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October 22, 1996

Mr. Jonathan Levin
Office of General Counsel
Federal Election Commission
999 E Street, N.W.
Washington, D.C. 20006

**Supplement to
AOR 1996-42**

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COUNSEL
OCT 22 4 31 PM '96

Dear Mr. Levin:

This will confirm our oral response to your questions regarding the Advisory Opinion Request of Lucent Technology Inc. The seven Lucent directors who are employees of AT&T Corp. resigned from the Lucent Board at or prior to the Distribution as discussed in the Request. After their resignations, three new directors were elected by the remaining members of the Lucent Board. The three new directors are: Paul H. O'Neil, Paul A. Allaire, and John A. Young. These individuals are not employed by AT&T Corp. and are either employed by or retired from unrelated corporations. In addition, Franklin Thomas is still a member of the Lucent Board of Directors.

I hope this responds to your questions. If you require any additional information, please do not hesitate to contact me.

Sincerely,


Michael A. Nemeroff

cc: Gana Ashe, Esq.

MANHATTAN SEND (10/22/96 4:03)jca