

June 8, 2006

VIA ECFS

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

Attention: Chief, Wireline Competition Bureau

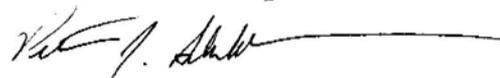
Re: In re AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer of Control, WC Docket No. 06-74 – Submission of
Acknowledgments of Confidentiality

Dear Ms. Dortch:

Pursuant to the Protective Order issued by the Federal Communications Commission in the above-referenced matter, AT&T Inc. ("AT&T") hereby submits Acknowledgments of Confidentiality executed by the following outside counsel: Robert A. Lipstein of Crowell & Moring LLP and Brendan J. McMurrer, Nirali D. Patel, and Richard E. Young of Sidley Austin LLP. AT&T also submits an Acknowledgment of Confidentiality from inside counsel Gary L. Phillips. Finally, AT&T submits Acknowledgments of Confidentiality executed by outside consultants Dennis W. Carlton of Lexecon and Steven P. Schulenberg of Bates White, LLC. AT&T seeks access for those people to the confidential documents filed in this docket by Time Warner Telecom, Inc.

Thank you very much for your assistance.

Sincerely,



Peter J. Schildkraut
Counsel for AT&T Inc.

Attachments

ARNOLD & PORTER LLP

Ms. Marlene H. Dortch

June 8, 2006

Page Two

cc: Jonathan Lechter, Esq.
Wilkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006
202-303-1000
jlechter@wilkie.com
Via Hand Delivery and
Electronic Mail

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

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 Silver Spring, MD this 8th day of June, 2006.


[Name] Robert A. Lipstein
[Position] Partner, Crowell & Moring LLP
[Address] 1001 Pennsylvania Avenue, NW
Washington, DC 20004
[Telephone] (202) 624-2630

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Executed at WASHINGTON, DC this 6 day of JUNE, 2006



Brendan J. McMurrer
Attorney for AT&T Inc.
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005
202.736.8000

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



Nirali D. Patel
Attorney for AT&T Inc.
Sidley Austin LLP
1501 K Street, NW
Washington, DC 20005
202.736.8000

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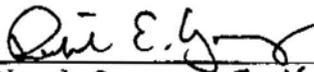
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Executed at Washington, D.C. this 6th day of June, 2006


[Name] Richard E. Young
[Position] Attorney for AT&T Inc.
[Address] Sidley Austin, 1501 K Street, N.W., Washington, D.C. 20008
[Telephone] (202) 736-8164

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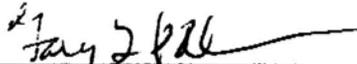
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Executed in Washington, D.C. this 8th day of June, 2006.



Gary L. Phillips
AT&T, Inc.
General Attorney & Assistant General Counsel
1401 I Street, NW
Suite 400
Washington, DC 20005
202-326-8910

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Executed at LEXEDON CHICAGO, IL this 8th day of JUNE, 2006

Dennis W. Carlton
[Name] DENNIS W. CARLTON
[Position] SENIOR MANAGING DIRECTOR
[Address] 332 S. MICHIGAN, CHICAGO IL 60604
[Telephone] (312) 322-0200

Federal Communications Commission

DA 06-1032

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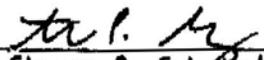
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Executed at Washington, D.C. this 8 day of June, 2006.


 [Name] Steven P. Schultenberg
 [Position] Principal, Bates White, LLC
 [Address] 1300 Eye St. NW, Suite 600
 [Telephone] 202-354-1189