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December 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 is an "Acknowledgment of Confidentiality" executed by Barbee Ponder, in-house attorney for BellSouth.

As is customary with electronic filings, this document is being submitted via PDF facsimile, and the original is being retained in the BellSouth Legal Department.

Thank you.

Sincerely,



Rudine J. Davis
Senior Paralegal
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Rudine.Davis@bellsouth.com

Enclosure (Acknowledgement)

cc: Marlene H. Dortch, Secretary (via electronic filing)
Jonathan Lechter, Counsel for Cbeyond Communications, LLC (via email)

APPENDIX B

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.

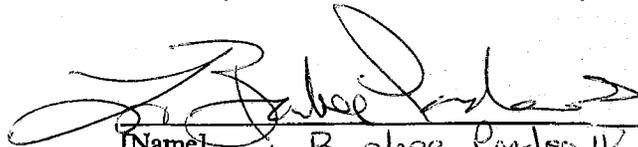
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 5 of the foregoing Protective Order 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 Washington DC this 27th day of November, 2004



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