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October 12, 2004

Mr. Jeffrey J. Carlisle
Chief, Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
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 is a signed "Acknowledgement of Confidentiality" modeled after Exhibit B to the August 20 2004 Protective Order for W. Keith Milner, Assistant Vice President – Interconnections Operations, BellSouth Telecommunications, Inc. Mr. Milner is an in-house consultant to In-House Counsel in these proceedings.

Because under the terms of paragraph 5 of the Protective Order Mr. Milner is not "Counsel," nor is he an employee, outside consultant, expert or contractor of the Legal Department, Form Exhibit B has been modified to the limited extent necessary to make clear his 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.

Mr. Jeffrey J. Carlisle
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As is customary with electronic filings, I submit PDF facsimiles of this letter and attachment, and am safekeeping the signed originals in our offices.

Thank you.

Very truly yours,



Rudine J. Davis
Senior Paralegal
(404) 335-0853
Email: Rudine.Davis@bellsouth.com

Enclosure (Acknowledgement)

cc: Marlene H. Dortch, Secretary (via electronic filing)
Submitting party: Thomas Jones
Jonathan Lechter
Wilkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
Counsel for ALTS, *et al.*
(via facsimile and Federal Express)

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 Vice President – Interconnection Operations, BellSouth Telecommunications, Inc., in which capacity I oversee implementation of state and federal regulatory mandates for the local and access services markets, and develop regulatory strategies, assisting In-House Counsel for BellSouth in this proceeding in connection with loop and switch provisioning 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 4th day of October, 2004



W. Keith Milner
Assistant Vice President- Interconnection Services

675 West Peachtree Street
Atlanta, GA 30375

Telephone: