



Jacquelyne Flemming
Executive Director -
Federal Regulatory

AT&T Services, Inc.
1120 20th Street, NW.
Suite 1000
Washington, D.C. 20036
Phone: 202 457-3032
Fax: 202 457-3072

January 2, 2007

Via Electronic Submission

Ms. Marlene Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: WC Docket No. 05-65, Application for Consent to Transfer Control of AT&T Corp. to SBC
Communications Inc. – Annual Certification

Dear Ms. Dortch:

In accordance with the voluntary commitments set forth in Appendix F of the Commission's Memorandum Opinion and Order in WC Docket No. 05-65, SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer Control ("SBC/AT&T Merger Order"), attached please find the declaration of AT&T's Regulatory Compliance Officer attesting that SBC/AT&T has substantially complied with the terms of these conditions in all material respects.

If you have any questions regarding the attached, please contact me at (202) 457-3032.

Sincerely,

A handwritten signature in cursive script that reads "Jacquelyne Flemming".

Attachment

CC: Renee Crittendon (FCC)
Marcus Maher (FCC)
Don Stockdale (FCC)

Celia Nogales (AT&T)
Christopher Heimann (AT&T)
Gary Phillips (AT&T)

ATTORNEY/CLIENT PRIVILEGE
ATTORNEY WORK PRODUCT

Before the
Federal Communications Commission
Washington, DC 20554

In the Matter of

SBC Communications Inc.
and AT&T Corp. Application for
Approval of Transfer of Control

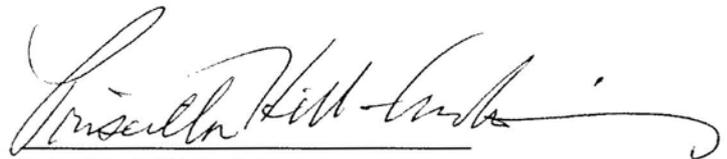
WC Docket No. 05-65

I, Priscilla Hill Ardoin, being of lawful age and duly sworn upon my oath, do hereby state as follows:

1. My name is Priscilla Hill Ardoin. I am Senior Vice-President Regulatory Compliance and Chief Privacy Officer of AT&T Inc. My duties include responsibility for implementing, monitoring, and reporting on AT&T Inc.'s compliance with the merger conditions ("Merger Conditions") set forth in Appendix F of the Commission's Order released November 17, 2005 (FCC No. 05-183) in the above referenced docket ("SBC/AT&T Merger Approval Order").
2. As required by paragraph 213 of the SBC/AT&T Merger Approval Order and Appendix F attached thereto, I hereby certify that AT&T Inc. substantially complied with the terms of the Merger Conditions in all material respects for the annual period beginning on November 18, 2005 (the "Merger Closing Date") and ending on November 18, 2006.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct based on my information and belief.

Executed on December 20, 2006



Priscilla Hill Ardoin
Senior Vice-President Regulatory
Compliance and Chief Privacy Officer
AT&T, Inc.