

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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May 13, 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 May 9, 2005 *Order and Second Protective Order* (DA 05-1322) 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

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May 13, 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
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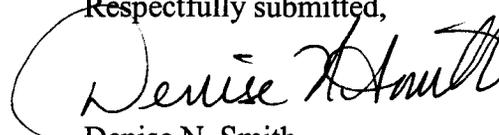
Dear Mr. Remondino:

Pursuant to the May 9, 2005 *Order and Second Protective Order* (DA 05-1322) issued by the Wireline Competition Bureau in the above-referenced proceeding, enclosed please find signed Acknowledgments of Confidentiality for: 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 highly confidential materials filed in this proceeding.

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

Respectfully submitted,



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 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 12th day of May, 2005



Edward A. Yorkgitis, Jr.
Partner
Kelley Drye & Warren LLP
1200 19th Street, NW Suite 500
Washington, D.C. 20036
(202) 955-9668

APPENDIX B

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WC Docket No. 05-65

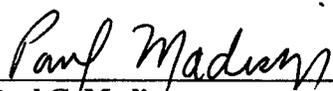
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Executed at VIENNA, VIRGINIA this 10th day of May, 2005.



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

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Executed at Washington DC this 11 day of May 2005



W. Joseph Price
Associate
Kelley Drye & Warren LLP
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
(703) 918-2317

APPENDIX B

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WC Docket No. 05-65

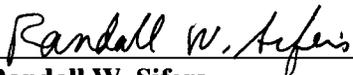
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Executed at Washington, DC this 10 day of May, 2005.



Randall W. Sifers
Associate
Kelley Drye & Warren LLP
1200 19th Street, NW Suite 500
Washington, D.C. 20036
(202) 955-9606

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

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Executed at Washington, D.C. this 13th day of May, 2005.



Denise N. Smith

Associate

**Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
(202) 955-9886**

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Executed at Washington DC this 13 day of May, 05.



Jennifer Lin
Paralegal
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
(202) 955-9775

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Executed at Kelley Dyer Warren LLP this 11th day of MAY 2005
1200 19th ST. NW
WASHINGTON, DC



Thomas W. Cohen
Principal
The KDW Group LLC
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
(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 13th day of May 2005, electronically and by 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.