



December 7, 2006

Mr. Samuel Feder  
General Counsel  
Office of General Counsel  
Federal Communications Commission  
445 Twelfth Street, SW, Room 8C750  
Washington, DC 20554

Dear Mr. Feder:

We appreciate your request for our views regarding the potential participation of Commissioner McDowell in the AT&T/BellSouth merger proceeding.

Consistent with our December 1, 2006 letter, in which we explained to the Commission that, despite our best efforts over several months, we are at an impasse in our attempts to find common ground on issues relating to our merger, AT&T and BellSouth have no objection to the participation of Commissioner McDowell in this proceeding. Given Commissioner McDowell's prior employment by CompTel, which has filed comments opposing this merger, AT&T and BellSouth are clearly the parties most likely to be impacted adversely by any perceived bias or lack of impartiality on the part of Commissioner McDowell. It also seems clear that we are the parties the Office of Government Ethics rules are intended to protect in any such circumstance. Commissioner McDowell stated at his confirmation hearing that he will be "a fair, judicious, impartial, thorough and thoughtful adjudicator, arbiter and policymaker," and that he will "prejudge nothing," and we take him at his word.

Sincerely,

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Robert W. Quinn, Jr.  
Senior Vice President-Federal Regulatory  
AT&T Services, Inc.

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Jonathan Banks  
Vice President - Federal Regulatory  
BellSouth D.C.