

WRITER'S DIRECT DIAL
(202) 463-2510

June 7, 2006

VIA ECFS

Thomas J. Navin
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

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

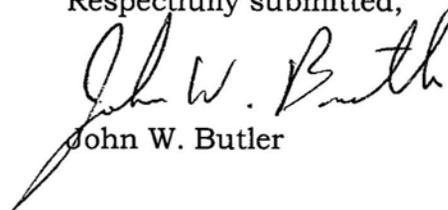
Dear Mr. Navin:

Pursuant to the protective order issued by the Federal Communications Commission (the "Commission") in the above-referenced matter, enclosed herewith are Acknowledgements of Confidentiality executed by John W. Butler (Partner) and Robert K. Magovern (Associate) of this firm.

Copies of this letter and the enclosed Acknowledgements of Confidentiality are being served on counsel for AT&T Inc. and BellSouth Corporation.

Please direct any communications regarding this submission to the undersigned.

Respectfully submitted,


John W. Butler

Enclosures

APPENDIX A

Acknowledgment of Confidentiality

WC Docket No. 06-74

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.

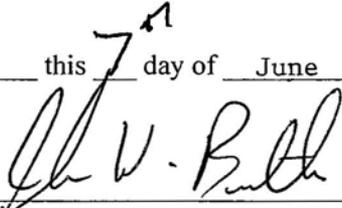
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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 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 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 Washington, DC this 7th day of June, 2006.



[Name] John W. Butler
[Position] Attorney, Sher & Blackwell LLP
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[Telephone] (202) 463-2510

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Executed at Washington, DC this 7th day of June, 2006



[Name] Robert K. Magovern

[Position] Attorney, Sher & Blackwell LLP

[Address] 1850 M Street, N.W., Suite 900, Washington, DC 20036

[Telephone] (202) 463-2539

CERTIFICATE OF SERVICE

I, Joyce M. Baker, do hereby certify that on this 7th day of June, 2006, 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. 06-74; 2) served via electronic mail on counsel of record for AT&T Inc. and BellSouth Corporation, as indicated below.

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Joyce M. Baker