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Ms. Elizabeth Murphy  
Secretary  
Securities and Exchange Commission  
100 F. Street, N.E.  
Washington DC 20549-1090

Subject: File Number S7-27-08, IFRS Roadmap

AT&T Inc. is pleased to respond to the request for comment by the Securities and Exchange Commission (the "SEC" or the "Commission") regarding the proposed "Roadmap For The Potential Use Of Financial Statements Prepared In Accordance With International Financial Reporting Standards By U.S. Issuers" (the "Roadmap"). As capital markets have become increasingly global, we recognize that having a single, widely accepted set of high-quality accounting standards could benefit both U.S. investors and global capital markets by providing a common basis for investors, issuers and others to evaluate investment opportunities and prospects in different jurisdictions. We agree that capital formation and investor understanding could be enhanced by allowing for comparable, high-quality financial information from public companies.

As laid out in the Roadmap, large accelerated filers would adopt International Financial Reporting Standards (IFRS) with the 2014 year-end reporting assuming no earlier adoption is elected. The Roadmap currently requires 3 years of audited IFRS financial statements upon adoption (2012, 2013 and 2014). To meet this requirement, large accelerated filers would need to maintain a dual set of accounting records because reports for 2012, 2013 and the first 3 quarters of 2014 would continue to be filed under U.S. GAAP. It is anticipated that maintaining this dual reporting environment would create a significant burden to in-house resources and lead to significant personnel and system costs. This dual reporting requirement becomes even more complicated to the extent that specific exemptions allowed under IFRS are taken and also have to be tracked for 3 years. Significant lead time will be needed for internal training, potential system enhancements (billing, fixed asset, and various others) and potential changes to existing contractual arrangements. Additionally, modifications to existing Sarbanes-Oxley controls and creation of new Sarbanes-Oxley controls may be required to ensure continued compliance with these rules and regulations.

In order for filers to fully prepare to track IFRS internally beginning 1/1/2012, it would be appropriate and prudent for the SEC to make a determination earlier than 2011 as to whether IFRS will be mandated. Without this final determination, it may be impractical, if not impossible, for companies to commit significant in-house resources, capital investment and consulting dollars to address all of the issues.

Contemporaneous with a final determination on IFRS, the SEC should push for the completion of the existing and any new convergence projects currently being considered between the Financial Accounting Standards Board (FASB) and the International Accounting Standards Board (IASB) in or before 2011. These existing and proposed convergence projects such as revenue recognition, financial statement presentation and lease accounting will require accounting changes and may require significant system enhancements or development of new systems. Filers do not want to prepare for IFRS adoption using one set of IFRS accounting policies only to have the rules change prior to adoption. Accordingly, once the major conversion projects are implemented, we would strongly encourage a limit on any new FASB or IASB pronouncements affecting U.S. registrants during the conversion period.

To lessen the burden of IFRS adoption, it would be appropriate for the SEC to allow for only two years rather than 3 years of comparative audited financial statements prepared in accordance with IFRS. Also, 2 years of IFRS selected financial data in the 10-K would be appropriate in the first year of adoption. This IFRS selected data could be included with 3 years of U.S. GAAP selected financial data to get to a five-year history. This reporting exception upon adoption of IFRS for both the audited financial statements and the selected financial data would be consistent with the approach taken for foreign private issuers who file under Form 20-F. Although this exception would not eliminate the need for dual reporting and system changes, it could help alleviate some of the tracking burden and allow additional implementation time while still providing investors, issuers and others comparative IFRS information.

As a part of any set of high-quality accounting standards, the underlying standard setters need to be independent in both fact and perception and the standard setting process should be transparent to the public. As such, the development of a comprehensive governance infrastructure that would ensure that high-quality IFRS standards are developed, used, interpreted and enforced consistently throughout the world is supported. To the extent that IFRS accounting standards require forward-looking disclosures in the financial statements, public companies should not incur a higher exposure in private litigation since these forward-looking disclosures would not be covered by the existing safe harbor provisions. The SEC should use its authority to extend the safe harbor provisions to these forward-looking footnotes in the financial statements.

Since public companies file financial statements and other financial data with various Federal and State regulatory bodies including taxing authorities, the SEC should also communicate with and coordinate with the various regulatory bodies to ensure that they are also reviewing and modifying their rules and regulations so as to consider the implications of IFRS. For example, the SEC could ask the Financial Accounting Standards Board to consider issuing a standard indicating IFRS as an acceptable alternative under U.S. GAAP. By proactively having these discussions, we hope that reporting consistency is created and more clarity and less confusion occurs during the transition period. All of this should help to lessen the burden and the expected additional tracking cost upon conversion to IFRS.

Finally, Staff Accounting Bulletin 74 (SAB 74) discusses disclosures that a registrant should provide in its financial statements and MD&A regarding the impact that recently issued accounting standards will have on its financial statements when the standard is adopted. Disclosures typically include a brief description of the standard and its anticipated adoption date, the method by which the standard will be adopted, the impact that the standard will have on the financial statements to the extent reasonably estimable, and any other effects that are reasonably likely to occur (*e.g.*, changes in business practices, violations of debt covenants, etc.). Some clarification would be appropriate on how SAB 74 should be applied to U.S. GAAP financial statements in the periods after the SEC makes its final determination on IFRS but prior to the first set of IFRS financial statements being submitted.

We would be pleased to discuss our comments with the SEC or its staff at your convenience. If you have questions, or need additional information, please contact Andrew Libera, Senior Executive Director-Accounting, at (214) 757-4693 or me.

Respectfully,



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