

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

June 27, 2006

IN RE:

**JOINT FILING OF AT&T INC. AND BELL SOUTH
CORPORATION TOGETHER WITH ITS
CERTIFICATED TENNESSEE SUBSIDIARIES
REGARDING CHANGE OF CONTROL OF THE
OPERATING AUTHORITY OF BELL SOUTH
CORPORATION'S TENNESSEE SUBSIDIARIES**

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**AGREED ORDER PERMITTING QUESTIONS FROM
THE AUTHORITY STAFF DURING THE HEARING**

This matter came before the Hearing Officer for a telephonic Pre-Hearing Status Conference on June 26, 2006, and with all of the parties participating through counsel, it was agreed by the parties to permit the limited participation of the Authority Staff at the Hearing scheduled for June 28, 2006. The parties agree that the Authority Staff will be permitted to ask questions of witnesses during the Hearing. It is understood by the Parties that the Authority Staff will not become or be deemed a Party by its participation during the Hearing.

After discussion with the Parties and a review of the record in this matter, the Hearing Officer finds and concludes that:

1. There are technical issues in this proceeding causing the Authority to benefit from the participation of the Authority Staff in the Hearing;
2. To the extent that the Authority Staff refrains from questioning which tends to suggest the espousal of one Party's position over the other, the participation of the Authority Staff does not remove them from the role of advisor;

3. The participation in the questioning of witnesses by the Authority Staff does not create an inference that the Authority Staff has become a Party to this proceeding; and


4. The Authority Staff's questions of a witness will follow the Parties' direct and cross-examination of a witness and will precede re-direct examination of a witness.

IT IS THEREFORE ORDERED THAT:

1. Members of the Authority Staff of the Tennessee Regulatory Authority shall be allowed to pose questions directly to the witnesses in this case proceeding;

2. Questions from the Authority Staff will follow the Parties' direct and cross-examination of a witness and will precede re-direct examination of a witness; and

3. The Parties have agreed that presenting questions does not remove the Authority Staff from its role as advisors, and in no way creates the inference that the Authority Staff has become a Party to the proceeding or has acted outside of its purely advisory capacity.


J. Richard Collier
Hearing Officer