



Jacquelyne Flemming
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December 10, 2008

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. – Final Compliance 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 Corporate Compliance Officer attesting that SBC/AT&T has substantially complied with the terms of these conditions in all material respects. Per the SBC/AT&T Merger Order, all of the conditions set forth have sunset. The attached is, therefore, AT&T's final certification to be filed in this matter.

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

Sincerely,

A handwritten signature in black ink that reads "Jacquelyne Flemming". The signature is written in a cursive, flowing style.

Attachment

CC: Bill Dever (FCC)
Marcus Maher (FCC)
Don Stockdale (FCC)

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

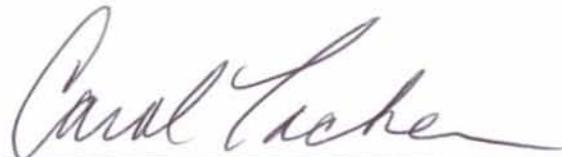
WC Docket No. 05-65

I, Carol Tacker, being of lawful age and duly sworn upon my oath, do hereby state as follows:

1. My name is Carol Tacker. I am Senior Vice President-Compliance for AT&T Inc. ("AT&T"). My duties include responsibility for implementing, monitoring, and reporting on AT&T'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 substantially complied with the terms of the Merger Conditions in all material respects for the annual period beginning on November 18, 2007 and ending on November 18, 2008.

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 8th, 2008



Carol Tacker
Senior Vice President-Compliance
AT&T Inc.