
ARNOLD & PORTER LLP

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April 27, 2005

VIA ECFS

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

Attention: Chief, Wireline Competition Bureau

Re: In re SBC Communications Inc. and AT&T Corp. Applications for
Approval of Transfer of Control, WC Docket No. 05-65 – Submission of
Acknowledgments of Confidentiality

Dear Ms. Dortch:

Pursuant to the Protective Order issued by the Federal Communications Commission in the above-referenced matter, SBC Communications Inc. ("SBC") hereby submits Acknowledgments of Confidentiality executed by three outside counsel (Richard L. Rosen and me from Arnold & Porter LLP and Robert M. Halperin from Crowell & Moring LLP) and one outside expert (Robert J. Reynolds of The Brattle Group, Inc.). SBC seeks access for those four people to the confidential documents filed in this docket by Qwest Communications International Inc.

Thank you very much for your assistance.

Sincerely,



Patrick J. Grant
Counsel for SBC Communications Inc.

Attachments

cc: William Van Asselt, Esq.
Hogan & Hartson L.L.P.
555 Thirteenth Street, N.W.
Washington, D.C. 20004
202-637-2732
Via Hand Delivery

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
Washington, D.C. 20554
Gary.Remondino@fcc.gov
Via Electronic Mail

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 27 day of April, 2005.


[Name] Patrick J. Grant
[Position] Partner
[Address] Arnold & Porter LLP
555 12th Street, N.W.
[Telephone] Washington, DC 20004-1206
(202) 942-6060

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[Name] Richard L. Rosen
[Position] Partner
[Address] Arnold & Porter LLP
555 12th Street, N.W.
[Telephone] Washington, DC 20004-1206
(202) 942-5499

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Executed at Washington, D.C. this 27 day of April, 2005.



[Name] Robert M. Halperin
[Position] Partner
[Address] Crowell & Moring LLP
[Telephone] 1001 Pennsylvania Avenue, N.W.
Washington, DC 20004
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Executed at Washington, D.C. this 27 day of April, 2005


[Name] Robert J. Reynolds
[Position] Principal
[Address] The Brattle Group, Inc.
1133 Twentieth Street, N.W.
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