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February 9, 2011

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 – Final 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. Per the AT&T/BellSouth 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".

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, 2009 and ending on December 29, 2010.

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 January 31, 2011



Carol Tacker