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FILED/ACCEPTED

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Federal Communications Commission
Office of the Secretary

January 15, 2009

BY EMAIL DELIVERY

Mr. Anthony Dale, Managing Director
Office of the Managing Director
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Request for Refund of Certain Payments Pursuant to True-Up
CC Docket No. 98-141

Dear Mr. Dale:

On March 20, 2003, the Enforcement Bureau released an Order adopting a Consent Decree terminating an investigation into the compliance of SBC Communications, Inc. (“SBC”) with the Merger Conditions under *Applications of Ameritech Corp., Transferor, and SBC Communications, Inc., Transferee, For Consent to Transfer Control of Corporations Holding Commission Licenses and Lines Pursuant to Sections 214 and 310(d) of the Communications Act and Parts 5, 22, 24, 25, 63, 90, 95 and 101 of the Commission’s Rules*, CC Docket No. 98-141, *Memorandum Opinion and Order*, 14 FCC Red 14712 (1999).

Pursuant to the Consent Decree, and the compliance plan attached there, the parties agreed to, among other things, establish a “True Up Process” for performing a true-up of any errors in the calculation of any voluntary payments required under the Performance Plan no later than 90 days after the Effective Date of the Consent Decree. The relevant provisions of the Compliance Plan include:

“3. True-Up Process. SBC will establish a process for performance of true-up of any errors in the calculation of any voluntary payments required under the Performance Plan no later than 90 days after the Effective Date of this Consent Decree. No later than 180 days after the Effective Date of this Consent Decree, SBC will apply its true-up process to any errors for the performance measurement reports filed in the twelve-month period immediately preceding the date of this Consent Decree.

4. Submission to the Enforcement Bureau. SBC will include in its Annual Compliance Report submitted pursuant to Merger Condition XXVI of the *SBC/Ameritech*

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Merger Order, a report on the implementation of the controls and processes set forth in this Compliance Plan.

5. Compliance audit. An assessment of whether the Company has implemented the controls and processes set forth in this Compliance Plan, and performed any necessary true-ups to any voluntary payments as set forth in the True-up Process, will be included in the annual independent audit conducted pursuant to Merger Condition XXVII of the *SBC/Ameritech Merger Order*."

On 9/1/05, SBC filed the 8/29/05 report of its independent auditor, Ernst & Young, pursuant to the SBC/Ameritech merger conditions. In this report and the associated work papers, the auditor concluded a credit was due to SBC for the agreed upon true-up of restatements to previous performance measure plan payments in 2003 and 2004.

Specifically, at page 2 of 2, in the "Conclusion" section, the audit work papers confirmed that:

"The true-ups made for the 2003-2004 performance period appears to be calculated appropriately in accordance with the business rules, performance plan, and merger conditions. E&Y noted no exceptions in performing the above procedures. E&Y concludes that the data calculations and schedules provided by SBC are reasonable. In addition, it is deemed correct based on the data and the information presented that SBC should receive a refund in the amount of \$216,975 for the True-up."

At that time, we communicated with the Enforcement Bureau on this matter and EB agreed that a true-up refund was appropriate. The Enforcement Bureau indicated that they would coordinate with OMD on resolving the refund request and that the request was likely to take some time. A WTS number was not issued on this matter.

For your convenience, we are attaching copies of the March 20, 2003 Order, Consent Decree and Compliance Plan and a copy of the audit work papers as shared with the Enforcement Bureau concluding that a true-up refund was appropriate.

Please contact me if you have any questions or would like to discuss this request further. Thank you very much for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'JM', with a horizontal line extending to the right.

Joan Marsh