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May 23, 2005

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

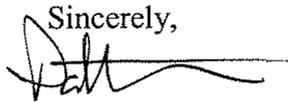
**Re: SBC Communications, Inc. and AT&T Corp.
Application for Approval of Transfer of Control
WC Docket No. 05-65**

Dear Ms. Dortch:

Pursuant to the Commission's *Second Protective Order*, DA 05-1322, released May 9, 2005 in the above-captioned proceeding, attached are copies of signed Acknowledgements of Confidentiality executed by Eric J. Branfman, Michael C. Sloan, Joshua M. Bobeck, Danielle C. Burt, and the undersigned of this firm.

Pursuant to paragraph 7 of the *Second Protective Order*, copies of this letter and the signed Acknowledgements of Confidentiality are being served on counsel for SBC Communications, Inc. and AT&T Corp.

Please contact the undersigned if you have any questions.

Sincerely,

Patrick J. Donovan

CERTIFICATE OF SERVICE

I, Crystal P. Moses, of Swidler Berlin LLP, certify that on May 23, 2005 I caused to be served by courier to the below-listed persons 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, NW
Washington, DC 20004

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



Crystal P. Moses

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

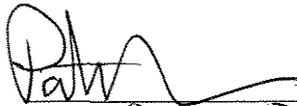
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential 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 23rd day of May, 2005



[Name] PATRICK DONOVAN

[Position] OF Counsel

[Address] 3000 K ST NW, WASHINGTON, DC, 20007

[Telephone] (202) 424 7857

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Executed at Washington DC this 18th day of May, 2005


[Name] ERIC J. BRANFMAN
[Position] PARTNER
[Address] SWIDLER BARLICK LLP 3000 K ST. NW #300 DC 20007
[Telephone] 202-424-7553

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Executed at Washington, DC this 16th day of May, 2005

Michael C. Sloan

[Name]

Michael C. Sloan

[Position]

[Address]

Associate

[Telephone]

Swidler Berlin, LLP

3000 K St, NW #300

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202-295-8458

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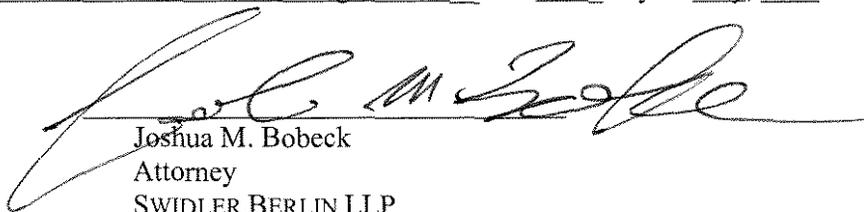
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Executed at 3000 K Street, N.W., Washington D.C. this 16th day of May, 2005.



Joshua M. Bobeck
Attorney
SWIDLER BERLIN LLP
3000 K Street, N.W.
Washington, D.C. 20007
(202) 295-8410

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Executed at 3000 K Street, N.W., Washington D.C. this 16th day of May, 2005.



Danielle C. Burt
Attorney
SWIDLER BERLIN LLP
3000 K Street, N.W.
Washington, D.C. 20007
(202) 295-8439