PRIDDY, CUTLER, MILLER & MEADE PLLC

ALTON D. PRIDDY [+]
IRWIN H. CUTLER, JR.
MARK L. MILLER
SCOTT M. MILLER [++]
DON C. MEADE

PETER J. NAAKE
MARY W. SHARP
EVERETT C. HOFFMAN [+++]
THOMAS J. SCHULZ
MARSHALL B. HARDY, JR., OF COUNSEL

[+] ADMITTED IN INDIANA
[++] ADMITTED IN COLORADO & PENNSYLVANIA
[+++] ADMITTED IN CALIFORNIA

April 19, 2006

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PUBLIC SERVICE
COMMISSION

Ms. Beth A. O'Donnell
Public Service Commission
211 Sower Blvd.
P. O. Box 615
Frankfort, KY 40602-0615

Re: Case No. 2006-00136
      **Joint Application for Approval of the Indirect Transfer of Control Relating to
      the Merger of AT&T, Inc. and BellSouth Corporation**

Dear Ms. O'Donnell:

Enclosed find an original and 10 copies of CWA's Motion to Intervene.

Respectfully,

Don Meade

DM/sks

800 REPUBLIC BUILDING • 429 WEST MUHAMMAD ALI • LOUISVILLE, KY 40202 • PHONE: 502.587.8600 • TOLL FREE: 800.288.3592 • FAX: 502.569.2744
SUBURBAN OFFICE • 3103 FERN VALLEY ROAD • LOUISVILLE, KY 40213
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973M

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

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

MOTION OF
COMMUNICATION WORKERS OF AMERICA
FOR FULL INTERVENOR STATUS

Comes the Communication Workers of America (CWA), and moves for full intervenor status in this action pursuant to 807 KAR 5:001(8). As grounds for the motion, CWA states as follows:

1. CWA is the authorized collective bargaining representative of 2,084 employees of BellSouth in Kentucky, as well as representing 42,462 employees with BellSouth in the region. CWA also represents 97,087 employees with AT&T.

2. Many of CWA's members who are employees of BellSouth are also customers of BellSouth.

3. CWA desires to participate in this proceeding to ensure that the interests of its members, as employees and customers of 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 Commission, including but not limited to the impact of the transaction on the employees of BellSouth 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.

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

7. The CWA, as the representative of the workers of BellSouth 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. The CWA brings to these proceedings particular expertise arising from actual involvement in all operational aspects of BellSouth and can make a valuable contribution to the understanding, clarification and development of issues that fall within the Commission's regulatory authority.

CWA respectfully moves the PSC to grant it full intervenor status.

Respectfully submitted,

PRIDDY, CUTLER, MILLER & MEADE

Don Meade
800 Republic Bldg.
429 W. Muhammad Ali Blvd.
Louisville, KY 40202
(502) 587-8600
Counsel for:
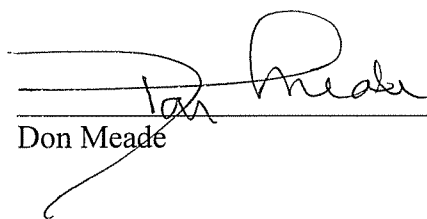Communications Workers of America

CERTIFICATE OF SERVICE AND FILING

I hereby certify that an original and 10 copies of this Motion to Intervene were filed this 19th day of April, 2006, by mailing same to Beth O'Donnell, Executive Director, Public Service Commission, 211 Sower Blvd., Frankfort, KY 40601; and a copy of same served by first class mail, postage prepaid, on the following:

Dennis Howard III
Office of Attorney General
1024 Capital Center Dr., Ste. 200
Frankfort, KY 40601-8204
dennis.howard@ag.ky.gov

Holland N. McTyeire, V
Greenbaum, Doll & McDonald
3500 National City Tower
Louisville, KY 40202
hnm@gdm.com

Cheryl Winn
601 W. Chestnut Street, Rom 407
Louisville, KY 40203
Cheryl.winn@bellsouth.com

Don Meade

cc: Debbie Goldman