

WRITER'S DIRECT DIAL
(202) 463-2510

May 10, 2005

VIA ECFS

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

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

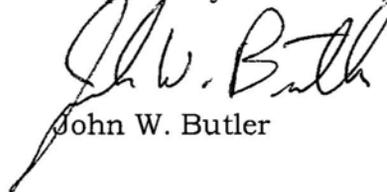
Dear Mr. Remondino:

Pursuant to the second protective order issued by the Federal Communications Commission (the "Commission") in the above-referenced matter, *SBC Communications Inc. and AT&T Corp., Applications for Approval of Transfer of Control*, Second Protective Order, WC Docket No. 05-65 (DA 05-1322, rel. May 9, 2005) ("Second Protective Order"), enclosed herewith are Acknowledgements of Confidentiality (Attachment B) executed by each of John W. Butler (Partner), Alison B. Macdonald (Associate), and Robert K. Magovern (Associate) of this firm.

Pursuant to paragraph 7 of the Second 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,



John W. Butler

Enclosures

cc: Counsels of Record for Parties on attached Certificate of Service

APPENDIX B**Acknowledgment of Confidentiality****WC Docket No. 05-65**

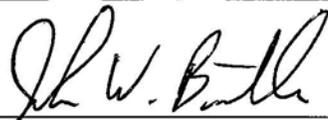
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Second 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 Second Protective Order is due solely to my capacity as Outside Counsel of Record or consultant to a party or other person described in paragraph 4 of the foregoing Second 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 Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Protective Order; and (2) Stamped Highly 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 Highly Confidential Documents or Highly 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 10th day of May, 2005



[Name] **John W. Butler**[Position] **Partner, Sher & Blackwell LLP**[Address] **1850 M Street, NW, Suite 900, Washington, DC 20036**[Telephone] **(202) 463-2510**

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

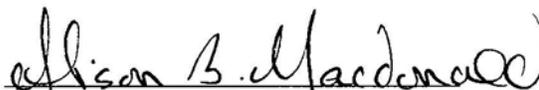
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Second 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 Second Protective Order is due solely to my capacity as Outside Counsel of Record or consultant to a party or other person described in paragraph 4 of the foregoing Second 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 Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Protective Order; and (2) Stamped Highly 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 Highly Confidential Documents or Highly 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 10th day of May, 2005.



[Name] Alison B. Macdonald

[Position] Associate, Sher & Blackwell LLP

[Address] 1850 M Street, NW, Suite 900, Washington, DC 20036

[Telephone] (202) 463-2527

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

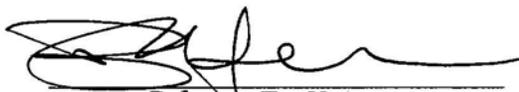
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Second 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 Second Protective Order is due solely to my capacity as Outside Counsel of Record or consultant to a party or other person described in paragraph 4 of the foregoing Second 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 Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Protective Order; and (2) Stamped Highly 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 Highly Confidential Documents or Highly 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 10th day of May, 2005



[Name] **Robert K. Magovern**

[Position] **Associate, Sher & Blackwell LLP**

[Address] **1850 M Street, NW, Suite 900, Washington, DC 20036**

[Telephone] **(202) 463-2539**

CERTIFICATE OF SERVICE

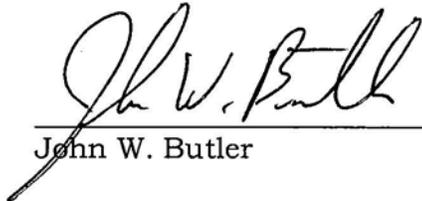
I, John W. Butler, do hereby certify that on this 10th day of May, 2005, I have caused the foregoing Letter and Acknowledgements of Confidentiality to be: 1) filed with the FCC via its Electronic Comment Filing System in WC Docket No. 05-65; 2) served via electronic mail on counsel of record for SBC Communications Inc. and AT&T Corp., as indicated below; and 3) served via electronic mail on a) Gary Remondino (gary.remondino@fcc.gov) of the Wireline Competition Bureau and b) the FCC's duplicating contractor, Best Copy and Printing, Inc. (fcc@bcpiweb.com).

Wayne Watts
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205
dw4808@sbc.com

Peter J Schidkraut
Counsel for SBC Communications Inc.
Arnold & Porter LLP
555 12th Street, N.W.
Washington, DC 20004
peter_schildkraut@aporter.com

Lawrence J. Lafaro
AT&T Corp.
Room 3A214
One AT&T Way
Bedminster, NJ 07921
llafaro@att.com

David L. Lawson
Counsel for AT&T Corp.
Sidley Austin Brown & Wood LLP
1501 K Street, N.W.
Washington, DC 20005
dlawson@sidley.com



John W. Butler