

BellSouth Telecommunications, Inc.

333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

April 18, 2006

VIA HAND DELIVERY

Filed electronically in Docket Office on 04/18/06

Hon. 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
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 copies of the joint response of AT&T and BellSouth to the Staff's First Data Requests. AT&T's response to Item No. 3 contains proprietary information and will be filed upon entry of a Protective Order in this docket.

A copy is being provided to counsel of record.

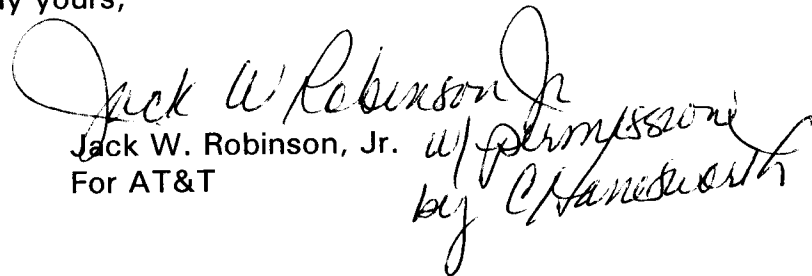
Very truly yours,



Guy M. Hicks
BellSouth

GMH:ch

Courtesy Copy: Timothy Phillips, Esquire



Jack W. Robinson, Jr.
For AT&T

*w/permission
by CHanSouth*

TRA 1-1 Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

Response:

Yes. AT&T and BellSouth have filed requests for approval of the transaction in the following states: Arizona, Delaware, Florida, Hawaii, Kentucky, Louisiana, Minnesota, Mississippi, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Utah, Vermont, West Virginia, and Wyoming.

AT&T and BellSouth have provided notice of the transaction in the following states: Alabama, Connecticut, Georgia, Idaho, Maryland, Missouri, Montana, Nebraska, Nevada, Oregon, Rhode Island, South Carolina, South Dakota, and Washington.

TRA 1-2 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.

Response:

Yes. On March 31, 2006, AT&T Inc. and BellSouth Corporation jointly filed applications with the Federal Communications Commission ("FCC") seeking FCC approval of the proposed transfer of control of licenses and authorizations held by BellSouth Corporation and its subsidiaries to AT&T Inc. These applications were accompanied by a lengthy public interest statement and supporting declarations detailing the public interest benefits of the transaction. The FCC has an internal 180-day deadline to complete action on assignment and transfer of control applications, starting from the date the FCC issues a public notice soliciting comments on the proposed transaction.

On March 31, 2006, AT&T Inc. and BellSouth Corporation also provided notification of the planned transaction to the Department of Justice and the Federal Trade Commission pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976. That notification triggered a 30-day waiting period during which the parties may not complete the transaction. The 30-day waiting period will be extended if, as is common in transactions of this size, either agency seeks additional information from the parties.

I/M/O Joint Filing of
AT&T Inc. and BellSouth Corporation
TRA Docket No. 06-00093
TRA Data Requests No. 1
Respondent: AT&T, BellSouth

TRA 1-3 Provide the number of customers by class of service that BellSouth and AT&T have in Tennessee.

Response:

Some information provided below is based on lines rather than customers because BellSouth and AT&T operating subsidiaries maintain their records based on lines rather than customers.

For BellSouth:

As of December 31, 2005, BellSouth Telecommunications Inc. served 1,498,033 residential retail access lines and 581,676 business retail access lines in Tennessee.

For AT&T:

AT&T's response contains proprietary information and will be submitted as soon as a Protective Order has been entered in this docket.

TRA 1-4 Will all BellSouth customers in Tennessee merge with and into AT&T as a result of the transfer and/or change of control?

Response:

No. This merger will occur solely at the holding company level. Following the merger closing, BellSouth Corporation will become a wholly owned, first-tier subsidiary of AT&T Inc. BellSouth customers in Tennessee are served by two wholly owned subsidiaries of BellSouth Corporation: BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. The merger will not result in any change in the ownership structure of either of those operating subsidiaries. Hence, the merger will be transparent and seamless for the customers of BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. Those customers will experience no service disruption or switching fees as a result of the transaction.

TRA 1-5 Explain what are current and future plans for existing BellSouth and AT&T residential and business customers in Tennessee.

Response:

Because this merger is occurring at the holding company level, immediately following the merger closing, the current plan is that existing BellSouth and AT&T residential and business customers in Tennessee will continue to receive service from the same companies that provided them service prior to the merger. At this time, the parties do not have any future plans for existing BellSouth and AT&T residential and business customers in Tennessee other than to continue providing them high quality services at reasonable rates. By way of further response, the parties refer to pages 6-10 and 13-14 of their Joint Filing (Mar. 31, 2006), which describes the benefits of the merger to residential and business customers in Tennessee.*

* Please see the cautionary language regarding forward-looking statements attached as Exhibit A.

CERTIFICATE OF SERVICE

I hereby certify that on April 18, 2006, a copy of the foregoing document was served on the following, via the method indicated:

- ☐ Hand
- ☐ Mail
- ☐ Facsimile
- ☐ Overnight
- ☒ Electronic

H. LaDon Baltimore, Esquire
Farrar & Bates
211 Seventh Ave. N, # 320
Nashville, TN 37219-1823
Don.baltimore@farrar-bates.com

- ☐ Hand
- ☐ Mail
- ☐ Facsimile
- ☐ Overnight
- ☒ Electronic

Charles B. Welch, Esquire
Farris, Mathews, et al.
618 Church St., #300
Nashville, TN 37219
cwelch@farrismathews.com

