



Jacquelyne Flemming
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February 5, 2009

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

Re: WC Docket No. 06-74, In the Matter of AT&T Inc. and BellSouth Corporation
Application for Transfer of Control – **Annual 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. 06-74, In the Matter of AT&T Inc. and BellSouth Corporation Application for Transfer of Control ("AT&T/BellSouth Merger Order"), attached please find the declaration of AT&T's Corporate Compliance Officer attesting that 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 black ink that reads "Jacquelyne Flemming".

Attachment

CC: Tim Stelzig (FCC)

Before the
Federal Communications Commission
Washington, DC 20554

In the Matter of

AT&T Inc. and BellSouth Corporation.
Application for Transfer of Control

WC Docket No. 06-74

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 to the Commission's March 26, 2007 order in the above-referenced docket, as modified by the Commission's March 26, 2007 Order on Reconsideration. *See Memorandum Opinion and Order, AT&T Inc. and BellSouth Corporation Application for Transfer of Control, FCC 06-189 (rel. Mar. 26, 2007) ("Merger Approval Order"); Order on Reconsideration, AT&T Inc. and BellSouth Corporation Application for Transfer of Control, FCC 07-44 (rel. Mar. 26, 2007) ("Order on Reconsideration").*
2. As required by the last commitment in Appendix F, as well as paragraph 227 of the Merger Approval Order, I hereby certify that AT&T Inc. has substantially complied with all of the commitments set forth in Appendix F, as modified by the Order on Reconsideration, in all material respects for the annual period beginning on December 29, 2007 and ending on December 29, 2008.¹

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 February 4th, 2009



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

¹ The "Repatriation of Jobs to U.S." commitment required AT&T to complete certain actions by December 31, 2008. I certify that these actions were in fact completed by AT&T on or before December 29, 2008.