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Theodore R. Kingsley
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January 13, 2003

William Maher
Chief, Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Room 5C450
Washington, D.C. 20554

Re: *Review of the Section 251 Unbundling Obligations of Incumbent Local
Exchange Carriers, et al.*
CC Docket Nos. 01-338, 96-98, 98-147

Dear Mr. Maher:

Enclosed is a signed "Acknowledgment of Confidentiality," modeled after Exhibit B to the March 27, 2002 Protective Order, for Lisa M. Brooks, an individual employed by BellSouth in a regulatory and external affairs management position outside of the Legal Department. She is an in-house consultant to In-House Counsel in these proceedings.

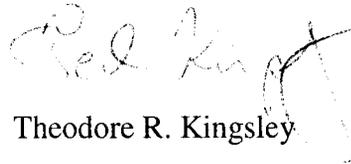
Because under the terms of paragraph 5 of the Protective Order this individual is not "Counsel," and because she is not either an "employee" or "outside" consultant, expert or contractor of the BellSouth Legal Department, I have modified Form Exhibit B to the limited extent necessary to make clear her actual position. This limited modification in no way changes or is meant to change the obligations imposed by the Bureau through its Protective Order on BellSouth, Counsel or other persons described in paragraph 5 of the Protective Order. BellSouth previously filed three Acknowledgements that were modified in a similar manner, and I took the added precaution of requesting the prior written consent of the Submitting Parties to the disclosure of their documents and information to these individuals. I have now requested similar consent from an additional Submitting Party, and I am serving copies of this letter and attachment on all Submitting Parties from whom BellSouth has requested disclosure of Confidential Information.

Mr. William Maher
January 13, 2003
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As is customary with electronic filings, I submit a PDF facsimile of this document, and am safekeeping the signed original in our offices.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Theodore R. Kingsley". The signature is written in a cursive style with a long, sweeping tail on the final letter.

Theodore R. Kingsley

TRK:nl

Enclosure (Acknowledgement of Lisa M. Brooks)

cc: Submitting Parties

Jonathan Banks

Pete Martin

Acknowledgment of Confidentiality

CC Docket Nos. 01-338, 96-98, 98-147

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Manager, Regulatory and External Affairs, BellSouth, assisting In-House Counsel for BellSouth in this proceeding, and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Protective Order.

I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 2 of the Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of paragraph 10 of the Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Confidential Documents or Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed at Atlanta, GA this 9th day of January, 2003

Lisa M. Brooks

Lisa M. Brooks
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