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February 9, 2010

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 and Chief Compliance Officer 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, 2008 and ending on December 29, 2009.¹

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 05, 2010



Carol Tacker

¹ In March 2009, AT&T informed Commission staff of an incident that occurred during this period which relates to the Merger Conditions but which, in AT&T's view, does not constitute a material instance of non-compliance with the Merger Conditions. Further information concerning this incident is provided in Attachment A hereto.

ATTACHMENT A

Special Access Commitment No. 6

AT&T implemented the rate reductions required by this commitment via tariff amendments that became effective April 5, 2007. In early 2009, during an internal review, AT&T discovered that it inadvertently failed to include one of these reductions – for one rate element in Connecticut Zone 2 – when it modified the tables in its billing system to reflect the April 5, 2007 tariff amendments. As a consequence, AT&T erroneously billed more than the tariffed rate for 51 circuits. The error affected 13 customers. AT&T corrected the error on March 4, 2009, and thereafter issued appropriate credits to all affected customers. The credits to unaffiliated customers totaled approximately \$86,000. AT&T also conducted a review of its billing tables in its entire 22-state in-region territory, and confirmed that it had correctly updated the billing tables in its billing systems to reflect all of the other rate reductions made by the April 5, 2007 tariff amendments.