

June 13, 2006

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Room TW-325
445 12th Street, S.W.
Washington D.C. 20554

Re: In the Matter of AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer Of Control, WC Docket No. 06-74
Submission of Acknowledgements Concerning Compliance with Protective Order

Dear Ms. Dortch:

Undersigned counsel to Time Warner Telecom Inc. ("Time Warner") hereby submits properly executed Acknowledgments of Confidentiality required to inspect confidential materials filed by BellSouth and AT&T in the above-referenced proceeding.¹ Acknowledgments of Confidentiality have been executed by Stanley M. Besen and Bridger M. Mitchell, both of whom are experts retained by outside counsel for the purpose of assisting in this proceeding. Neither expert is involved in the analysis of underlying the business decisions of any competitor of BellSouth or AT&T nor does either expert participate directly in those business decisions.

BellSouth and AT&T have been served, via hand delivery and facsimile, with this letter and signed Acknowledgments of Confidentiality. If confidential information from additional parties is sought, such other parties will be served with Acknowledgments of Confidentiality as well. Please do not hesitate to call us at 202-303-1000 if any questions should arise in connection with this submission.

Respectfully submitted,

_____/s/
Grace Koh*

WILLKIE FARR & GALLAGHER LLP
1875 K Street, N.W.
Washington, D.C. 20006
(202) 303-1000
ATTORNEYS FOR TIME WARNER TELECOM INC.

Enclosures

* *Admitted only to the New York Bar.*

¹ See *AT&T Inc. and BellSouth Corporation Applications for Approval of Transfer Of Control*, Protective Order, WC Docket No. 06-74, DA 06-1032 (rel. May 12, 2006) ("*Protective Order*").

CERTIFICATE OF SERVICE

I, Grace Koh, do hereby certify that on this 13th day of June, 2006, I caused to be served a true and correct copy of the foregoing Acknowledgements by delivering copies thereof via hand delivery and facsimile to the following:

<u>AT&T Corp.</u> Peter J. Schildkraut Arnold & Porter LLP 555 12 th Street, N.W. Washington, D.C. 20004 Tel: (202) 942-5634 Fax: (202) 942-5999	Gary Remondino* Competition Policy Division Wireline Competition Bureau Federal Communications Commission 445 12 th Street, S.W. Washington, D.C. 20554 Email: Gary.Remondino@fcc.gov
<u>BellSouth Corp.</u> Scott D. Delacourt Wiley Rein & Fielding LLP 1776 K Street, N.W. Washington, D.C. 20006 Tel: (202) 719-7459 Fax: (202) 719-7049	

/s/

Grace Koh

* served via email only.

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.

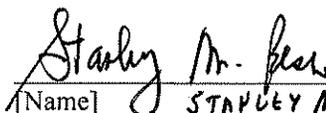
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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 12TH day of JUNE, 2006


[Name] STANLEY M. BESEN
[Position] VICE PRESIDENT, CRA INTERNATIONAL
[Address] 1201 F STREET, NW
[Telephone] WASHINGTON, DC 20004
(202) 662-3833

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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 7th day of June, 2006

B Mitchell

[Name] Bridger M. Mitchell
[Position] Vice President
[Address] 285 Hamilton Ave., #300 Palo Alto CA 94301
[Telephone] 650-847-2222