive, at a minimum, two copies of all filings.²

¹ The applications were submitted pursuant to sections 214 and 310(d) of the Communications Act, and section 2 of the Cable Landing License Act. 47 U.S.C. §§ 35, 214, 310(d); *see also Commission Seeks Comment on Application for Consent to Transfer of Control Filed by AT&T Inc. and BellSouth Corporation*, WC Docket No. 06-74, Public Notice, DA 06-904 (rel. Apr. 19, 2006).

² If you submit information pursuant to the Protective Order issued in this proceeding, you should follow the filing procedures specified therein. *AT&T Inc. and BellSouth Corporation Applications for Approval of Transfer Of Control*, WC Docket No. 06-74, Protective Order, DA 06-1032 (rel. May 12, 2006).

If you have any questions regarding this matter, please contact Nick Alexander or Bill Dever, Wireline Competition Bureau, at (202) 418-2173 or (202) 418-1578, respectively.

Sincerely,

A handwritten signature in black ink, appearing to read 'T. Navin', written over the word 'Sincerely,'.

Thomas J. Navin
Chief, Wireline Competition Bureau

Attachment