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2006 MAY -1 PM 3:58

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May 1, 2006

Ron Jones, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Via Hand Delivery

Attention: Sharla Dillon

Re: In Re: Joint Filing of AT&T Inc. and BellSouth Corp. Regarding Change of
Control of BellSouth Corporation's Tennessee Subsidiaries

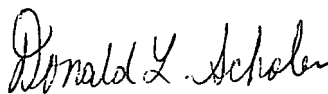
Docket No. 06-00093

Dear Chairman Jones:

I have enclosed for filing an original and fourteen copies of the Petition of
Communication Workers of America, AFL-CIO for Leave to Intervene in the above-styled case
and a check for \$25.00 for the filing fee.

I have enclosed an extra copy of the Petition which I would appreciate your returning to
me stamped filed. Thank you for your assistance in this matter.

Sincerely yours,



DONALD L. SCHOLLES

Enclosures

c: Guy Hicks
Charles B. Welch, Jr.
Jack W. Robinson, Jr.
Susan Berlin
Timothy Phillips
H. LaDon Baltimore

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

**IN RE: JOINT FILING OF AT&T INC. AND BELLSOUTH CORP.
REGARDING CHANGE OF CONTROL OF BELLSOUTH
CORPORATION'S TENNESSEE SUBSIDIARIES**

DOCKET NO. 06-00093

**PETITION OF COMMUNICATIONS WORKERS OF AMERICA, AFL-CIO
FOR LEAVE TO INTERVENE**

Pursuant to T.C.A. § 4-5-310(a) and T.C.A. § 65-2-107, Communications Workers of America, AFL-CIO (CWA) hereby petitions the Authority for leave to intervene in the above-captioned proceeding. In support of this Petition, CWA states as follows:

1. CWA is the authorized collective bargaining agent for more than 3,500 BellSouth employees in Tennessee. CWA represents more than 7,300 employees in Tennessee. CWA represents more than 97,000 employees at AT&T and more than 42,000 employees at BellSouth.
2. Many of CWA's members are also customers of AT&T and BellSouth in Tennessee.
3. CWA desires to participate in this proceeding to ensure that the interests of its members, as employees and customers of AT&T and BellSouth are fully protected and represented in this matter.
4. No other party to this proceeding represents the interests of CWA and its members.
5. CWA submits that there are numerous aspects of this transaction that should be fully investigated by the Authority, including but not limited to: the impact of the transaction on the employees of AT&T including any changes in employment levels, pension and other post-

retirement benefits (and the assets necessary to ensure the provision of those benefits), and other potential employment-related impacts; methods to ensure that the transaction does not adversely affect the quality and reliability of service received by customers; and such matters as may arise as more information is provided about the proposed transaction.

6. CWA intends to participate actively in this proceeding on these and such other matters that affects its interests. Such participation may include conducting discovery, presenting testimony, cross-examining witnesses, and filing briefs and other pleadings.

7. CWA, as the representative of the workers of BellSouth and AT&T, shares a common interest with the public and other parties in the quality of service, economy, safety and business viability of the proposed merger of BellSouth and AT&T. CWA brings to these proceedings particular expertise arising from actual involvement in all operational aspects of AT&T and BellSouth and can make a valuable contribution to the understanding, clarification and development of issues that fall within the Authority's regulatory authority.

8. All notices, pleadings, orders, documents and the like in this proceeding should be provided to:

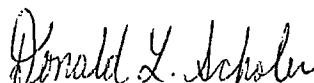
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dscholes@branstetterlaw.com

and

Debbie Goldman
CWA
501 Third St. N.W.
Washington, D.C. 20001
202-434-1194 phone
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dgoldman@cwa-union.org

Based on the foregoing considerations, Petitioner requests the Authority to grant this request for intervention.

Respectfully submitted,



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Nashville, TN 37219
615-254-8801

*Attorney for Communications Workers of America,
AFL-CIO*

Certificate of Service

I hereby certify that a true and exact copy of the Petition of Communication Workers of America, AFL-CIO for Leave to Intervene has been mailed first class, postage prepaid, on this 1st day of May, 2006 to the following:

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

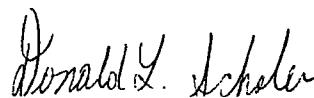
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A handwritten signature in black ink, reading "Donald L. Scholes". The signature is written in a cursive style with a large initial "D".

Donald L. Scholes