

**GALLAGHER & KENNEDY**

P.A.

LAW OFFICES

**MICHAEL M. GRANT**  
DIRECT DIAL: (602) 530-8291  
E-MAIL: MMG@GKNET.COM



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2009 JUN 30 P 3: 39

2575 EAST CAMELBACK ROAD  
PHOENIX, ARIZONA 85016-9225  
PHONE: (602) 530-8000  
FAX: (602) 530-8500  
WWW.GKNET.COM

June 30, 2009

ARIZONA CORPORATION COMMISSION  
DOCKET CONTROL

**HAND DELIVERED**

Docket Control  
Arizona Corporation Commission  
1200 W. Washington St.  
Phoenix, AZ 85007

Arizona Corporation Commission  
**DOCKETED**

JUN 30 2009

DOCKETED BY

Re: *Joint Application of AT&T Inc., Verizon Wireless and AllTel Southwest  
Concerning the Transfer of Certain Wireless Assets (the "Application");  
Docket Nos. T-20598A-09-0262, T-03887A-09-0262, T-02428A-09-0262,  
T-03016A-09-0262 and T-03346A-09-0262*

Dear Sir or Madam:

On May 26, 2009, AT&T Inc. jointly filed the Application, in its case, pursuant to A.A.C. R14-2-801, *et seq.*, requesting either a limited waiver of or approval of the transaction under the Affiliated Interest Rules. R14-2-802.A provides that the rules are "applicable to all Class A investor-owned utilities" and, therefore, the Application was filed in relation to AT&T's three Class A Arizona Operating Subsidiaries, i.e., AT&T Long Distance, AT&T Mountain States and TCG Phoenix. (Application, ¶ 2.)

As a point of factual clarification, AT&T Inc. is also the holding company parent, through intermediate subsidiaries, of SNET America, Inc. and BellSouth Long Distance, which also hold Certificates of Convenience and Necessity in Docket Nos. T-03116A and T-03287A, respectively. However, neither SNET America nor BellSouth Long Distance are Class A utilities and, for that reason, the Application was not filed in relation to either of those subsidiaries.

Very truly yours,

GALLAGHER & KENNEDY, P.A.

By:

Michael M. Grant

MMG/plp  
17840-18/2131751

cc: Lori Morrison, Utilities Division (delivered)

**Original and 13 copies** filed with Docket Control this 30<sup>th</sup> day of June, 2009.