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Via Electronic Filing

June 2, 2006

Beth A. O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, Kentucky 40602-0615

Re: *In the Matter of: Joint Application For Approval Of The Indirect Transfer Of Control Relating To the Merger of AT&T Inc. and BellSouth Corporation, Case No. 2006-00136*

Dear Ms. O'Donnell:

Consistent with the current practice before the Commission, counsel for the Joint Applicants have discussed and received agreement from counsel for the various Intervenors (except for counsel for South East Telephone who has not responded to inquiries regarding this letter) regarding certain procedural issues related to the conduct of this proceeding which are identified below. The Joint Applicants identified these issues in an effort to ensure the orderly conduct of the June 7, 2006 Hearing in this matter.

The parties agree that Intervenor Prefiled Testimony due today June 2, 2006 will be electronically served today to ensure receipt by all parties.

The parties agree that any Motions for Admission *Pro Hac Vice* will be made at the beginning of the Hearing along with any preliminary matters.

The parties understand that Commission practice does not permit and the parties do not intend to offer either Opening Statements or Closing Arguments.

The parties agree that witnesses will not give summaries of their Prefiled Testimony.

The parties agree that the Joint Applicants may give live Rebuttal Testimony, if necessary, after all witnesses have been presented by the Intervenors.

Those parties which have received Confidential Information agree that every effort will be made to provide adequate oral notice of an intent to refer to Confidential Information during the Hearing. The parties further agree to provide such notice at the beginning or end of a given examination, to the extent possible. The parties make these agreements in order to allow the parties to identify those individuals in the Hearing Room who have not executed Protective Agreements or Certificates related thereto, to allow for the minimum disruption of those

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individuals and the conduct of the Hearing and to allow for appropriate arrangements to be made in the Commission's WebCast of the Hearing.

Those parties with an obligation to provide reasonable advance written notice to the Disclosing Party of an intent to use Confidential Information at the Hearing pursuant to executed Protective Agreements agree to do so no later than the close of business on Monday, June 5, 2006.

The Joint Applicants advise that, pursuant to Paragraph No. 8 of the Commission's April 12, 2006 Procedural Schedule, they have requested the production of an expedited transcript from the Court Reporter transcribing the Hearing.

The attached certification certifies that this letter was filed electronically today and served by email on parties of record. Parties of record can access the letter at the Commission's Electronic Filing Center located at <http://psc.ky.gov/efs/efsmain.apx>.

Please do not hesitate to contact me if you or your staff have any questions regarding these issues or would like to discuss them in more detail.

Sincerely,

/s/ _____
Holland N. McTyeire, V

cc: Parties of Record

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CERTIFICATION FOR 2006-00136

I hereby certify that the electronic version of this filing made with the Commission this 2nd day of June 2006 is a true and accurate copy of the documents filed herewith in paper form on June 2, 2006, and the electronic version of the filing has been transmitted to the Commission. An electronic copy of the Read1st document has been served electronically on parties.

/s/ _____
Creighton E. Mershon, Sr.

ELECTRONIC SERVICE LIST - KPSC 2006-00136

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