

APPENDIX B CUSTOMER STATEMENTS

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7-Eleven, Inc.	DeSoto Family Medical	Motor Coach Industries
American Bureau of Shipping	Dialogic Communications Corp.	NACCO Materials Handling Group, Inc.
ABX Logistics	East Feliciana Parish School Board	National City Corporation
Lincoln Memorial University	Elon University	National Safety Associates, Inc.
A Cleaner World	EMC, Inc.	North Carolina Research and Education Network, MCNC
Access Worldwide	Miami-Dade County, Florida	North Florida Obstetrical and Gynecological Associates, P.A.
Acme Truck Line, Inc.	ER Snell Contractor, Inc.	North Mississippi Medical Center
Affiliated Computer Services, Inc.	Exide Technologies	NYC Logistics (Americas) Inc.
ACT Teleconferencing	Farmers Insurance Group	State of Louisiana
Adams Brothers Produce	Fayette County Schools	Open Solutions Inc.
ADC Telecommunications, Inc.	Florida Power & Light Co.	Orthopaedic Specialists of AL
Advanced Cable Communications	Flowserve Corporation	Palm Beach County, FL
Adventist Health System	Fred's, Inc.	Palmetto Primary Care Physicians
Allconnect, Inc.	Gainesville Bank & Trust	Peachtree Settlement Funding
Ai, Jamaica	Gaston County Schools	Per-Se Technologies, Inc.
Atmos Energy Corporation	Global Response	Pensacola Christian College
BancorpSouth	GMPCS Personal Communications, Inc.	Pickens County, S.C.
Bank Independent	Gwinnett County Public Schools	Place Properties, L.P.
BankPlus Corporation	Harrison County (MS) Emergency Communications Comm'n	RARE Hospitality Int'l, Inc.
Barksdale Federal Credit Union	Haywood County, N.C.	RBS Lynk Incorporated
Best Buy	Hilton Hotels, Inc.	RealtySouth
BNSF Railway Company	Historic Tours of America	Sanofi-Aventis Group
Bossier Parish Schools	H.J. Russell & Co.	SCS Transportation, Inc.
Brasfield & Gorrie, LLC	Iberia Bank, Inc.	Shaw Industries
Brevard County, Florida	Honda Precision Parts of Georgia	Roper St. Francis Healthcare
Bridgestone Americas Holding Inc.	Indian River Memorial Hospital	Richland County, S.C.
BroadbandONE, Inc.	Innotrac Corporation	Savannah College of Art and Design
Bryan-Alan Studios	JAS Worldwide	Security Bank
Buncombe County, N.C.	Jewish Hospital and St. Mary's Health Care	Southeastern Freight Lines, Inc.
Cal Maine Foods, Inc.	Kentucky Bank	Southern Ag Carriers
Carroll, EMC	Kinetix Broadband, LLC	Southern Orthopaedic Specialists
Catalina Marketing	Lane Furniture	St. Joseph's/Candler
Charlotte-Mecklenburg Schools	Life Care Centers of America	Sunshine Mortgage Corporation
Children's Healthcare of Atlanta	Louisiana Machinery	Sawnee Electric Membership Corp.
The Children's Hospital of AL	MACTEC, Inc.	Talbots
ChoicePoint Inc.	Madison County, Mississippi	TIC Federal Credit Union
City of Hollywood, Florida	Management Services Network	Transtar Industries Inc.
City of Opelika, Alabama	Mannington Mills	Los Angeles Times (Tribune Co.)
Clear Channel Comm'ns, Inc.	Marriott International	Turbo Logistics, Inc.
Cleveland County Public Schools	McGriff, Seibels & Williams	University of Louisville
Command Alkon Inc.	MedQuest Associates, Inc.	US Wireless Online, Inc.
Commercial Bank	Member's Credit Union	Vesta Insurance Group, Inc.
Community Eldercare	Merchants Company	West Tennessee Healthcare
Community First Bancshares	METCO/Milwaukee Electric Tool	Yamaha Motor Corporation
Community Health Systems	Metso Corporation	Zoo Atlanta
Radiology Alliance	Mississippi Department of IT Services	
Community Loans of America, Inc.		
Consolidated Systems, Inc.		
Crescent Bank		
DeRoyal Industries		

Competitors Mentioned in Customer Statements

AAPT
ACC Telecom
Access Telecom
Advanced Communication Solutions
AGLNetworks
Alcatel
Alltel Corporation
ANS Communications
ATX Communications
Avaya
Avvid
Birch Telecom
Bradenburg Telephone Company
Bright House Networks
British Telecom (BT)
Broadwing Communications
Cbeyond Communications
CellularOne
CellularSouth
CenturyTel, Inc.
Charter Communications
Cinergy Communications
CIO Communications
Cisco Systems
Colt Telecom Group
Comcast
Comvest Corporation
Conterra Technical Systems
Covad
Cox Communications
CSII
CTC Communications
Cypress Communications
Data Foundry
General DataComm
Deltacom
Deutsche Telekom
Digital Agent
Direct TV
DukeNet Communications
ERC Telecommunications
Florida Digital Network
FiberNet Telecom Group, Inc.
French Telecom/Equant
Frontier
Global Crossing, Ltd.
Granite Telecommunications
GlobeTel Communications Corp.
IBM Telecom Industry Solutions
Insight Communications
Inter-Tel
Jackson Energy Authority
KMC Telecom
Knology
L.A.-Tel
Level 3 Communications
Liberty Bell Telecom
Masergy
McLeod USA
Megapath Networks, Inc.
MiTel Networks
Motorola
NAP of the Americas (Terremark Worldwide)
NetDoor
Netiface
New Edge Networks
Nortel
North State Communications
NOS Communications
NuVox Communications
Paetec Communications
Paging Network, Inc. (PageNet)
Positron
Priority Communications
Progress Telecom
Qwest Communications
Red Gap Communications
Reserve Telecommunicatins
Rogers Communications Inc.
Siemens AG
SingTel
SITA
SkyPort Global Communications
Solarcom
Southeastern Telecom
Southern Telecom
SpaceNet, Inc.
Spirit Telecom
Springboard Telecom
Sprint/Nextel
TalkSouth
TampaBay DSL
TCI Telecom
Technology Solutions of SC
Telcove
Teligent
Telstar Telecom
The Home Telephone Co.
Time Warner Cable
T-Mobile
TNS Telecom
Trillion Digital Communications
Triton Telecom
T-Systems
University of Louisville
US LEC
USA Telecom Wireless
Vartec Telecom
VentureNet
Verizon/MCI
Vocera Communications
Vonage
Wire One Communications
WWISP
Xfone/I55/EBI Comm
XO Communications
Xspedius
Zetron Inc.

DECLARATION OF PATTI BARNES

1. I am Patti Barnes, Telecommunications Director of 7-Eleven, Inc. I am responsible for the procurement of telecommunications services for the company's telecommunications needs nationwide. I have been in the telecommunications business for twenty years. Prior to joining 7-Eleven in August 2005, I was employed by AT&T for 19 years.

2. 7-Eleven purchases data and long distance services from AT&T on a national basis and procures local service from the various RBOCs throughout the country. Thus, in its nine-state footprint, 7-Eleven purchases local voice service from BellSouth. Additionally, 7-Eleven purchases wireless service from Cingular. A small amount of services also are purchased from ILECs, such as Granite Telecommunications.

3. The company purchases its data and long distance services from AT&T under a 5-year agreement, which was very recently renewed without engaging in a competitive bidding process. 7-Eleven has maintained a longstanding relationship with AT&T, having done business with the company for 14 years. Indeed, AT&T provides 7-Eleven with a Solutions Management Outsource Team which has served the company in-house for a number of years. 7-Eleven purchases its local voice service from BellSouth under a three-year agreement, which also was very recently renewed without engaging in a competitive bidding process due to our satisfaction with the service offered by BellSouth. If 7-Eleven were ever to grow dissatisfied by the terms and service provided to us by AT&T or BellSouth, however, we would have ample alternative options, including Verizon/MCI and the numerous competitive LECs who are always knocking on our door.

4. 7-Eleven is moving toward IP based telecommunications and has adopted Video over IP. The company will also be moving toward VoIP due to benefits in portability and other advantages of VoIP.

5. A general concern with telecommunications procurement is that so many discrete services are billed and provided separately in their own silos. 7-Eleven negotiates different agreements with Cingular, AT&T, and BellSouth. This wastes time and causes unnecessary frustration. Additionally, it would be helpful to have all of the various RBOC local services consolidated and coordinated by my in-house AT&T team, rather than having to call different customer support and operations teams for different parts of our network.

6. Should AT&T and BellSouth be able to integrate all of their local, long distance, data, and wireless businesses, with coterminous contracts and a single support team, I am of the opinion that the merger would be of great benefit to 7-Eleven due to the efficiencies inherent in dealing with one integrated provider for all of the company's telecommunications needs.

Date: 050306



Patti Barnes
Telecommunications Director
7-Eleven, Inc.

**STATEMENT OF
BRETT BIDINGER
ABS**

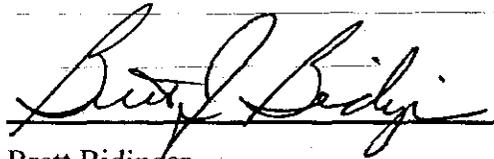
1. I am the Manager of Data Voice Communications for the American Bureau of Shipping (ABS). In my position, I am in charge of selecting vendors to provide data and internet frame-relay and well as the voice services. I have held this position for six years. Prior to this position, I worked as a network analyst for ABS for three years.
- ~~2. ABS is a non-profit corporation that establishes and applies technical standards in relation to the design, construction and survey of marine related facilities including ships and offshore structures. Our headquarters are in Houston, Texas but we have locations in nearly every port in the world.~~
3. We have over 150 offices in 70 countries located throughout the world. These offices are responsible for purchasing their local telecom services but I provide them with guidance.
4. ABS spends approximately \$3 million annually on telecom services - \$2 million for our offices based in the United States and approximately \$1 million a year for international service.
5. Approximately 70% of ABS telecom expenses are spent on data services, with another 30% being spent on voice services. We rely on a variety of telecom vendors to supply these services.
6. ABS procures telecom services through an informal process. We generally use the larger, major player telecoms and I typically requests bid from existing vendors that have good reputations and that have performed well in the past. These vendors include Verizon/MCI, AT&T , Global Crossing and Covad.
7. I find the market to be highly competitive. We regularly use this competition to our advantage. In addition, the market provides adequate products to serve our needs. I am presently working on the framework to convert our system to using VoIP. I am confident that we will use VoIP services in the future.
8. ABS does not use AT&T and BellSouth for similar services. In fact, ABS only uses BellSouth for minimal local calling plans in a few locations in the southeast.

9. I think that the merger of AT&T and BellSouth will be beneficial to ABS and I do not think it will hurt competition. The biggest benefit for ABS will be the ability to have one-stop-shopping. As long as the main players are there, competition will be healthy and we will get good service and save money at the same time. I also think that the merger may better enable AT&T to invest in network systems and research and development.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

May 4, 2006

Date



Brett Bidinger

Manager of Data Voice Communications, ABS

Statement of Mark Baker (ABX Logistics)

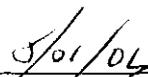
1. I am the Director of Information Technology for North America at ABX Logistics. ABX Logistics is a worldwide transportation and logistics service provider headquartered in Brussels, Belgium. The North America operation, which includes the United States and Canada, is primarily Air and Sea import/export.
2. I am responsible for all Information and Telecommunications systems in North America, including purchasing decisions. I have been in this position for three years, and before that I had similar duties with other global companies. I have eighteen years of experience in Information Technology Management.
3. ABX purchases several millions of dollars in telecommunications services annually, including managed Internet, wireless, and local and long distance telephone services. ABX North America buys Internet services from AT&T under a contract entered into in December of 2005, and use AT&T for some, but not all, of our local and long distance service.
4. I would like to consolidate all of our telecommunications services under one service provider. AT&T is view as the primary candidate of being such a provider. Where we can use one carrier to serve multiple regions, we have tried to do so, but this is difficult given the current industry structure. Third-party consultants can help to build a package that includes necessary services in all regions, but in using such services one loses some of the benefits of dealing with primary carriers.
5. I support and look forward to the merger of AT&T and BellSouth because it could make AT&T more viable as a true single-provider solution. Where BellSouth has local presence, it is our local provider. It has an excellent account team that is very customer focused. In general, BellSouth is a very proactive company -- recently when someone hacked into our voicemail system, BellSouth's fraud division immediately detected it and sent technicians on site to resolve the problem. We would have liked to use BellSouth's service in other parts of the country, but due to the limitations of its regional network, we couldn't do that. Instead, we have had to deal with individual providers in various regions -- SBC, PacBell, Verizon and others.
6. The necessity of using a patchwork of providers has imposed tangible costs on us. For example, with a single provider and single point of contact, we could eliminate the equivalent of a full-time accountant dealing with telecom billing services. The lack of a true single-source provider also imposes costs in the form of additional IT staff that must have knowledge of all our services and service providers. Having multiple providers, many of whom must outsource significant parts of their service, also creates additional costs when problems arise, as it can be difficult to pinpoint the source of the problem. As a practical example, we suffered a network outage after an ice storm in Chicago. To identify the problem, which existed within the subcontractor for our local provider, we had to contact so many companies and divisions of companies that we lost an entire

business day -- thousands of dollars in revenue that we will never recover. In my view, this would not have happened with a more solidified network.

7. I do not believe the merger will have an impact on pricing. In negotiating our recent contract for Internet services, we considered numerous providers, including AT&T, T-Mobile, MCI, and Sprint as well as BellSouth. We got aggressive pricing from AT&T primarily because of competition from T-Mobile's T-Systems. Even after the AT&T/BellSouth merger, there will be enough competition from companies like T-Systems, MCI and Sprint to keep the marketplace competitive. We have also explored use of VoIP services -- in fact; we've built VoIP capacity into our local systems and are actively pursuing this option.
8. In addition, competition between AT&T and BellSouth has been less important to us because we don't view the two companies' services as substitutes. AT&T lays on top of the system, providing services those regional companies like BellSouth cannot provide on a national level. For these reasons, I do not have competitive concerns about this merger.



Mark Baker
Director of Information Technology
North America
ABX Logistics – North America



DATE

Sheree A. Schneider Statement

1. I am Sheree A. Schneider, Director of Academic Computer Support for Lincoln Memorial University in Harrogate, Tennessee. Lincoln Memorial is a four-year undergraduate college, which also offers master degrees in Business, Education, and Nursing. We are located in the Cumberland Gap, a rural area at the intersection of Tennessee, Kentucky, and Virginia.

2. I am responsible for purchasing all telecommunications services and infrastructure for Lincoln Memorial. We currently buy local PRIs, long distance, T1s, and DS3 from BellSouth. Cingular provides our wireless voice service. Some of our equipment and maintenance is provided by CIS, Inc., a local value-added reseller of communications hardware.

3. Lincoln Memorial used to purchase long distance from AT&T. About five years ago, I took responsibility for upgrading and organizing the school's communications infrastructure, which was a complete mess due to years of unplanned and haphazard installations. I found BellSouth to be a helpful partner in that process and, based on our good relationship, I transitioned all of our business from AT&T over to BellSouth.

4. I frequently get calls from MCI and Sprint expressing interest in our business. To date, I have not followed up on their inquiries because I am satisfied with BellSouth.

5. Lincoln Memorial is part of two consortia of small colleges, the Appalachian College Association ("ACA") and Tennessee Independent Colleges and Universities Association ("TICUA"). The State of Tennessee has suggested in the past that TICUA members jointly purchase and contract for telecommunications services. At the time, I did not believe that would confer an advantage on Lincoln Memorial, because we are pleased by BellSouth's pricing and services. If, however, we were forced to look for other options, I would work with ACA or TICUA to develop new solutions from a larger pool of vendors, including among others Global Crossing, Sprint, and Verizon/MCI.

6. Overall, I have a positive view of the proposed combination of AT&T and BellSouth. I expect that the expanded company will be positioned to give us more "bang for our buck," particularly in the area of data technology. I also love the idea of having access to converged wireless/wireline technologies, resulting from the integration of Cingular into the new company. It will be convenient to have one team supporting both sets of services and I would expect us to get

added volume savings by combining our wireless and wireline purchases in one vendor.

Date: 6/9/2006



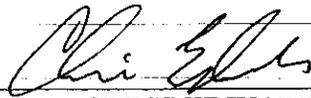
Sheree A. Schneider
Director of Academic Computer Support
Lincoln Memorial University



STATEMENT OF CHRIS EDWARDS (A CLEANER WORLD)

1. I am the President of A Cleaner World and have been in this position since 1996. I have been working at A Cleaner World since 1982. A Cleaner World is based in High Point, North Carolina, and we provide dry cleaning services at 44 outlets located mostly in North Carolina as well as in Virginia. In my role as President, I have the responsibility for selecting telecommunications services for A Cleaner World.
2. A Cleaner World spends around \$100,000 per year on telecommunications services. Approximately a quarter of that amount is spent on cellular services for our business - 95% of that spend goes to Alltel and 5% to Verizon Wireless. We use BellSouth for local phone service and Internet access services at about 60% of our North Carolina-based locations, which constitutes roughly 45% of our annual telecom spend. We use North State Communications for local service and Internet access services at our High Point headquarters. We use other regional phone companies for local service at some of our outlying locations. Sprint provides us a service bundle (local, long distance and Internet) for our Kernersville, North Carolina location. We use AT&T for long distance services at all of our other North Carolina locations as well as at our Virginia locations.
3. In order to ensure that we continue to receive competitive rates, we look at alternative telecommunications service providers every three or four years. For example, about four years ago, we switched our local service at our Winston-Salem and Greensboro, North Carolina locations from BellSouth to a company called BTI Communications because BTI was offering lower rates. We found, however, that BTI's quality of service was not as good as BellSouth's so we switched back to BellSouth later. Price and service are both important considerations we look at in selecting telecommunications providers.
4. I believe there's a very, very open market for business telecommunications services today because there are so many different options for communicating now, with VoIP, cellular, cable companies and many different carriers - like BTI - that provide services. Wireless service definitely competes with traditional wireline phone networks and long distance providers. Our company uses cell phones with unlimited nationwide calling, and as such, we are increasingly using cell phones for long distance business calls rather than landline phones. By the same token, I've looked at VoIP and asked people their experiences with the technology and looked at the equipment that's out there. I consider VoIP an option that continues to strengthen. It's an extremely competitive market and I've seen prices continue to drop year after year.

5. I support the AT&T/BellSouth merger and have no competitive concerns. I expect prices to continue to drop after the merger, and I believe our company - and the business sector in general - will benefit from this merger. I think the trend is towards more bundled services and I definitely see the benefits of the combined company offering integrated services. If you have one provider covering all of your services, then I believe you have more negotiating power with that provider to get lower prices and discounts. You also get more flexibility to choose the types of services you want and also get the benefit of paying a single bill. I think as more companies offer bundled services - like the cable companies are now - we'll see more of a fight between providers over quality to give the customer the best value, and I anticipate that quality of service will improve as a result.



CHRIS EDWARDS

5/8/06
DATE



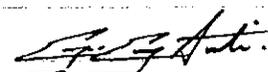
TELAC TELESERVICES GROUP

STATEMENT OF GEORGES ANDRE OF ACCESS WORLDWIDE

1. I am the Chief Operating Officer and Senior Vice President of Access Worldwide with full oversight responsibility for the company's operations, including the procurement of telecommunications services. Access Worldwide is a marketing company that provides a variety of sales, education and communication services. We are headquartered in Florida and have three additional domestic call centers located in Maryland, Virginia, and Maine and an offshore center located in Manila, Philippines. These call centers provide our clients with support to handle services such as inbound and outbound acquisition campaigns, customer retention, customer winback, account management, and customer services.
2. As a business focused on maintaining reliable call centers for our clients, we will always purchase services from several telecommunications carriers. Retaining multiple carriers, allows us to seamlessly shift our traffic between carriers during unexpected outage periods without disrupting the services we provide to our customers.
3. In Florida, we purchase services primarily from AT&T, ATX, Verizon, and Sprint. Our total nationwide telecommunications expenditure is approximately \$1-2 million dollars per year. Our purchased services include long distance, local service, toll free and T1 lines, and DS3 circuits.

4. I am not concerned about the proposed merger between AT&T and BellSouth and believe the merger may lead to new and improved services. The integration between AT&T and BellSouth's networks may not only improve the quality of services offered in our Florida call center location, it may speed the rollout of advanced services and technology across wider areas, especially VoIP.

DATED: May 5, 2006



Georges Andre
Executive Vice President
Chief Operating Officer
Access WorldWide

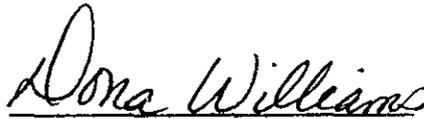
2758465

ACME

STATEMENT OF DONA WILLIAMS (ACME TRUCK LINE, INC.)

1. I am the IT Manager of Acme Truck Line, Inc. ("Acme") and am solely responsible for the telecommunications needs of Acme. I have been in my present position at Acme for approximately 12 years.
2. Acme is headquartered in Harvey, Louisiana (just outside of New Orleans) and is an interstate oilfield and general commodities hauler with a fleet of approximately 1,700 trucks operating in 35 service markets with 75 service locations in those markets. Acme's largest service locations are in Houston, Beaumont and Dallas, Texas and Lafayette, Lake Charles, Houma and Morgan City, Louisiana.
3. Acme's total telecommunications expenditures are presently approximately \$500,000 per year.
4. AT&T has been Acme's main voice and long distance telecommunications provider for the last 8 to 9 years. AT&T, through a T-1 line with Bell South, is also responsible for connecting Acme with the internet allowing Acme to transport its MIS product over the internet. Bell South is Acme's provider for local service in Louisiana and SBC for local service in Oklahoma and Texas; in other areas where Acme has service locations, other Bell companies provide local service. Acme is presently beginning to use VoIP.
5. During the approximately 17 years that I have been in charge of telecommunications for Acme, Acme has changed its major telecommunications provider three times: from Sprint to MCI and then, five or six years ago, to AT&T as a result of a RFP.
6. The most recent competitors which have been seeking Acme's telecommunications business are Xspedius Communications and Qwest Communications.
7. Acme is very satisfied with AT&T's service and is supportive of the merger of Bell South and AT&T. I believe that the merger of the two companies will help improve interfaces between the two companies' services and result in better service to Acme.
8. I do not have competitive concerns about the merger and believe that, following the merger, there will continue to be ample competition for our telecommunications business.

Dated: April 21, 2006



Dona Williams
IT Manager
Acme Truck Line, Inc.



**STATEMENT OF
CHRIS GRUENEWALD**

1. I am the Director of Network Operations at Affiliated Computer Services, Inc. (ACS). In my position I am responsible for negotiating telecom contracts and supervising telecom billing. ACS is an international company with offices located in forty-two countries. I have been the Director of Network Operations for one year and have worked for ACS for over eight years. Earlier in my career, I worked as a Group Sales Manager for AT&T.

2. AT&T provides over \$40 million in annual telecommunications services to ACS. ACS purchases local exchange access, long distance, international calling, 800 numbers, data services, including point to point, ATM, internet connectivity, CMLS, MPLS, calling cards, remote access and frame relay from AT&T.
3. ACS obtains its services through a competitive bidding process. As part of the bidding process, I work with five senior engineers from ACS to complete the bidding process. I supervise four additional employees who assist us in this task. The first step is for our engineers to design the necessary network. Once our engineers design the solutions and we know the specs, we will issue RFP's to tier one vendors including Sprint, Qwest, Verizon Business and AT&T. The complexity and sophistication of our networks require tier one vendors. We do not view BellSouth in this category.
4. Price is a driving factor in our decision-making process. We currently feel that the market is highly competitive. I do not have any competitive concerns about the merger between AT&T and BellSouth.
5. I think the merger will have economic benefits for ACS. The merger will enable AT&T to drive out inefficiencies which will, in turn, lower prices.

6. Post-merger, I know there will be a healthy amount of competition. We talk to independent providers on a regular basis, and there are a number of options available. When it makes sense to use other providers or other technology we do so. This will not change after the merger.

DATED: April 25, 2006



Chris Gruenewald
Director of Network Operations
Affiliated Computer Services, Inc.

2756417



**STATEMENT OF
GENE WARREN – ACT TELECONFERENCING**

1. I am the Executive CEO and President of ACT Teleconferencing (ACT). I am responsible for strategic direction and oversight of the company. I am also responsible for approving contracts for telecommunications services and for providing guidance and oversight. I have over 30 years experience in the telecommunications industry, including over 15 years with MCI.
2. ACT is a global teleconferencing provider established 1989. The company offers audio, video and web-based conference products and services and specializes in supporting conferencing applications such as Investor Relations, Distance Learning, Medical Communications and Continuing Medical Education programs. ACT employees more than 340 people worldwide. Our headquarters is located in Golden, Colorado. We have sales and service delivery centers in the U.S., Canada, the United Kingdom, continental Europe, Australia, Singapore and China.
3. ACT spends around 10 to 12 million dollars annually on telecommunications services. We purchase the full range of telecom services, including long distance services, video conferencing voice services, IP/Backbone services, managed services, local calling, international voice data and ISDN for video services.
4. ACT obtains these services from a variety of telecom providers, including AT&T, SingTel, Colt, BT, Telstra, AAPT, Hong Kong Tel and Rogers. We also use local service providers in some areas.
5. When evaluating service providers, our most important criteria are: capacity to provide service, reliability, and support services. These are the driving factors. Price becomes a factor only after we are comfortable with a vendor's ability to provide, maintain and support reliable services.
6. ACT employs a variety of methods to obtain bids on contracts. Our procurement process depends on the timing and the services that we require. We occasionally use a formal RFP process but also entertain unsolicited offerings or go directly to vendors to request specific services. As mentioned before, in order for us to consider a vendor we must be confident in its dependability.
7. The business sector is competitive in various ways. For the larger players, price points are relatively competitive but service varies. When a vendor offers discounted prices it raises concerns and may mean that they will sacrifice support services.
8. We currently use IP to provide both video and voice conferencing services and believe that it has its place. It is possible that we may benefit from advances in VoIP in the future.

Global excellence in teleconferencing

9. ACT could benefit from and is interested in enhanced network security. In the past few years, we have experienced serious situations with both our voice and data networks where we could have benefited from stronger security networks. In practical terms, the more security into the data backbone, the better.
10. We like the fact of wireline and wireless services coming together. We believe that wireless connecting with wireline will cut our costs.
11. At the end of the day, we want simplicity and like the idea of one-stop shopping. I believe that there are a sufficient number of companies that are able to provide quality service on a national scale and will preserve competition. I want to be able to focus on my business, not on my vendors.

12. We support the AT&T and BellSouth merger. Allowing AT&T to acquire BellSouth will have several benefits: It will better enable AT&T to invest in research and development and will help simplify the marketplace without threatening competition. It will also help provide what business like ACT require – a solid, secure telecom system.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

05-26-06

Date



Gene Warren
President and Chief Executive Officer,
ACT Teleconferencing

Statement of John Gentle (Adams Brothers Produce)

1. Since 2002, I have been the IT Manager for Adams Brothers Produce ("Adams Brothers"). I am responsible for purchasing and negotiating for telecom, data, and cellular services and telecom and networking equipment.

2. Adams Brothers is a family-owned fresh produce distributor based in Birmingham, Alabama. The company has existed for over 100 years and, in the past fifteen years, has begun rapidly expanding to new areas. We now operate distribution centers in Tuscaloosa and Huntsville, Alabama; Destin, Pensacola, and Panama City, Florida; and Biloxi and Jackson, Mississippi. We plan to continue to expand our operations into new states, including outside of the Gulf region, in the near future.

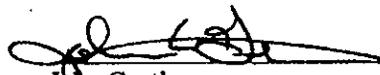
3. Nearly a decade ago, Adams Brothers stopped using BellSouth for telecom services. During the ensuing years we used AT&T, Sprint, Deltacom, and, most recently, Nuvox for our telecom and data services. However, as our company has expanded, our telecom needs have become more significant in both size and importance. After experiencing poor customer service from other providers and experiencing significant service outages after Hurricane Katrina, we switched nearly all of our telecom services to BellSouth in September 2005. BellSouth was willing and able to work with us in the wake of Katrina to quickly provide service at some of our affected locations. Since that time, BellSouth has offered a reasonably priced and comprehensive solution to all of the telecom issues that we had experienced in the past. Remarkably, while service outages were routine experiences with other providers, we have not had problems with our BellSouth service in months.

4. We now use BellSouth for local and long distance service, Internet access, and data services. We use point-to-point T1 lines to connect our facilities over BellSouth's long distance network. BellSouth is also our primary Internet provider, although we also use Brighthouse, a local cable subsidiary of Time Warner, for redundancy. In addition, we use VoIP internally and expect to continue to adopt this technology in the future. While there are a number of providers out there that offer the services

we obtain from BellSouth, we are pleased with the customer service that we have received from BellSouth and are satisfied with our decision to switch our business back to BellSouth.

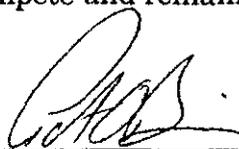
5. For the past year, we have used Sprint-Nextel for our cellular service. Prior to using Sprint-Nextel, we purchased cellular service from T-Mobile. While we considered quotes from T-Mobile, Verizon, and Cingular, we decided to use Sprint-Nextel in part because of their push-to-talk capabilities.

6. I think the proposed merger between AT&T and BellSouth will produce significant benefits for Adams Brothers. First, I believe that the merger will provide us with additional capabilities in the future by allowing the combined company to introduce new technologies and services in our region. Second, because Adams Brothers intends to expand outside of BellSouth's current footprint, the merger could provide a significant benefit because the combined company will have a footprint that includes AT&T's current territory. We would prefer to have a single provider for all of our telecom services and the merged company will provide us with that option as we expand our business. Third, because AT&T's network would reach from coast to coast, we may be able to connect to sister companies on the west coast without having to incur the expense of purchasing service from additional providers. Fourth, I believe that the merger will improve the new company's ability to offer us reasonable prices by merging BellSouth's regional network with AT&T's global network. Finally, after our experience with Hurricane Katrina, I believe it will be a huge benefit for the merged company to be able to rely on the combined infrastructure of both BellSouth and AT&T to quickly restore service and reroute calls over redundant networks in the event of a natural disaster.

 6/2/2006
John Gentle
Adams Brothers Produce

STATEMENT OF PATRICK O'BRIEN
(ADC Telecommunications, Inc.)

1. I am President of ADC Telecommunications, Inc.'s Global Connectivity Solutions Business Unit. In this role I oversee ADC's infrastructure product offerings manufactured and distributed in all regions of the world. I have been with ADC since 1993.
2. Our relationship with AT&T and BellSouth is as customer and supplier. ADC purchases telecommunications services from AT&T and BellSouth. In addition, ADC purchases wireless services from Cingular. As a vendor, ~~ADC provides professional installation services (Engineering, Furnish and Install ("EFI") services) to Bellsouth, Cingular and AT&T.~~ ADC also provides wireless, wireline and network infrastructure products including connectors, cables, jack panels and transmission equipment, for use in AT&T, BellSouth and Cingular's networks in varying degrees.
3. ADC is a global company with sales around the world and in the United States, including the Southeast. ADC has multiple physical locations throughout the United States including locations in BellSouth and AT&T's serving areas.
4. I see the consolidation of AT&T and BellSouth into a larger ADC customer as a potential benefit to ADC. Among other things, the combined company may enable ADC to streamline its product portfolio, which should result in efficiencies for ADC as well.
5. Today, the telecommunications industry is rich in competition. We anticipate that mergers like AT&T and BellSouth will encourage investment in networks and infrastructure by the newly combined company. Such new investments by the newly combined company should result in further investments by AT&T's competitors in order for them to better compete and remain viable; all of which will be good for consumers.



Patrick O'Brien
President for the Global Connectivity Solutions Business Unit
ADC Telecommunications, Inc.

4/21/06
Date

STATEMENT OF MICHELLE MARTINIE

1. My name is Michelle Martinie, Customer Service Manager for Advanced Cable Communications (formerly Coral Springs Cable T.V.), a local cable television company with about 50,000 subscribers in Coral Springs and Weston, Florida. I have held this position for 6 years and have been with the company for 18 years. I am responsible for purchasing telephone equipment and voice service for Advanced Cable.

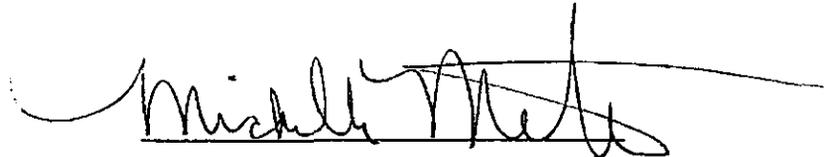
2. Advanced cable purchases from BellSouth Metro-Ethernet service, PRIs for local service, long distance, an 800 number, and numerous administration lines for faxes and modems throughout our main building. Our PRIs are covered by a 36 month contract, which we renewed this year. We entered our contract for Metro-Ethernet service in June of last year. Overall, we are extremely satisfied with the service and pricing we have received from BellSouth.

3. Advanced Cable has also purchased equipment and long distance service from Sprint. To the best of my knowledge, we have never been a customer of AT&T. I believe that AT&T has excellent technology for business customers in particular and think that it could benefit Advanced Cable to gain access to AT&T's technology.

4. We also use the services of Internap, a third party facilitator with substantial experience building data networks. If for some reason we were not satisfied by the terms or service offered to us by BellSouth, we could turn to alternate providers. My understanding is that there are a host of services providers available that can help companies of our size put the pieces together.

5. Overall, I expect that the proposed merger of BellSouth and AT&T will have little effect on Advanced Cable. In fact, we probably will not feel it at all.

Date: 5/22/06



Michelle Martinie
Customer Service Manager
Advanced Cable Communications

AHS Information ServicesDeclaration of Michael Emmons

1. My name is Michael Emmons. I am the Chief Technology Officer of Adventist Health System. Adventist Health System is the tenth largest non-profit hospital system in the United States. We operate 38 hospitals in 13 states, 41 home health care centers and hospices, as well as physician facilities. Our headquarters are in Winter Park, Florida.
2. I have been in the health care arena for approximately 15 years dealing with voice and data needs. I have been with Adventist Health for approximately two years. Before that, I was with hospital systems in South Carolina, North Carolina, and Florida. Before those jobs, I was in the computer field, working for companies such as IBM and Raytheon.
3. BellSouth provides our long distance voice. This contract was renewed recently after we also considered Masergy, Global Crossing, Time-Warner Communications and AT&T. BellSouth also provides our local voice services.
4. Our long distance data service provider is AT&T. For that contract, we considered BellSouth, Masergy, Global Crossing, and Time-Warner Communications.
5. We have considered moving our voice and data services to the Internet, but we are satisfied with the pricing and support we currently receive from our telecommunications vendors and therefore are not motivated to make such a move.

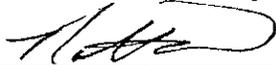
6. In my discussions with my colleagues at Adventist Health about the merger between BellSouth and AT&T, I have explained that the merger will provide greater competition against the cable companies who are putting voice over cable.
7. I am hopeful that the merger will give me one point of contact for all my telecommunications needs wherever a facility is located. For example, if we decide to open a new hospital in Chicago, I will be able to contact one person with whom I am familiar and who knows our needs, to purchase and install all of the telecommunications services for new hospital.

May 23, 2006


Michael Emmons

STATEMENT OF MATT WILLIAMS (ALLCONNECT, INC.)

1. I am the Telecom Director at Allconnect, Inc., which provides a central means by which a customer who is moving can activate multiple utility and communication services. Allconnect's corporate headquarters is located in Atlanta, Georgia, and it also has a call center in St. George, Utah and a facility in Little Rock, Arkansas.
2. I have been with Allconnect for 4.5 years and have held my current position for 3.5 years. My responsibilities include general oversight of telecommunications operations, including infrastructure and call center technology. I am also in charge of telecommunications purchasing.
3. Allconnect spends \$1.5 million annually on telecommunications services. Approximately 50% of that is with AT&T. Allconnect currently purchases Megacom 800-toll-free service; IP ATM service; and DS-3 access from AT&T. AT&T provides services for all three of our locations. We also purchase local telephone services from BellSouth for our corporate headquarters in Georgia.
4. We have a private IP product with Verizon/MCI, which serves as a back-up to AT&T's IP ATM product. We purchase some toll-free services as well as Internet and Ethernet services from Verizon/MCI. We also purchase some Internet services from Cogent. We purchase wireless services — Blackberry and cellular phones — from Verizon.
5. Recently, we were looking to move away from the IP ATM product and switch to an MPLS-based product that could run both voice and data. We put out a bid to Qwest, Broadwing, and AT&T. We ultimately decided to stay with AT&T and switched to their AVPN product. Qwest was the number two candidate and provided a competitive price. We chose AT&T because we believed that migration to a new product within the same company would be easier, and we still had 1.5 years left on our contract with AT&T.
6. I believe there is strong competition for the services we are currently purchasing from AT&T. Allconnect definitely has options if it wanted to switch its service away from AT&T — in particular, I would look to Verizon/MCI. Qwest also offers competitive pricing on the west coast.
7. Overall, I am in favor of the merger between AT&T and BellSouth. Although I do not believe the merger will affect Allconnect substantially, I do see a potential benefit to the merger. Currently, our only choices for metro and long haul Ethernet products are BellSouth or MCI. AT&T is not able to offer these services in Atlanta. After the merger, we will be able to purchase these services from a single vendor as opposed to having to maintain a separate account team with BellSouth.



Matt Williams

6-6-06

DATE