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June 2, 2006

VIA HAND DELIVERY

Hon. Ron Jones, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Filed Electronically in Docket Office on 06/02/06 @ 3:10pm

Re: *Joint Filing of AT&T Inc. and BellSouth Corporation together with its
Certificated Tennessee Subsidiaries regarding Change of Control of the
Operating Authority of BellSouth Corporation's Tennessee Subsidiaries*
Docket No. 06-00093

Dear Chairman Jones:

Enclosed are the original and four paper copies of Direct Testimony on behalf
of BellSouth and AT&T from the following witnesses:


Marty G. Dickens
James S. Kahan
Christopher Rice
Debra J. Aron, Ph.D.

A copy is being provided to counsel of record.

Very truly yours,



Guy M. Hicks
BellSouth



Jack W. Robinson, Jr.
For AT&T

*by chandee with
w/permission*

CERTIFICATE OF SERVICE

I hereby certify that on June 2, 2006, a copy of the foregoing document was served on the following, via the method indicated:

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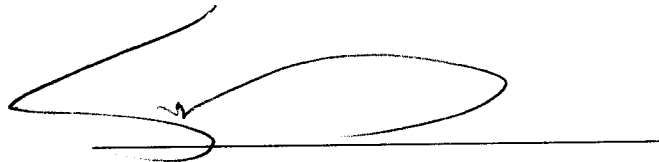
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A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal line.