



COMMONWEALTH OF KENTUCKY
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October 24, 2006

The Honorable Kevin Martin
Chairman
Federal Communications Commission
445 Twelfth Street, SW, 8th Floor
Washington, DC 20544

Re: AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer of Control, WC Docket No. 06-74
Notice of Ex Parte Filing

Dear Chairman Martin:

As the Attorney General for the Commonwealth of Kentucky, I am charged with representing the interests of my state's consumers before various regulatory bodies including the Federal Communications Commission. In this regard I write to inform you that I do not oppose the current offer, which includes a myriad of conditions, forwarded to you by AT&T, Inc. and BellSouth Corporation in their application for approval of the transfer of control in the above noted docket. The basis for my lack of opposition follows.

The Commonwealth of Kentucky has approved the transfer of control at our state level *In the Matter of: Joint Application for Approval of the Indirect Transfer of Control Relating to the Merger of AT&T Inc. and BellSouth Corporation*, Before the Public Service Commission, Case. No. 2006-00136. Moreover, during the 2006 Regular Session of our Legislature, the Commonwealth spoke through our General Assembly and chose to, essentially, deregulate the telephone industry.

The Commonwealth's governmental actions support the current evolution of the telephone industry, including the transfer case at hand. Notwithstanding this regulatory metamorphosis, and given the need for consumer safeguards, BellSouth has personally assured me that the proposed conditions which they have offered will provide the necessary firewall to protect its consumers. In addition, the companies have represented that thousands of jobs will be repatriated to the United States, including the Commonwealth of Kentucky.

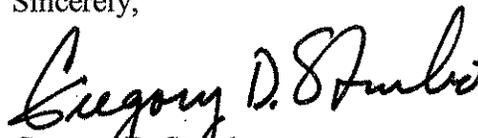


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Given the conditions offered and the statements made to me regarding the creation of jobs, I tender this letter informing you of my lack of objection to the companies October 13, 2006 Notice of Ex Parte Filing and request for authorization for transfer of control.

Sincerely,



Gregory D. Stumbo
Attorney General