

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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TOKYO, JAPAN

May 18, 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

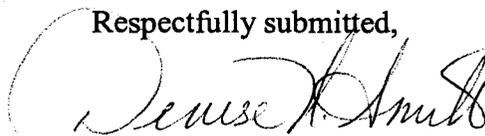
Dear Ms. Dortch:

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 18, 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 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: John Davis, Economist of ERS Group and Gary Reback, Of Counsel, Carr & Ferrell LLP. These individuals are outside consultants retained for the purpose of assisting counsel at Kelley Drye & Warren LLP in this proceeding.

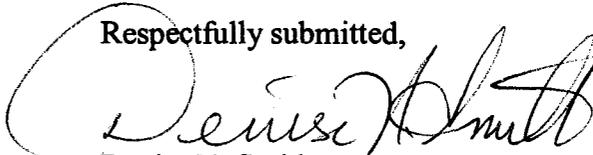
Pursuant to Paragraph 7 of the *Second Protective Order*, copies of this letter have been served upon counsel for AT&T Corp. and SBC Communications Inc. and this filing begins the 5-business day waiting period after which the above-named individuals may access highly confidential materials filed in this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

KELLEY DRYE & WARREN LLP

Mr. Gary Remondino
May 18, 2005
Page 2

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 San Francisco this 13th day of May, 2005


 [Name] JOHN DAVIS
 [Position] ECONOMIST
 [Address] 255 CALIFORNIA ST 12th Floor
 [Telephone] SAN FRANCISCO, CA 94111

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

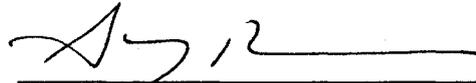
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential 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.

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Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Order or Protective Order.

Executed at Palo Alto CA this 17th day of May, 2005



Gary Reback
Of Counsel
Carr & Ferrell LLP
2200 Geng Road
Palo Alto, California 94303
Phone: 650-812-3400

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 18th 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.