



TENNESSEE REGULATORY AUTHORITY

460 James Robertson Parkway
Nashville, Tennessee 37243-0505

April 11, 2006

Mr. Guy M. Hicks, Counsel
BellSouth
333 Commerce Street, Suite 2101
Nashville, TN 37201-1800

Mr. Jack W. Robinson, Jr., Counsel
Gullett, Sanford, Robinson & Martin, PLLC
PO Box 198888
Nashville, TN 37219-8888

RE: Docket 06-00093: Joint Filing of AT&T, Inc., BellSouth Corporation, and BellSouth's
Certified Tennessee Subsidiaries Regarding Change of Control

Dear Messrs. Hicks and Robinson, Jr.:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by April 19, 2005, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.
3. Provide the number of customers by class of service that BellSouth and AT&T have in Tennessee.
4. Will all BellSouth customers in Tennessee merge with and into AT&T as a result of the transfer and/or change of control?
5. Explain what are current and future plans for existing BellSouth and AT&T residential and business customers in Tennessee.

Telephone (615) 741-2904, Toll-Free 1-800-342-8359, Facsimile (615) 741-5015
www.state.tn.us/tra

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If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies either by U.S. Mail or express mail. Alternatively, you may send the original and four (4) copies along with an electronic file of the original to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,

A handwritten signature in cursive script that reads "Colleen Edwards". The signature is written in dark ink and is positioned above the printed name and title.

Colleen Edwards, Interim Chief
Competitive Markets & Policy Division

c: Mr. Ron Jones, Chairman
Ms. Sharla Dillon, Docket Room Manager