

20 January 2006

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Dear Gaby

**UNDERTAKINGS OF 22 SEPTEMBER 2005 GIVEN TO OFCOM PURSUANT TO
THE ENTERPRISE ACT 2002 – “the Undertakings” – Section 5.35 and 6.9**

Thank you for your letter of 20 January 2006 concerning the above. Ofcom remains of the view that representation on BT Regional Boards constitutes work within the meaning of sections 5.35 and 6.9. However, in order to give BT an opportunity to find replacement members for these Boards Ofcom hereby grants a time limited exemption as follows:

Up to and including 31 July 2006 BT employees working for BTWS, and employees as described in section 5.14 of the Undertakings, may, whilst working for BTWS and AS respectively, participate in BT Regional Boards including meetings.

Words and expressions in this letter shall have the meaning assigned to them in the Undertakings.

We intend to publish your letter and this letter, on our website at a mutually convenient time.

Yours sincerely



Sean Williams