

**BellSouth Telecommunications, Inc.**

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April 19, 2006

VIA HAND DELIVERY

Filed Electronically in Docket Office on 04/19/06

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

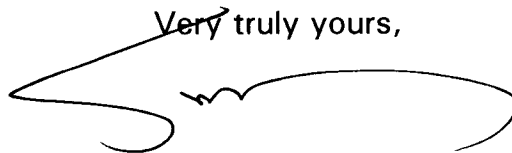
Re: *Joint Filing of AT&T Inc. and BellSouth Corporation together with its  
Certificated Tennessee Subsidiaries regarding Change of Control of the  
Operating Authority of BellSouth Corporation's Tennessee Subsidiaries*  
Docket No. 06-00093

Dear Chairman Jones:

Enclosed are the original and four copies of Exhibit A to Item No. 5 of the joint response of AT&T and BellSouth to the Staff's first data request. Exhibit A was inadvertently omitted from the filing of April 18, 2006. We apologize for any inconvenience.

A copy is being provided to counsel of record.

Very truly yours,



Guy M. Hicks

GMH:ch

Courtesy copy: Timothy Phillips, Esquire

## **EXHIBIT A**

### **Cautionary Language Concerning Forward-Looking Statements**

We have included or incorporated by reference in this document financial estimates and other forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These estimates and statements are subject to risks and uncertainties, and actual results might differ materially from these estimates and statements. Such estimates and statements include, but are not limited to, statements about the benefits of the merger, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of the management of AT&T Inc. and BellSouth Corporation and are subject to significant risks and uncertainties and outside of our control.

Readers are cautioned that the following important factors, in addition to those discussed in this statement and elsewhere in the proxy statement/prospectus to be filed by AT&T with the SEC, and in the documents incorporated by reference in such proxy statement/prospectus, could affect the future results of AT&T and BellSouth or the prospects for the merger: (1) the ability to obtain governmental approvals of the merger on the proposed terms and schedule; (2) the failure of BellSouth shareholders to approve the merger; (3) the risks that the businesses of AT&T and BellSouth will not be integrated successfully; (4) the risks that the cost savings and any other synergies from the merger may not be fully realized or may take longer to realize than expected; (5) disruption from the merger making it more difficult to maintain relationships with customers, employees or suppliers; (6) competition and its effect on pricing, costs, spending, third-party relationships and revenues; (7) the risk that any savings and other synergies relating to the resulting sole ownership of Cingular Wireless LLC may not be fully realized or may take longer to realize than expected; (8) final outcomes of various state and federal regulatory proceedings and changes in existing state, federal or foreign laws and regulations and/or enactment of additional regulatory laws and regulations; (9) risks inherent in international operations, including exposure to fluctuations in foreign currency exchange rates and political risk; (10) the impact of new technologies; (11) changes in general economic and market conditions; and (12) changes in the regulatory environment in which AT&T and BellSouth operate. Additional factors that may affect future results are contained in AT&T's, BellSouth's, and Cingular Wireless LLC's filings with the Securities and Exchange Commission ("SEC"), which are available at the SEC's website (<http://www.sec.gov>). Neither AT&T nor BellSouth is under any obligation, and expressly disclaim any obligation, to update, alter or otherwise revise any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

This document may contain certain non-GAAP financial measures. Reconciliations between the non-GAAP financial measures and the GAAP financial measures are available on the company's website at [www.sbc.com/investor\\_relations](http://www.sbc.com/investor_relations).

## CERTIFICATE OF SERVICE

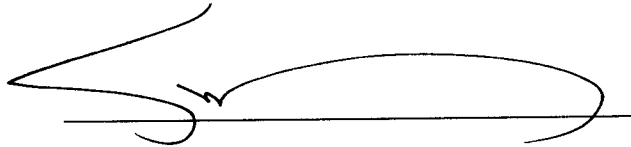
I hereby certify that on April 19, 2006, a copy of the foregoing document was served on the following, via the method indicated:

☐ Hand  
☐ Mail  
☐ Facsimile  
☐ Overnight  
☒ Electronic

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☐ Mail  
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A handwritten signature in black ink, appearing to read 'Charles B. Welch', is written over a horizontal line.