

LAW OFFICES

GULLETT, SANFORD, ROBINSON & MARTIN, PLLC

GARETH S. ADEN
G. RHEA BUCY
CHRISTOPHER W. CARDWELL
GEORGE V. CRAWFORD, JR.
GEORGE V. CRAWFORD III
A. SCOTT DERRICK
THOMAS H. FORRESTER
MARY TAYLOR GALLAGHER
MARY BETH HAGAN
MARCY S. HARDEE
M. TAYLOR HARRIS, JR.
DAN HASKELL
ANDRA J. HEDRICK
LINDA W. KNIGHT
JOEL M. LEEMAN
ALLEN D. LENTZ
MOLLIE E. MAHAN

STREET ADDRESS:
315 DEADERICK STREET, SUITE 1100
NASHVILLE, TENNESSEE 37238

MAILING ADDRESS:
POST OFFICE BOX 198888
NASHVILLE, TENNESSEE 37219-8888

TELEPHONE (615) 244-4994

FACSIMILE (615) 256-6339

WWW.GSRM.NET

JOSEPH MARTIN, JR.
MARISSA A. MOSES
WM. ROBERT POPE, JR.
JACK W. ROBINSON, JR.
JACK W. ROBINSON, SR.
WESLEY D. TURNER
PHILLIP P. WELTY
MARK H. WESTLAKE

OF COUNSEL
TREVOR W. HOWELL
JOHN D. LENTZ
SULLIVAN F. MARSDEN

B. B. GULLETT
1905-1992
VALERIUS SANFORD
1923-2001

June 20, 2006

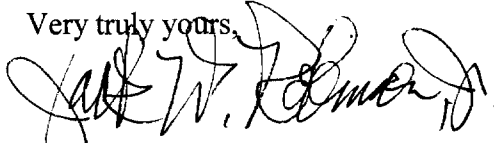
The Honorable Ron Jones, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

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

Dear Chairman Jones:

Enclosed for filing are the original and thirteen copies of a Motion of AT&T, Inc. for David M. Eppsteiner to Appear *Pro Hac Vice* and the Affidavit of David M. Eppsteiner to appear *Pro Hac Vice* before the Tennessee Regulatory Authority. Attached to the Affidavit is the Certificate of Good Standing from the State Bar of Georgia for Mr. Eppsteiner.

Very truly yours,



Jack W. Robinson, Jr.

JWRjr:plw

Enclosures

cc: Timothy C. Phillips, Esq.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

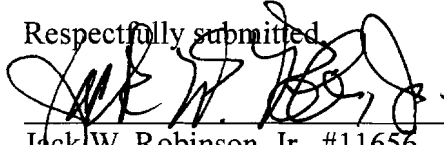
In Re: Joint Filing of AT&T Inc. and BellSouth)	
Corporation together with its Certificated)	
Tennessee Subsidiaries, regarding Change)	Docket No. 06-00093
of Control of the Operating Authority of)	
BellSouth Corporation's Tennessee)	
Subsidiaries)	

MOTION OF AT&T INC.
FOR DAVID M. EPPSTEINER TO APPEAR PRO HAC VICE

Pursuant to Rule 19 of the Tennessee Supreme Court and TRA Rule 1220-1-2-.04(7), AT&T Inc. moves that David M. Eppsteiner be allowed to represent it and appear on its behalf before the Tennessee Regulatory Authority in the above-titled proceeding. The Affidavit of David M. Eppsteiner, as required by Rule 19, is filed herewith.

Jack W. Robinson, Jr. of the firm of Gullett, Sanford, Robinson & Martin, PLLC, who is licensed to practice law in Tennessee, is in good standing, is admitted to practice before the Supreme Court of Tennessee, and who resides and maintains a law office in Nashville, Tennessee, is likewise representing AT&T in this proceeding and consents to the association of David M. Eppsteiner in representing AT&T herein.

Respectfully submitted,



Jack W. Robinson, Jr., #11656
GULLETT, SANFORD, ROBINSON & MARTIN, PLLC
Suite 1100
315 Deaderick Street
P. O. Box 198888
Nashville, Tennessee 37219-8888
(615) 244-4994
jrobinsonjr@gsrcm.com

CERTIFICATE OF SERVICE

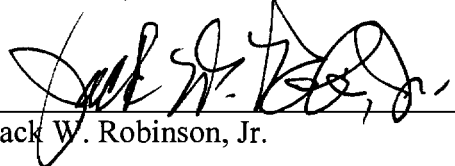
I hereby certify that a copy of the foregoing Motion, the supporting Affidavit of David M. Eppsteiner, and Certificate of Good Standing was served via email and first class United States mail, postage prepaid, on the following persons on this 20th day of June, 2006:

Donald Scholes, Esq.
Branstetter, Stranch & Jennings, PLLC
Fourth Floor
227 Second Avenue North
Nashville, TN 37201-1631

H. LaDon Baltimore, Esq.
Farrar & Bates
211 Seventh Ave., North
Suite 420
Nashville, TN 37219-1823

Charles B. Welch, Esq.
Farris, Mathews, Branan, Bobango and
Hellen & Dunlap, PLC
618 Church Street, Suite 300
Nashville, TN 37219

Guy Hicks, Esq.
Joelle Phillips, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-8888



Jack W. Robinson, Jr.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee**

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

**AFFIDAVIT OF DAVID M. EPPSTEINER TO APPEAR *PRO HAC VICE*
BEFORE THE TENNESSEE REGULATORY AUTHORITY**

STATE OF GEORGIA)

COUNTY OF FULTON)

Affiant, David M. Eppsteiner, being first duly sworn, petitions the Tennessee Regulatory Authority ("TRA") pursuant to Rule 19 of the Rules of the Tennessee Supreme Court and TRA Rule 1220-1-2-.04(7), for permission to appear in the above-styled proceeding as co-counsel for AT&T Inc., and hereby states and swears as follows:

1. My full name is David Mark Eppsteiner.
2. My residence address is 3212 Powers Ford, S.E., Marietta, Georgia 30067-5189.
3. I am currently employed as an in-house lawyer with AT&T and my office address is , Suite 400, 1230 Peachtree Street, N.E., Atlanta, Georgia 30309.
4. I am petitioning the TRA to represent AT&T Inc. in the above-styled proceeding only.
5. I am currently licensed, in good standing, and admitted to practice law in Georgia,

and was first admitted to practice there on March 24, 2006. I have been continuously licensed, in good standing, to practice in Georgia since that date, and am admitted to practice before the court of last resort there. My registration number there is 143040. Georgia is now the jurisdiction in which I principally practice law.

6. I am currently licensed, in good standing, and admitted to practice law in the District of Columbia, and was first admitted to practice there on December 13, 1982. I have been continuously licensed, in good standing, to practice law in the District of Columbia since that date, and am admitted to practice before the court of last resort there. My registration number there is 366901.

7. I have also been admitted to practice in the United States Court of Appeals for the District of Columbia Circuit and was first admitted there on April 28, 1988. Further, I have also been admitted to practice in the United States District Court for the District of Columbia and was first admitted there on August 3, 1987.

8. I am in good standing in all jurisdictions in which I am licensed to practice law and am not currently, nor have ever been, licensed to practice in any jurisdictions other than the District of Columbia and Georgia.

9. I have not been admitted or sought to be admitted *pro hac vice* in any trial or appellate court of Tennessee within the preceding three (3) years.

10. I have never been denied admission *pro hac vice* or had an admission *pro hac vice* revoked by any court in any jurisdiction.

11. I have never been disciplined or sanctioned by the Board of Professional Responsibility of the Supreme Court of Tennessee (the "Board"), by any similar lawyer

disciplinary agency in any jurisdiction, or by any similar lawyer disciplinary authority.

12. There is no disciplinary action or investigation of my conduct pending before the Board, before any similar lawyer disciplinary agency in any jurisdiction, or before any similar lawyer disciplinary authority.

13. I am familiar with the Tennessee Rules of Professional Conduct (the “Rules”) and the rules governing the proceedings of the TRA.

14. I hereby consent to the disciplinary jurisdiction of the Board and the courts of Tennessee in any matter arising out of my conduct in this proceeding and agree to be bound by the Rules and any other rules of conduct applicable to lawyers generally admitted in Tennessee.

15. I am associated in my representation of AT&T in this proceeding with Jack W. Robinson, Jr., who is a lawyer licensed to practice law in Tennessee, in good standing, and admitted to practice law before the Supreme Court of Tennessee, and who resides and maintains a law office in Nashville, Tennessee. His Board registration number is 11656. His office address and telephone number are:

Jack W. Robinson, Jr.
GULLETT, SANFORD, ROBINSON & MARTIN, PLLC
Suite 1100
315 Deaderick Street
P.O. Box 198888
Nashville, Tennessee 37219-8888
(615) 244-4994

16. I have paid all fees required by Rule 19 in connection with the Motion for Admission *Pro Hac Vice*.

17. The Motion for Admission *Pro Hac Vice*, this Affidavit, and all associated papers, have been served upon all counsel of record in the above-styled proceeding.

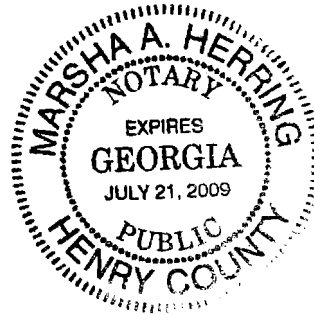
David M. Epstein

DAVID M. EPPSTEINER

Sworn to and subscribed before me
this 15th day of June, 2006.

Marsha A. Herring
Notary Public

My Commission Expires: July 21, 2009





Mr. David Mark Eppsteiner
AT & T
1230 Peachtree Street, N.E.
Atlanta, GA 30309-3574

CURRENT STATUS: Active Member-Good Standing

DATE OF ADMISSION TO PRACTICE: 03/24/2006

Attorney Bar Number: 143040

Today's Date: June 15, 2006

Listed below are the disciplinary actions, if any, which have been taken against this member:

State Disciplinary Board Docket #	Supreme Court Docket #	Disposition
NA	NA	N/A

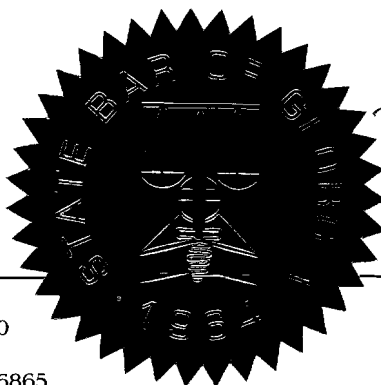
The prerequisites for practicing law in the State of Georgia are as follows:

- Must be certified by the Office of Bar Admissions, either by Exam, or on Motion (Reciprocity).
- Sworn in to the Superior Court in Georgia, which is the highest court needed for individuals to practice law in the State of Georgia.
- Enrolled with the State Bar of Georgia, which is an arm of the Supreme Court of Georgia.

Attorneys licensed in Georgia and whose membership is current are eligible to practice law in Superior Court. Attorneys may, upon application, apply for admission to the Supreme, District and State Court of Appeals.

Under the privacy/confidentiality provision of the Bar Rule 4-221(d), any complaint against a member resolved prior to the filing and docketing of a disciplinary case in the Supreme Court is not a matter of public record, and may not be revealed without a waiver from the member. It is the policy of the State Bar of Georgia to answer any inquiry about a member by disclosing only those complaints that have been docketed in the Supreme Court. With respect to matters that are currently pending as active, undocketed cases, when an inquiry is received, the State Bar of Georgia shall not disclose the existence of those complaints. Such non-disclosure should not be construed to confirm the existence of confidential complaints since the vast majority of members in good standing are not the subjects of such confidential complaints.

This member is currently in "good standing" as termed and defined by **State Bar Rule 1-204**. The member is current in license fees and is not suspended or disbarred as of the date of this letter.



STATE BAR OF GEORGIA

Loni Peterson

Official Representative of State Bar of Georgia

HEADQUARTERS

104 Marietta Street, Suite 100
Atlanta, Georgia 30303
(404) 527-8700 ■ (800) 334-6865
FAX (404) 527-8717
www.gabar.org

SOUTH GEORGIA

244 E. Second Street (Zip 31794)
P.O. Box 1390
Tifton, Georgia 31793-1390
(229) 387-0446 ■ (800) 330-0446
FAX (229) 382-7435