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April 27, 2005

BY ECFS

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

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

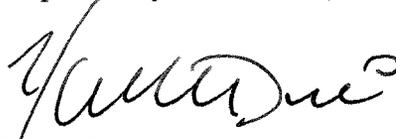
Dear Secretary Dortch:

Pursuant to the Commission's Protective Order issued in the above-referenced proceeding, *SBC Communications Inc. and AT&T Corp., Applications for Approval of Transfer of Control*, WC Docket No. 05-65, *Protective Order*, DA 05-635, rel. March 10, 2005 ("Protective Order"), enclosed herewith are Acknowledgements of Confidentiality (Protective Order, Attachment B) executed by each of Eric Gaier (Partner), B. Douglas Bernheim (Partner), Scott Sacher (Principal), William R. Edwards (Consultant) and Scott Cobel (Manager) of Bates White, LLC.

Pursuant to paragraph seven of the Protective Order, copies of this letter and the enclosed Acknowledgements of Confidentiality are being served on counsel for SBC Communications Inc. and AT&T Corp.

Please direct any communications regarding this submission to the undersigned.

Respectfully submitted,



Yaron Dori

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.

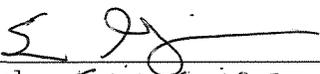
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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 DC this 28 day of March, 2005


[Name] Eric Gaier
[Position] 2001 K St. NW, #700 Washington DC 20006
[Address] Partner, Bates White LLC
[Telephone] 202.216.1142

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Executed at Washington, DC this 28 day of March, 2005.

Seth Sachse
[Name] Seth Sachse
[Position] Principal
[Address] 2001 K Street, NW Suite 700
[Telephone] Washington, DC 20001
(202) 747-1413

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Executed at Washington, DC this 28 day of March, 2005.

William R. Edwards
[Name] William R. Edwards
[Position] consultant
[Address] Bates White, LLC
[Telephone] 2001 K St, NW
Suite 700
Washington, DC 20006
(202) 408-6110

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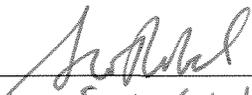
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Executed at Washington, DC this 28 day of March, 2005


 [Name] Scott Cabel
 [Position] Manager
 [Address] Bates White, LLC
 [Telephone] 201 K St NW Suite 700
Washington, DC 20006
202-216-1291

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Executed at Palo Alto this 31st day of March 2005.



[Name] B. Douglas Bernheim

[Position] Professor of Economics, Stanford University

[Address] Department of Economics, Stanford CA 94305-6072

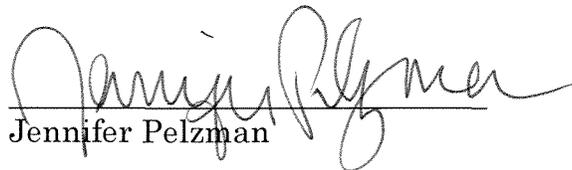
[Telephone] 650-725-8732

CERTIFICATE OF SERVICE

The undersigned, Jennifer Pelzman, an employee of Hogan & Hartson LLP, certifies that on the date set forth below she caused to be served by courier to the below-listed persons a copy of the foregoing letter and attachments filed at the Federal Communications Commission in WC Docket No. 05-65:

Peter J. Schildkraut, Esq.
Arnold & Porter LLP
555 12th Street, N.W.
Washington, DC 20004

David Lawson, Esq.
Sidley Austin Brown & Wood LLP
1501 K Street, N.W.
Washington, DC 20005


Jennifer Pelzman

Dated: April 27, 2005