

airJamaica®



STATEMENT OF KEITH SMITH
(Air Jamaica)

1. I am the Vice President for IT Services at Air Jamaica, with full responsibility for network development and telecommunications service procurement. I have held this position since December 2001. Prior to this position, I was an executive in the telecom industry for many years and have spent nearly my entire career in the telecom industry.
2. Air Jamaica is wholly owned by the Jamaican government. It has its headquarters in Kingston, Jamaica and has other main offices in Montego Bay, Jamaica and Miami, Florida. In addition, Air Jamaica has a presence in or near numerous airports throughout the world.
3. Air Jamaica's annual expenditure for telecommunications services is approximately \$5.5 million. Our primary telecom asset is our Wide Area Network that connects all of our sites around the world. For North America, AT&T is our primary service provider and we spend about \$1.1 million on services from AT&T. We only use BellSouth on a very limited basis, in Florida and Georgia, for some local voice service. We are considering VoIP solutions for our future needs.



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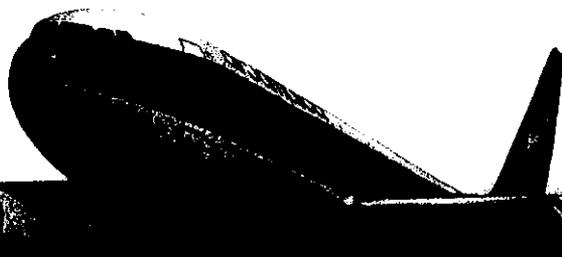
4. When awarding contracts for telecom services, we always evaluate a range of vendors based on our particular needs. We typically sign two-year contracts. Last year, we signed a contract with AT&T for a MPLS/VPN upgrade of our WAN after performing a technical and competitive analysis of various telecom vendors, including AT&T, SITA, and Verizon/MCI.
5. I do not have any issues with the merger from a competitive standpoint because AT&T and BellSouth operate in different spaces. AT&T provides national services whereas BellSouth provides primarily local services. In addition, the AT&T-BellSouth merger will not compromise any of Air Jamaica's telecom requirements.

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



Keith Smith
VP for IT Services, Air Jamaica

28/04/06
Date



DECLARATION OF SANDY PETERS

1. I am Sandy Peters, Manager of Telecommunications Services for Atmos Energy Corporation. Atmos is the nation's largest natural gas-only distributor. We are headquartered in Dallas, Texas and have operations in twelve states. Atmos' operations are housed in eight divisions, including our nonutility operations, each with its own IT manager. I am responsible for the procurement of all cross-corporate telecommunications services, including voice, data, cellular, as well as the procurement of switches and other hardware.

2. Atmos has a nationwide contract for long distance with AT&T. Atmos also purchases from AT&T, frame relay in Texas, Colorado, and Kansas, as well some frame relay backbone service.

3. For our facilities in the Southeast United States, we receive data (frame relay) and local voice services from BellSouth. BellSouth also provides us with Centrex service in some locations and a small amount of long distance.

4. Broadwing provides voice and data services to us outside of BellSouth's footprint. Broadwing also provides the T-1 lines that connect our corporate offices with our customer call centers. We are pleased with the service and support provided to us by Broadwing. Atmos turned to Broadwing, in part, due to some service and support issues we had with Southwestern Bell.

5. We recently have worked with a Verizon account team as a result of our 2004 purchase of TXU Gas Company, a Verizon customer. The Verizon account team has been very efficient and helpful, particularly for data services. Based on this experience, we consider Verizon to be a viable alternative to either AT&T or BellSouth as a provider of frame relay, long distance, and other services.

6. We also purchase specific services from other suppliers. For instance, Sprint supplies the back-up T-1 lines for our internet service and XO Communications has provided us with excellent local service and support in Dallas in the past and would be considered another alternative to either AT&T or BellSouth.

7. Atmos currently purchases significant amounts of wireless service from Cingular. As it stands now, it is quite burdensome to be required to maintain separate agreements for wireless, data, and wireline services. If we were able to consolidate our wireless, data and wireline services that we currently receive from Cingular, BellSouth and AT&T, it would be advantageous to us, by making telecommunications procurement more efficient and cost-effective.

8. Even though we have some concerns that the integration of these three companies will cause a disruption in customer service we do not believe that the merger will have an adverse impact on our ability in the future to procure any service or group of services that may be provided by these companies. In fact, we expect that combining Atmos' current purchases from AT&T, BellSouth, and Cingular will only enhance our relationship with the future combined organization, due to the large volume of business we currently have with the three companies currently.

9. If, however, the merger results in logistical integration problems or a reduction in the quality of customer service, we may expand our relationship with other providers, as we did in the past with Broadwing. In addition, our past experiences with both XO Communications and Verizon at TXU Gas make them viable alternatives as providers of both voice and data services. Expansion of business relationships with other telecommunication providers, such as Sprint, also remains an option.

10. If AT&T and BellSouth were to quickly and efficiently integrate all of their businesses, the merger would offer Atmos practical benefits as well, as discussed above. In particular, the ability to have one national AT&T team serving our telecommunications needs would be very helpful, as would a consolidated billing system for the various services provided.

11. Additionally, we believe that the combination should improve disaster recovery efforts in the future. Our recent experiences with such efforts in connection with Hurricanes Katrina and Rita have taught us that we are better able to recover from emergency situations where we have fewer points of contact.

Date: 5/8/2006



Sandy Peters
Manager of Telecommunications Services
Atmos Energy, Inc.

DECLARATION OF ANDREW HUGHES

1. My name is Andrew Hughes. I am the First Vice President and Manager of Network and Information Security Services at BancorpSouth. I have held this position for the past two and one-half years. My responsibilities include purchasing voice and data services for our 280 locations in Texas, Arkansas, Louisiana, Tennessee, Mississippi and Alabama. Our annual telecommunications budget runs between \$6 and \$8 million.

2. Our company purchases various hardware, long distance, frame relay/data networking, and local voice service from BellSouth. These services and hardware are covered by a three-year contract we entered in December 2005. We also purchase local voice service from AT&T (formerly, SBC) in states where it is the historic BOC. We elected to go with BellSouth for our data requirements because it offered us very favorable pricing. Additionally, we have been pleased by BellSouth's customer support.

3. Our bank is currently entering a pilot phase of a transition from frame relay data network to a MPLS network. The reason for making this transition is to attain greater bandwidth. Our current system is as cheap as it gets for frame relay and it would be impossible for us to squeeze any more savings out of BellSouth. But, notwithstanding that savings, we do not think that frame relay technology is a viable economical solution due to our growing bandwidth requirements. In 2007, we may be able to transition our entire data network to an MPLS-based network.

4. As we roll out MPLS, the bank will introduce additional IP functions, including VoIP. We currently have limited internal VoIP in ten to 15 branches. By the end of 2006, this could grow to 30 to 40 locations.

5. We anticipate several benefits from the increased use of VoIP. We see VoIP as an additional technology to provide for better service to our customers and flexibility both in normal operations as well in times of a disaster recovery situation. We also expect savings from reducing our demand for redundant voice and data networking hardware and transmission services.

6. We have been pleased by the service we receive from both BellSouth and AT&T (legacy SBC). I expect, however, that BancorpSouth will benefit from the proposed merger. Any merger of this size presents execution risks, such as migrating separate networks and integrating billing systems. But, assuming those challenges can be overcome, the resulting integration will be good for us. We would prefer to work with one account team and to have one person to call for operational support when there are problems in any part of our network. I also expect that we will have a bigger lever to pull with the combined company, because we will no longer be splitting our buying power between different suppliers. From a technical perspective, AT&T has many more MPLS points of presence, which will be an advantage to us as we continue our transition from frame relay to MPLS.

7. Additionally, BancorpSouth is also a customer of Cingular Wireless. It would be convenient for us to have the option to purchase both wireless and wireline service from one supplier. This is also an area where our higher volume of purchases could create additional buying power.

8. If BancorpSouth were to grow dissatisfied with the services provided by the combined company after the merger, we would have other options, including two strong national vendors, Verizon/MCI and Sprint.

9. Overall, I expect that a year after the merger is completed, BancorpSouth will be a lot better off as a result of the combination of BellSouth and AT&T.

Date: April 25, 2006

A handwritten signature in cursive script, reading "Andy Hughes", written over a horizontal line.

Andrew "Andy" Hughes
First Vice President, Manager Network and
Information Security Services
BancorpSouth, Inc.

Statement of Joey Oden (Bank Independent)

1. I am Senior Vice President of Bank Independent. For the past twenty years, I have been in charge of technology for Bank Independent. I currently manage all aspects of Bank Independent's technology needs, including strategic planning related to and implementation of the Bank's network, telephone system, software and Internet service.

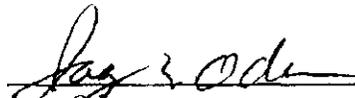
2. Bank Independent is a regional bank operating in northern Alabama, west of Interstate 65. Bank Independent has recently expanded by purchasing the branch offices of another bank, and now operates twenty-five branches in northwest Alabama. Bank Independent's monthly spend for telecommunications services is consistently around \$40,000.

3. Bank Independent is a long-time customer of BellSouth for voice and data services, and purchases a variety of products and services from BellSouth, including point-to-point T1 circuits and Net VPN service which together provide data and voice connections for all of its offices, managed router services, and telephone numbers. I have purchased a secondary service related to interstate communications (e.g., a data circuit) from other vendors, including ITC DeltaCom and InterMedia. I am aware that BellSouth is now able to provide this service, but I continue to use another provider for that data circuit.

4. I believe that there are a number of competitors of BellSouth that could meet Bank Independent's technology needs, including InterMedia and ITC DeltaCom. I am very comfortable with the level of customer service that I receive from BellSouth at what I consider to be a fair price. I am also aware of new technologies that other vendors are offering, but Bank Independent currently has no need for those technologies.

5. I do not believe that the merger of BellSouth and AT&T will take away any options I have for telecommunications services because there are enough other options out there. As I have said, I am quite satisfied with the level of customer service I currently receive from

BellSouth's customer support team. But, if the current culture of customer service at BellSouth changes after the merger with AT&T, I may consider other vendors to provide Bank Independent's primary telecommunications services. I do not oppose this merger because I do not believe that it will reduce competitive alternatives for Bank Independent.



Joey Oden
Bank Independent

Statement of Dave McLeod (BancPlus Corporation)

1. For the past six years I have been employed by BankPlus and currently serve as the Executive Vice President and Chief Technology Officer for BankPlus. BankPlus, which is headquartered in Jackson, has over 60 bank branches in Mississippi operating under the BankPlus name. My role is to determine the bank's technology needs and to find service providers that can tie our technology infrastructures together. Accordingly, I am involved in the decision to procure telecom services and the negotiations for those services.

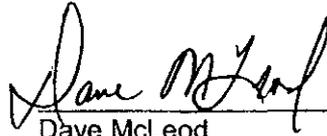
2. Prior to 2001, our bank branches used a hodgepodge of telecom providers and telecom solutions. Shortly after I joined the company, we decided to centralize our telecom purchases and conducted an RFP seeking vendors. Out of five proposals from vendors including Cisco and Avaya, we ultimately selected BellSouth to provide most of our telecom and data equipment services. We use BellSouth for local and long distance service and for our data network, which includes T1 lines. In addition, we purchase Nortel equipment through BellSouth. We, however, purchase Internet access through NetDoor.

3. For wireless service, we use Cingular Wireless, except for in areas where Cingular does not have adequate coverage. In those areas, we use Cellular South.

4. Because the service that we have received from BellSouth has been excellent, we have not conducted another RFP. I like receiving all of our services from a single provider, because it is easier to resolve issues with a single contact when major problems such as hurricanes arise. We do, however, routinely shop around for better rates. We regularly get solicitations from other providers and are aware that a number of other providers do exist.

5. I am not opposed to the proposed BellSouth and AT&T merger. I believe that it is possible that the merger may produce some benefits for BankPlus. In particular, I hope that, after the merger, the new company will be able to pool its resources to increase the number and

quality of service technicians in the field. I also think that our company may benefit from synergies and bundled pricing that could result from Cingular being owned by a single company.

A handwritten signature in black ink, appearing to read "Dave McLeod", written over a horizontal line.

Dave McLeod
BankPlus

STATEMENT OF CHAS DICKSON OF BARKSDALE FEDERAL CREDIT UNION

1. I am the Vice President of Information Services for Barksdale Federal Credit Union. I have worked within the Information Technology ("IT") department of Barksdale for 19 years and have been the head of the IT department for approximately 15 years. I am responsible for Barksdale's telecommunication needs and am involved in all aspects of telecommunications. I handle all of the data and voice communications, including main frame, PC, and telephone functions. I have been involved with data line deployment for 17 years and voice for 8 years.

2. Barksdale is a financial institution based in Bossier City, Louisiana, with approximately 13 locations throughout Louisiana.

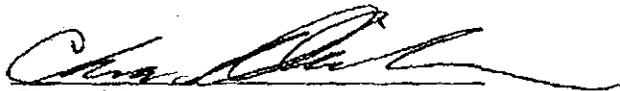
3. Barksdale purchases various types of voice and data services from multiple carriers, including AT&T, BellSouth, and CenturyTel. Barksdale purchases voice lines, data lines, network, ATM lines, regular telephone service, (800) lines, and point-to-point circuits.

4. When procuring telecom services, we begin by contacting those vendors we are most satisfied with and we inform those vendors of our specific needs and requirements. The vendors will then come back with quotes. When we renegotiate existing contracts, we bring in several different providers and negotiate based on our specific needs.

5. Procuring and managing telecom services is a frustrating process. We used to be able to order line, local access, and equipment from one provider. Then, if there was a problem, we would make one call, the provider would identify and solve the problem, and it would be done. Now, we can't buy the entire service from one provider and are forced to purchase service in bits and pieces. As a result, we encounter complicated service issues. We need one provider for long hauls, another provider for local legs, and a third party provider for equipment. If a problem arises, the remedy now takes hours and hours of troubleshooting. Forcing a customer to

use separate companies for long hauls, local legs, and equipment is a nightmare. I can have up to five vendors at a time on a conference call just to resolve one problem in the service. I waste a lot of time with vendors because every company blames everyone else for the problem. It would be much more advantageous to get the entire service from one provider again. I would be able to make one call to solve service problems and save a lot of time.

6. We support the merger between AT&T and BellSouth and see the merger as beneficial. The merger will allow us to have one point of contact for end-to-end service. I will then save a great deal of time dealing with service issues. I like the idea of one-stop shopping, where we can acquire a wide array of services from a single source. Therefore, I view the merger as good for the customer.



Chas Dickson
VP Information Services
Barksdale Federal Credit Union

Dated: 6/14/6

STATEMENT OF WARD JONES
(Best Buy)

1. I am a technical consultant for Best Buy. I handle telecommunications issues for the company, including examining the impact of contracts, negotiating services, and overseeing SLA's and purchases. I have been with Best Buy for approximately twenty-three years, and in the telecommunications industry since 1988.
2. Best Buy is the country's top consumer electronics retailer. Although Best Buy is headquartered in Minneapolis, MN, it has over 750 stores nationwide. Additionally, Best Buy owns stores in Canada and recently purchased an electronics chain in China. Best Buy currently spends approximately \$50 million annually on its telecommunications needs. Roughly \$20 million of this figure is allotted to voice services and \$30 million is spent on data services. The services for each location vary depending on the type of location (i.e. warehouse, service center, retail store, distribution center, etc.). AT&T currently provides the majority of all these services. In some areas Best Buy does have to use a LEC for local service.
3. Best Buy last underwent a formal RFP process in 1998. At the time, contracts for the company's voice and data services were handled by two separate vendors, and each contract was expiring at the same time, so Best Buy's goal was to have one provider handle both voice and data needs. In this particular bidding process, the company focused on the national carriers: Sprint, MCI, and AT&T. Best Buy was aware of other providers (such as Global Crossing) but decided to focus on nationwide providers because of our geography. After careful examination, Best Buy chose AT&T as its provider for both voice and data services. Since then Best Buy has used a more informal process for renewing such contracts. Best Buy has drawn on its growth to negotiate better pricing but has chosen to stay with AT&T for its services since the 1998 RFP.
4. I believe there is ample competition in the telecommunications market. It is great that there are small players in the market, but I feel you only really need at least two providers, and you have all the choice you really need.

5. If the merger goes as planned, and the companies are truly able to synergize their networks and products, Best Buy will benefit from having a single point of contact for a larger network coverage area. It is my feeling that LEC's like BellSouth do not know how to handle large enterprise customers, and this is an area where AT&T excels. Overall I am supportive of the merger.



Ward Jones
Technical Consultant, Best Buy

6-9-06

Date

STATEMENT OF JOHN HICKS (BNSF)

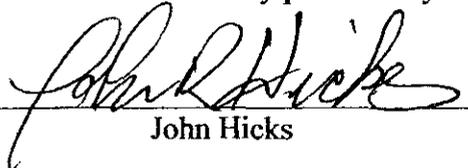
1. I am the Director of Telecommunications Engineering for BNSF Railway Company, a subsidiary of Burlington Northern Santa Fe Corporation. BNSF operates one of the largest railroad networks in North America with about 32,000 route miles in 28 states and two Canadian provinces.

2. I am involved in and have final responsibility for the purchase of telecommunications services for BNSF, other than cellular service. To provide voice and data telecommunications services at our headquarters in Fort Worth, Texas and at over 6,000 offices, we purchase services from most of the larger carriers, including AT&T, Qwest, Sprint and Verizon, and from over 100 smaller companies, primarily incumbent Local Exchange Carriers in rural areas.

3. BNSF typically enters into three year contracts with its telecommunications providers. The master agreements with the larger service providers are reviewed annually to see if rates are competitive in the market place. These reviews can result in BNSF seeking bids from alternative telecommunication providers to see if the competition can provide better rates.

4. Over the last two years BNSF has used the services of consulting companies (Telewares and Vercuity) to help review and negotiate telecommunication contracts. These consulting companies maintain data bases for reviewing current telecommunications services and prices

5. I believe the telecommunications market is very competitive. I do not believe that the proposed merger between AT&T and BellSouth will have any negative impact on the purchase of telecommunication services for BNSF Railway. An AT&T merger with BellSouth may be a benefit for BNSF by providing better account representation and a savings on total cost for the services currently provided by the two companies.



John Hicks

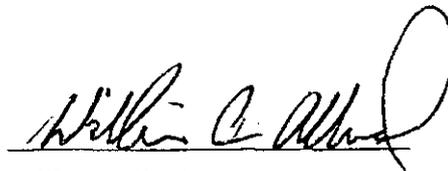


Date

DECLARATION OF WILLIAM ALLRED

1. I am William Allred, Director of Telecommunications for Bossier Parish Schools in Bossier Parish, Louisiana. Our school district has 36 schools and other facilities, in which we educate over 19,000 students.
2. As Director of Telecommunications, I am responsible for the procurement of telecommunications services for the school district. I have been in this position for five years and with the school district for 25 years.
3. The school district purchases local and long distance service from BellSouth. We purchase data service and internet access from Cox Communications. Other providers to which we can turn for such services include CenturyTel and Trillion.
4. Our contract for local service with BellSouth is purchased under a contract we entered into with BellSouth in 2004. Through the E-Rate program, we post what are essentially the equivalent of RFPs on the website of the Schools and Libraries Division of the Universal Service Administrative Company.
5. In 2004, BellSouth and CenturyTel both competed for the school district's local business. A contract was ultimately awarded to BellSouth, which presented us with the best offer. Another two-year contract has recently been awarded to BellSouth. That contract will become effective on July 1, 2006, assuming the E-Rate process is finalized.
6. While we are not considering moving to VoIP in the near term, our equipment is VoIP scalable, such that we are prepared to move to VoIP in the future.
7. So long as I continue to receive the excellent service to which I am now accustomed, I have no concerns with the merger between AT&T and BellSouth, in large measure due to the fact that the school district's telecommunications needs are overwhelmingly local – a segment in which, from my perspective, AT&T is not a participant.

Date: May 1, 2006



William Allred
Director of Telecommunications
Bossier County Schools



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www.brasfieldgorrie.com

Statement of Tom Garrett (Brasfield & Gorrie)

1. For the past six years, I have been the Chief Information Officer for Brasfield & Gorrie, LLC ("Brasfield"). I have been employed by the company in a variety of positions for twenty-one years. As CIO, I am responsible for the company's information technology, marketing, and human resource departments.
2. Brasfield & Gorrie is a general contracting construction firm based in Birmingham, Alabama. We provide construction services for all kinds of industrial, commercial, health care, infrastructure, and retail projects. In addition to our Birmingham headquarters, we have four other offices in Atlanta, Nashville, Orlando, and Raleigh. We typically have over 100 job sites in operation at one time.
3. Brasfield uses BellSouth for most of its local voice and data services. Specifically, BellSouth provides us with PRIs, 1FBs, a Smart Ring at our Birmingham headquarters, ISDN lines, and point-to-point T1s. We also use BellSouth to provide a MPLS network VPN over which we connect most of our job sites to our offices. We also use BellSouth for VoIP service within our five offices and in connection with many of our job sites. BellSouth sells and maintains much of the Cisco equipment we use for these services.
4. BellSouth connects all of our offices with a Wide Area Network over an MPLS network VPN. In the past, we had used MCI and Wwisp for this connectivity. When we considered switching to other providers, we considered offers from AT&T and Sprint, before selecting BellSouth.

5. In the past, we used MCI for our long distance and Internet service. Currently, however, we use AT&T for our long distance service and Wwisp for our Internet access.

6. We use a variety of cellular providers. Nextel is our largest provider due to its push-to-talk capability. Cingular and Verizon Wireless are our next largest providers. We also use T-Mobile and other providers in some locations.

7. I see the merger of AT&T and BellSouth as a good development for Brasfield. I believe that the merger will make the combined company stronger by merging technologies and brainpower. I believe that a stronger company will be able to provide us with a larger offering of products in the future. In addition, the merger will benefit Brasfield by merging two of our telecom providers into one, allowing for one-stop shopping. At the same time, all of the other telecom providers will continue to compete for our business, providing us with ample choices for telecom service.



Tom Garrett

Brasfield & Gorrie, LLC



STATEMENT OF ARTHUR FILER

1. My name is Arthur Filer. I am the Telecommunications Manager for Brevard County, Florida with responsibility for the county government's telecommunications operations.
2. Brevard County buys most of its telecommunications from BellSouth pursuant to a Master Service Level Agreement that provides the County with significant discounts based on the County's volume and term purchasing commitments. BellSouth supplies the County with PRI circuits, frame relay circuits, Internet circuits and long distance service, among other services.
3. BellSouth also provides the County with PBX and network equipment maintenance under a separate agreement. The maintenance contract expires in September, and we are currently preparing a request for proposal on a new maintenance contract. There is usually a lot of competition for this bid proposal, and we have already received expressions of interest from at least two companies apart from BellSouth.
4. I do not have any concerns with the AT&T / BellSouth transaction. There should be benefits to the County in having Cingular under the same roof as AT&T and BellSouth so that we will be able to more efficiently buy our services through a single sales team. To the extent that any significant problems arise after this merger, we have contractual provisions that allow us to get out of our telecom contracts and issue new RFP's for the services involved if necessary, although we would try to work with our account team first to give them the opportunity to correct the problem.

Dated: June 15, 2006



Arthur Filer, Telecommunications Manager

**STATEMENT OF DENNIS GEORGE
(Bridgestone Americas Holding, Inc.)**

1. I am the Vice President of Information and Technology at Bridgestone Americas Holding, Inc. ("Bridgestone Americas"). I have two distinct roles in this position: First, I am the Chief Information Officer of Bridgestone Americas, which is headquartered in Nashville, Tennessee, and is the largest subsidiary of Bridgestone Corporation, which is based in Tokyo, Japan. As the CIO, I am responsible for the direction of Bridgestone America's IT, including the implementation of policies and standards, so as to ensure that Bridgestone Americas and all of its components and divisions are moving in a consistent direction. Second, I am also responsible for the day-to-day management of the IT teams that support Bridgestone Firestone North American Tire, LLC, Bridgestone America's tire companies in Latin America, and Bridgestone Americas, the holding company itself. I have worked for Bridgestone Americas since 1986 and have been in my current position since 2001. Prior to coming to Bridgestone Americas, I worked for Ohio Bell and then AT&T immediately after its divestiture.
2. Bridgestone Americas is an international manufacturer of tires and other rubber products, with locations in the Americas consisting of 7 tire plants, 12 diversified products plants, seven distribution centers, and approximately 2200 retail stores. Bridgestone Americas has about 50,000 employees.
3. Bridgestone Americas currently uses MCI for data services, Quest for voice service, and Cingular and Verizon primarily for cellular/wireless services. We still use AT&T, but on a limited basis, such as for long distance at some of our retail locations. Bridgestone Americas' largest initiatives right now include moving from a frame relay environment to an MPLS managed data network, and migrating its voice services to VoIP.
4. We use a formal RFP process to put out to bid our major voice and data contracts every three years. Twice, we have also used Telewares as a

consultant to help us construct the RFP, negotiate with the winning bidder, and make recommendations to Bridgestone Americas management with respect to rates and services. The most important qualities we look for in a telecommunications provider include the ability to provide us with quality customer service, with a particular emphasis on the availability of local account teams, as well as price.

5. I feel that there are an adequate number of choices, if not too many, for Bridgestone Americas when it comes to telecommunications providers. I also find the retail business sector to be competitive – and it does need to be.
6. I am not at all concerned about AT&T merging with BellSouth. In fact, I support the merger all the way. One of the biggest benefits I see coming out of the merger for Bridgestone Americas is the ability to depend upon a single provider for both local and carrier services. I like having a single point of contact for the services that we use, although that is not to say that Bridgestone Americas wants to use only one provider for all the services that it requires.



Dennis George
Vice President of Information and Technology at
Bridgestone Americas Holding, Inc.

6-13-06

Date

Declaration of Jeffrey Davis

1. I am Jeffrey Davis, the President and Owner of BroadbandONE, Inc. My company, which was founded in 2001, provides telecommunications solutions to businesses nationwide. I have worked in the telecommunications industry since 1997.

2. BroadbandONE purchases telecommunications services from BellSouth and other companies and then packages the services for its customers. We provide our customers with a wide range of services over a national footprint, including data transport (from DSL to OC48), as well as internet access, colocation facilities, frame relay, Ethernet, managed VoIP and managed network security.

3. As my business has been growing, so has my telecom spend. I project that BroadbandONE's total spend in 2006 to be approximately \$3 million, with BellSouth accounting for about \$1.3 million of that total.

4. I purchase DSL, T1, DS3, frame relay and Metro Ethernet services from BellSouth in its 9 state footprint. I also buy services from several other telecommunications providers. For example, I purchase DS-3 and above, DS-3 Ethernet, and transport wavelengths from Progress Telecommunications. I purchase DS-3 and above from TelCove. Additionally, I lease fiber from BellSouth (as well as Level 3). I purchase voice services from AT&T (legacy SBC), FDN, and New Edge Network. I purchase Internet access from Level 3, Sprint, AT&T and Verizon (legacy MCI).

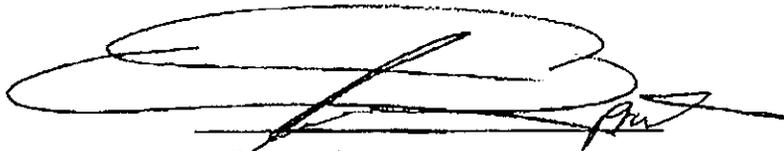
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5. As is clear from all the different telecom providers we use, I view the market as very competitive. The merger between BellSouth and AT&T should open up the door for me to one-stop shop for more of my telecommunications needs and leverage my purchasing volume to get lower prices. I hope that I continue to receive the excellent service provided by the BellSouth personnel.

Dated: April 17, 2006

by

A large, stylized handwritten signature in black ink, appearing to read 'Jeffrey Davis', is written over a horizontal line.

Jeffrey Davis
President and Owner
BroadbandONE, Inc.

Declaration of Kevin Steffey

1. I am the Vice President of Operations for Bryan-Alan Studios, a school photography business. My responsibilities include sales and marketing, customer service, and information technology. I have worked in various telecommunications positions throughout my career, including working as part of a group at AT&T that became Lucent. I have also worked with DSL equipment and telecom software.
2. Bryan-Alan purchases local voice services for our 21 locations from a variety of telecommunications companies based on price and quality. In different areas, we use BellSouth, Verizon, Sprint, AT&T (legacy SBC), and XO Communications.
3. Our broadband DSL and internet is provided by Tampa Bay DSL. We use IP VPN DSL for data. We are considering moving more of our voice services to VoIP using DSL. Our VPN hardware is VoIP enabled. We are talking to several small providers about moving to VoIP. We are about to roll out a test VoIP system in our new Orlando studio.
4. Our long distance is provided by BellSouth in all of our locations. BellSouth won the long distance business after offering what we felt was the best price and quality of service. Other providers we considered at that time were Qwest, XO Communications, Deltacom and AT&T.
5. I do not believe the merger between BellSouth and AT&T will impede my options for telecom providers. There are a variety of large competitors to choose from, such as Verizon/MCI and Qwest, as well as smaller competitors such as Deltacom. For all of the services we need, there are plenty of choices of providers.

Dated: April 30, 2006



Kevin Steffey

Statement of Glen Hughes (Buncombe County)

1. I am the Co-Director of the Information Technology Department of Buncombe County, North Carolina. Buncombe County has over 200,000 residents and includes the City of Asheville. I am responsible for providing telephone and network connectivity to Buncombe County's approximately 1,800 employees.

2. The County purchase local and long distance service from BellSouth through one of BellSouth's authorized agents, TSA. In the past, we have used other long distance providers, but we switched to BellSouth for all of our voice services a year or two ago. We purchase our cellular service from Verizon Wireless, which, out of all of the major cellular providers, submitted the best bid in our last RFP.

3. The County owns most of its telephone and data network. Most of our buildings are connected together using fiber that the County owns. In some of those buildings, we use VoIP internally. The County purchases its networking equipment from local vendors that submit bids in response to RFPs or less formal requests for quotes. There are multiple vendors that submit bids and the County usually selects the lowest bidder. I do not recall ever seeing AT&T and BellSouth bid against each other for any of the County's contracts.

4. In addition to the data network that we own and maintain, we purchase Metro Ethernet from BellSouth. Some of our remote sites are connected to the Internet through BellSouth DSL, Charter Cable, and Verizon Wireless.

5. I do not believe that the proposed merger between BellSouth and AT&T will change the level of competition in the telecom industry. Because there are other providers that offer the services that we currently purchase from BellSouth, I do not think the merger will