
BELLSOUTH

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Beth Salak, Director
Competitive Markets and Enforcement
Attn: Tariff Section
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

Dear Ms. Salak:

Pursuant to BellSouth's March 10, 2006 and May 11, 2006 letters regarding mixed bundles and non-mixed bundle promotions, the DIRECTV® Bundle promotion is extended to 12/31/2007.

PROMOTION SPECIFICS:

This promotion provides BellSouth Competitive Acquisition and existing Bundle customers a DIRECTV® discount.

Services included in this promotion are:

- The Complete Choice family of services
 - The Area Plus family of services
 - DIRECTV® service
 - BellSouth Long Distance service
 - BellSouth Internet service
 - Cingular® Wireless service
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- The BellSouth component (\$2/5/10 bundle savings strategy) enables Competitive Acquisition & existing Bundle customers to save the applicable amount every month as long as their bundle is intact.
 - The consumer offer will have two components: one from DIRECTV® and one from BellSouth. The BellSouth component is the \$2/5/10 Answers savings strategy, and the

official bundle launch will look like today's offer does to the consumer. The DIRECTV® bill of customers who qualify for bundle savings will be reduced by the applicable amount, up to \$10 every month. Taxes are applied prior to the BellSouth bundle credit, so customer pays taxes on the full amount.

- Competitive Acquisition customers are being offered a bundle of services including BellSouth Local Landline (including 1FR + 1 Feature, BellSouth PreferredPak, Area Plus, and the Complete Choice Extended Family), Long Distance, Internet service, Cingular® wireless and DIRECTV® service. Customers subscribing to 1FR + 1 feature or BPP will receive a \$2 discount on DIRECTV® service. Customers subscribing to AP, CC or CCML will receive a \$5 discount on DIRECTV service. Customers subscribing to CC + Unlimited Long Distance or AP/CC or AP/CCML will receive a \$10 discount on DIRECTV® service.
- This promotion provides BellSouth customers who purchase a BellSouth Answers(SM) bundle containing eligible BellSouth local service and eligible DIRECTV® service a \$2, \$5 or \$10 discount on their DIRECTV® service.
- Taxes are applied prior to the BellSouth bundle credit, so customer pays taxes on the full amount.
- Existing customers must maintain their existing local & affiliate bundle components to be eligible for the \$2/5/10 DTV discount.

PROMOTION RESTRICTIONS:

1. DIRECTV® discounts are available only to customers subscribing to qualifying BST landline products.
2. Customer must subscribe to a local exchange access line that is part of the Area Plus service family or the Complete Choice service family.
3. Amount of the DIRECTV® discount is predicated upon the landline product and/or the BellSouth Long Distance plan to which the customer subscribes.
4. Customer must subscribe to a BellSouth competitive Acquisition existing bundle customers to receive this DIRECTV® discount.
5. Existing DIRECTV subscribers who subscribe to a monthly subscription DIRECTV® Programming Service at a monthly subscription charge of at least \$44.99 or the then-current price of the DIRECTV® Total Choice Programming Package or equivalent programming package as part of a DIRECTV® /BellSouth bundle shall be eligible to receive a DIRECTV® package discount.
6. Customer will receive the discount beginning with the second DIRECTV® bill after service activation.
7. DIRECTV® discount will be discontinued if/when the qualifying landline product is disconnected.

8. BellSouth reserves the right to discontinue or modify this promotion at any time without customer notice.

9. This offer is not available for resale.

Your consideration is appreciated.

Yours very truly,

Jerry D. Hendrix (mrs)

Regulatory Vice President