

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

www.kelleydrye.com

DIRECT LINE: (202) 955-9886

EMAIL: dsmith@kelleydrye.com

NEW YORK, NY
TYSONS CORNER, VA

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

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BANGKOK, THAILAND

JAKARTA, INDONESIA

MUMBAI, INDIA

TOKYO, JAPAN

April 1, 2005

By ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: In the Matter of SBC Communications Inc. and AT&T Corp. Applications
for Approval of Transfer of Control, WC Docket No. 05-65
Acknowledgements of Confidentiality

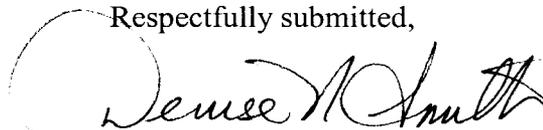
Dear Ms. Dortch:

Enclosed for filing in the above-referenced proceeding is a letter from the undersigned to Mr. Gary Remondino of the Wireline Competition Bureau. The letter and attached Acknowledgments of Confidentiality were submitted to Mr. Remondino in accordance with paragraph 7 of the March 10, 2005 *Order* and *Protective Order* (DA 05-635) issued by the Wireline Competition Bureau in the above-referenced proceeding. Copies of the letter and attachments were served upon the individuals listed on the attached Certificate of Service.

Kindly include this letter and its attachments in docket WC 05-65.

Please contact the undersigned at (202) 955-9886 if you have any questions about this letter.

Respectfully submitted,



Denise N. Smith

Enclosures

KELLEY DRYE & WARREN LLP

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April 1, 2005

By ECFS

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: In the Matter of SBC Communications Inc. and AT&T Corp. Applications
for Approval of Transfer of Control, WC Docket No. 05-65
Acknowledgements of Confidentiality

Dear Mr. Remondino:

Pursuant to the March 10, 2005 *Order* and *Protective Order* (DA 05-635) issued by the Wireline Competition Bureau in the above-referenced proceeding, enclosed please find signed Acknowledgments of Confidentiality for: Brad E. Mutschelknaus (Partner), Edward A. Yorkgitis, Jr. (Partner), Paul G. Madison (Partner), W. Joseph Price (Associate), Randall W. Sifers (Associate), Denise N. Smith (Associate) and Jennifer Lin (Paralegal) of Kelley Drye & Warren LLP. Also enclosed is the Acknowledgment of Thomas Cohen (Principal) of The KDW Group LLC.

Pursuant to Paragraph 7 of the *Protective Order*, copies of this letter have been served upon counsel for AT&T Corp. and SBC Communications Inc. and this filing begins the 5-business day waiting period after which the above-named individuals may access confidential materials filed in this proceeding.

KELLEY DRYE & WARREN LLP

Mr. Gary Remondino
April 1, 2005
Page Two

Please contact the undersigned at (202) 955-9886 if you have any questions about this letter.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Denise N. Smith". The signature is written in a cursive style with a large, looping initial "D".

Denise N. Smith

Enclosures

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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 Protective Order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 4 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 1 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 9 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 Order or Protective Order.

Executed at Washington, D.C. this 31st day of March, 2005



[Name] **Brad E. Mutschelknaus**
[Position] **Partner**
[Address] **Kelley Drye & Warren LLP**
1200 19th Street, N.W. Ste 500
Washington, D.C. 20036
[Telephone] **(202) 955-9765**

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Executed at Washington, DC this 1st day of April, 2005


 [Name] **Edward A. Yorkgittis, Jr.**
 [Position] **Partner**
 [Address] **Kelley Drye & Warren LLP**
1200 19th Street, N.W. Ste 500
Washington, D.C. 20036
 [Telephone] **(202) 955-9668**

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Executed at Vienna, VA, this 31st day of March, 2005.



[Name] Paul G. Madison
 [Position] Partner
 [Address] Kelley Drye & Warren LLP
 8000 Towers Crescent Drive, Suite 1200
 Vienna, VA 22182
 [Telephone] (703) 918-2312

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Executed at Vienna VA this 31 day of March, 05


[Name] **W. Joseph Price**
[Position] **Associate**
[Address] **Kelley Drye & Warren LLP**
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
[Telephone] **(703) 918-2317**

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Executed at Washington, DC this 31 day of March, 2005.

Randall W. Sifers
 [Name] **Randall W. Sifers**
 [Position] **Associate**
 [Address] **Kelley Drye & Warren LLP**
1200 19th Street, N.W. Ste 500
Washington, D.C. 20036
 [Telephone] **(202) 955-9606**

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Executed at Washington, D.C. this 1st day of April, 2005.



[Name] **Denise N. Smith**
[Position] **Associate**
[Address] **Kelley Drye & Warren LLP**
1200 19th Street, N.W., Ste. 500
Washington, D.C. 20036
[Telephone] **(202) 955-9886**

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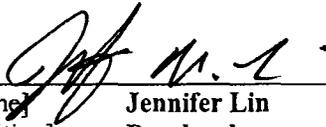
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Executed at Washington D.C. this 31 day of March, 05.



 [Name] **Jennifer Lin**
 [Position] **Paralegal**
 [Address] **Kelley Drye & Warren LLP**
1200 19th Street, N.W. Ste 500
Washington, D.C. 20036
 [Telephone] **(202) 955-9775**

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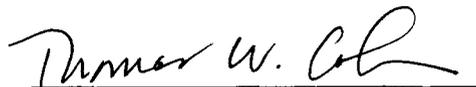
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Executed at THE KDW GROUP LLC this 31ST day of MARCH 2005


 [Name] **Thomas W. Cohen**
 [Position] **Principal**
 [Address] **The KDW Group**
1200 19th Street, N.W. Ste 500
Washington, D.C. 20036
 [Telephone] **(202) 887-1203**

CERTIFICATE OF SERVICE

I, Patricia A. Bell, do hereby certify that a true and correct copy of the foregoing **Letter and Acknowledgements of Confidentiality** in WC Docket No. 05-65, was served this 1st day of April, 2005, via electronic mail, hand delivery and/or first class mail, postage prepaid, upon the following:

Gary Remondino^{^†}
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554
gary.remondino@fcc.gov

Peter J. Schildkraut[†]
Counsel for SBC Communications Inc.
Arnold & Porter LLP
555 12th Street, NW
Washington, D.C. 20004

Wayne Watts^{*}
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205

David L. Lawson[†]
Counsel for AT&T Corp.
Sidley Austin Brown & Wood LLP
1501 K Street, NW
Washington, D.C. 20005

Lawrence J. Lafaro^{*}
AT&T Corp.
Room 3A214
One AT&T Way
Bedminster, NJ 07921



Patricia A. Bell

[^] Via electronic mail.
[†] Via hand delivery.
^{*} Via first class mail.