

BellSouth Corporation
Legal Department
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Suite 4300
Atlanta, GA 30375-0001

Theodore R. Kingsley
Senior Regulatory Counsel

404 335 0720
Fax 404 614 4054

October 1, 2004

Mr. Jeffrey J. Carlisle
Chief, Wireline Competition Bureau
Federal Communications Commission
445 12th Street; SW
Washington, D.C. 20554

Re: *Unbundled Access to Network Elements; Review of the Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, WC Docket No. 04-313, CC Docket No. 01-338

Dear Mr. Carlisle:

Attached are seven signed "Acknowledgments of Confidentiality," modeled after Exhibit B to the August 20, 2004 Protective Order, are enclosed for individuals employed by BellSouth in federal regulatory and interconnection management positions outside of the Legal Department. These individuals are in-house consultants to In-House Counsel in these proceedings.

Because under the terms of paragraph 5 of the Protective Order these individuals are not "Counsel," and because they are neither "employees" nor "outside" consultants, experts or contractors of the BellSouth Legal Department (although they are, of course, employed by BellSouth, as are members of the Legal Department), I have modified Form Exhibit B to the limited extent necessary to make clear their actual position. This limited modification in no way changes or is meant to change the obligations imposed by the Wireline Competition Bureau through its Protective Order on BellSouth, Counsel or other persons described in paragraph 5 of the Protective Order.

BellSouth filed identical acknowledgments on behalf of its non-Legal Department, in-house regulatory consultants in connection with the *Triennial Review Proceedings*. A typed list of the names and job titles of the individuals who have signed the acknowledgements is attached.

Mr. Jeffrey J. Carlisle
October 1, 2004
Page 2 of 2

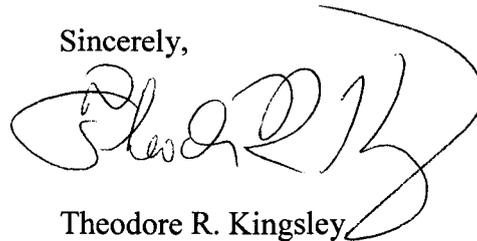
The attached service list reflects the outside counsel of record for parties that filed confidential information during the *Triennial Review Proceeding*, or that have already filed acknowledgements of confidentiality in this proceeding and have served on BellSouth, or who may file confidential information in this proceeding and from whom BellSouth may seek to obtain copies of such information. If confidential information is sought from other parties, those parties will likewise be served with Acknowledgements of Confidentiality.

As explained by the earlier filing parties, due to the truncated nature of this proceeding, BellSouth is filing and serving these Acknowledgements of Confidentiality at this time in order to expedite obtaining confidential documents that have been or will be filed by the parties being served, and requests that this filing begin the running of the three business day waiting period required by paragraph 8 of the Modified Protective Order of September 29th.

As is customary with electronic filings, I submit PDF facsimiles of these documents, and am safekeeping the signed originals in our offices.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read 'Theodore R. Kingsley', with a large, sweeping flourish extending from the end of the signature.

Theodore R. Kingsley

Enclosures (Acknowledgements)

cc: Marlene H. Dortch, Secretary (via electronic filing)
Parties on attached service list

ACKNOWLEDGEMENTS

Names

Shelley Padgett

Beth Shiroishi

David A. Coon

Vonda T. Long

Steven D. Long

Glenn T. Reynolds

Jon Banks

Titles

Assistant Director –
Regulatory and Policy
Support, Interconnection
Services Organization

Senior Director – Regulatory

Director

Secretary Federal Regulatory

Secretary Federal Regulatory

Vice President – Federal
Regulatory

Executive Vice President
Regulatory Affairs

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

I hereby acknowledge that I have received and read a copy of the 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.

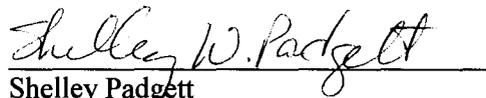
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Assistant Director - Regulatory and Policy Support in the Interconnection Services Organization, with responsibility for legislative, regulatory and other issues that impact ICS, assisting In-House Counsel for BellSouth in this proceeding in connection with loop and transport issues, 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. 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 1 day of October, 2001



Shelley Padgett
Assistant Director - Regulatory and Policy Support,
Interconnection Services Organization

675 West Peachtree Street
Atlanta, GA 30375

Telephone: (404) 927-7511

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

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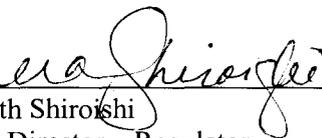
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Senior Director – Regulatory, BellSouth Telecommunications, Inc., 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.

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

Executed at Atlanta, GA this 27th day of September, 2004.



Beth Shiroski
Sr. Director – Regulatory

38L64
675 W Peachtree St
Atlanta, GA 30375

404-927-8600

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

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

Executed at Atlanta, Ga this 1st day of October 2004.



[Name] DAVID A COON

[Position] DIRECTOR

[Address] 675 W. PEACHTREE ST 3C 42 ATLANTA

[Telephone] 404 927 8460

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

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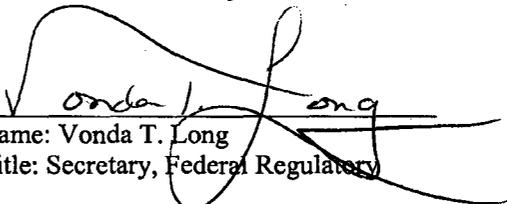
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Secretary – Federal Regulatory, BellSouth D.C., Inc., 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.

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

Executed at Washington, DC this 29th day of September, 2004


Name: Vonda T. Long
Title: Secretary, Federal Regulatory

1133 21st Street, N.W., Suite 900
Washington, D.C. 20036-3351
(202) 463-4111

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

I hereby acknowledge that I have received and read a copy of the 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.

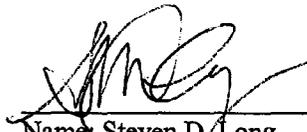
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I hereby certify that I am not involved in “competitive decision-making” as that term is used in the definition of In-House Counsel in paragraph 2 of the Protective Order.

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

Executed at Washington, DC this 30th day of September, 2004.



Name: Steven D. Long
Title: Secretary, Federal Regulatory

1133 21st Street, N.W., Suite 900
Washington, D.C. 20036-3351
(202) 463-4107

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

I hereby acknowledge that I have received and read a copy of the 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 Vice President – Federal Regulatory, BellSouth D.C., Inc., 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.

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Executed at Atlanta, Ga this 29 day of September, 2004.


Glenn T. Reynolds
Vice President, Federal Regulatory

1133 21st Street, N.W., Suite 900
Washington, D.C. 20036-3351
(202) 463-4112

Acknowledgment of Confidentiality

CC Docket No. 01-338 & WC Docket No. 04-313

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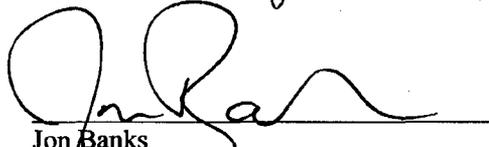
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Executed at Washington, DC this 29th day of September, 2004


Jon Banks
Executive Vice President, Regulatory Affairs

1133 21st Street, N.W., Suite 900
Washington, D.C. 20036-3351
(202) 463-4182

CERTIFICATE OF SERVICE

I, Juanita H. Lee, certify that on this 1st day of October, 2004, I served copies of this filing letter and its accompanying Acknowledgements of Confidentiality by overnight delivery and facsimile to outside counsel of record for the following parties:

T-Mobile USA, Inc.

Gil M. Strobel
Lawler, Metzger & Milkman, LLC
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AT&T Corporation

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New South Communications

Christopher R. Bjornson
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AT&T Wireless Services

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(202) 434-7300
Facsimile Number: (202) 434-7400

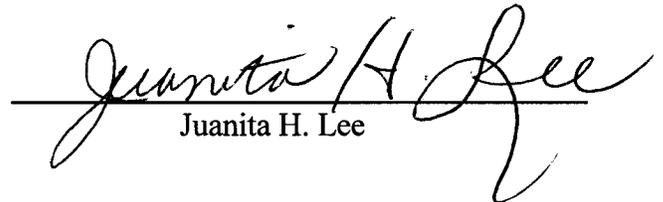
Sprint Corporation

John E. Benedict
H. Richard Juhnke
Jay C. Keithley
Sprint Corporation
(service party of record, CC Docket O1-338)
401 Ninth Street, NW Suite 400
Washington, D.C. 20004

Facsimile Number: (202) 585-1897

Promoting Active Competition Everywhere

Genevieve Morelli
Kelley Drye & Warren
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Juanita H. Lee