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June 6, 2006

Rebekah P. Goodheart
202.719.7452
rgoodhea@wrf.com

VIA ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: In re: AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer of Control, WC Docket No. 06-74, Submission of
Acknowledgements of Confidentiality

Dear Ms. Dortch:

Pursuant to the Protective Order adopted by the Federal Communications Commission in the above-captioned proceeding, BellSouth Corporation ("BellSouth") hereby submits Acknowledgements of Confidentiality executed by the following outside counsel from Wiley Rein & Fielding LLP: Richard E. Wiley, Peter D. Shields, Jeffrey S. Linder, Eric W. DeSilva, Suzanne Yelen, Joshua S. Turner, Bradley K. Gillen, Rebekah P. Goodheart, and Catherine M. Hilke. Consistent with the Protective Order, BellSouth requests that these individuals receive access to the confidential documents filed by Time Warner Telecom, Inc. in the above-captioned proceeding.

Please do not hesitate to contact the undersigned should you have any questions or concerns.

Sincerely yours,

Rebekah P. Goodheart
Counsel for BellSouth Corporation

Attachments

Wiley Rein & Fielding LLP

Ms. Marlene H. Dortch

June 6, 2006

Page 2

cc:

Jonathan Lechter, Esq.
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
jlechter@willkie.com
Via Hand Delivery
and Electronic Mail

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554
Gary.Remondino@fcc.gov
Via Electronic Mail

Acknowledgment of Confidentiality

WC Docket No. 06-74

DA 06-1032

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.

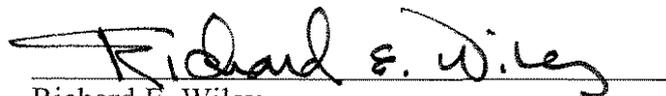
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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 10 of the foregoing Protection 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," *i.e.*, my activities, association, and relationship with a client are not such as to involve my advice and participation in any or all of the client's business decisions made in light of similar or corresponding information about a competitor.

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 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 Wash. DC this 6th day of June, 2006



Richard E. Wiley

Partner

Wiley Rein & Fielding LLP

1776 K Street, N.W.

Washington, D.C. 20006

202.719.7010

Acknowledgment of Confidentiality

WC Docket No. 06-74
DA 06-1032

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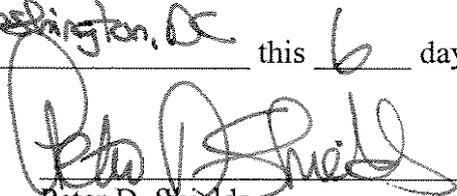
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Executed at Washington, DC this 6 day of June 2006


Peter D. Shields

Partner
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.3249

Acknowledgment of Confidentiality

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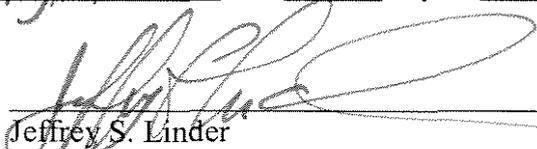
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Executed at Washington D.C. this 6th day of June, 2006



Jeffrey S. Linder
Partner

Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.7384

Acknowledgment of Confidentiality

**WC Docket No. 06-74
DA 06-1032**

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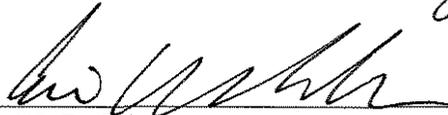
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Executed at Washington DC this 6th day of June, 2006.
11:35 AM



Eric W. DeSilva
Partner
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.3182

Acknowledgment of Confidentiality

WC Docket No. 06-74
DA 06-1032

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Executed at W. by Rein & Fielding LLP this 6th day of June, 2006


Suzanne Yelen
Partner
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.4287

Acknowledgment of Confidentiality

**WC Docket No. 06-74
DA 06-1032**

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Executed at Washington DC this 6th day of June, 2006

Joshua S. Turner
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.7384

Acknowledgment of Confidentiality

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Executed at WASHINGTON, DC this 6th day of JUNE, 2006
11:11 AM



Bradley Gillen
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.7401

Acknowledgment of Confidentiality

WC Docket No. 06-74
DA 06-1032

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Executed at Washington DC this 6th day of June, 2006



Rebekah P. Goodheart
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.7452

Acknowledgment of Confidentiality

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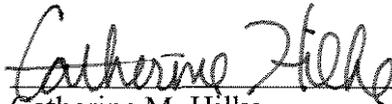
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Executed at Washington, DC 11:35am this 6th day of June, 2006



Catherine M. Hilke
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
202.719.7418