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April 14, 2006

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VIA ECFS

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Applications for Consent to the Transfer of BellSouth Corporation
to AT&T Inc., WC Docket No. 06-74, File Nos. SCL-T/C-
20060331-00003, ITC-T/C-20060406-00226

Dear Ms. Dortch:

BellSouth Corporation (“BellSouth”), by counsel, hereby submits additional information to update the above-referenced applications (“Applications”), pursuant to Section 1.65 of the Commission’s rules.¹ Specifically, this letter advises the Commission that BellSouth’s wholly owned subsidiary, BellSouth Long Distance, Inc., (“BSLD”) holds a Class B license issued by the Canadian Radio-television and Telecommunications Commission for the provision of international telecommunications services in Canada on a resale basis. Therefore, BSLD is a “foreign carrier” in Canada, as that term is defined in Section 63.09 of the FCC’s rules.² A description of this foreign carrier affiliation was inadvertently omitted from the Applications.

This additional information specifically affects the Description of Transaction, Public Interest Showing and Related Demonstration (submitted via ECFS in Docket No. 06-74) (“Public Interest Statement”), the application to transfer control of BellSouth’s cable landing licenses (SCL-T/C-20060331-00003) (“Cable Landing License Application”), and the lead international Section 214 application (ITC-T/C-20060406-00226) (“Lead International Section 214 Application”).³ The changes are described below.

¹ 47 C.F.R. § 1.65.

² See 47 C.F.R. § 63.09.

³ The other international Section 214 applications filed in conjunction with the BellSouth-AT&T merger incorporate Attachments 1 and 2 of the Lead International Section 214 Application by reference. As described below, only Attachment 1 of the Lead International Section 214 Application is affected by the additional information provided in this letter.

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- The first two sentences in the first paragraph of Section VI.E (page 110) of the Public Interest Statement should be replaced with the following (revised text in *italics*):

The merger will not reduce competition in international telecommunications traffic or otherwise adversely affect that already competitive segment of the telecommunications industry. *BellSouth's wholly owned subsidiary, BellSouth Long Distance, Inc., ("BSLD") holds a Class B license issued by the Canadian Radio-television and Telecommunications Commission for the provision of international telecommunications services in Canada on a resale basis. Apart from its interest in BSLD, which provides a minimal amount of services on the U.S.-Canada route, BellSouth has no other holdings in foreign carriers.³⁸² BellSouth does not hold an equity interest in any satellite provider, and its international facilities are limited to small equity interests in two international submarine cables and an IRU in 12 miles of a third submarine cable.³⁸³*

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- The following paragraph should be added to the Cable Landing License Application:

- At the end of Section I.(8)(i) (page 9):

In addition, BSLD holds a Class B license issued by the Canadian Radio-television and Telecommunications Commission for the provision of international telecommunications services in Canada on a resale basis. Therefore, BSLD is a “foreign carrier” in Canada, as that term is defined in Section 63.09 of the FCC’s rules, 47 C.F.R. § 63.09.

- The following paragraph should be added to Attachment 1 of the Lead International Section 214 Application:

- At the end of the Answer to Question 14 – Section 63.18(i) (page 5):

In addition, BellSouth Long Distance, Inc. (“BSLD”) holds a Class B license issued by the Canadian Radio-television and Telecommunications Commission for the provision of international telecommunications services in Canada on a resale basis. Therefore, BSLD is a “foreign carrier” in Canada, as that term is defined in Section 63.09 of the FCC’s rules, 47 C.F.R. § 63.09.

Per discussions with the International Bureau, BellSouth is enclosing a corrected Attachment 1 to the Lead International Section 214 Application for uploading to the International Bureau Filing System.

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Please contact the undersigned counsel with any questions.

Respectfully submitted,

/s/

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cc (via first class U.S. mail):

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