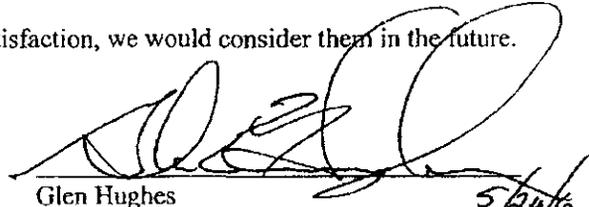


impact the County's ability to select from multiple service providers. If other providers can offer good pricing, reliability, and customer satisfaction, we would consider them in the future.



Glen Hughes
Buncombe County

5/24/6

**STATEMENT OF BOB GILMORE
(CAL MAINE FOODS, INC.)**

1. I am the IT Director for Cal Maine Foods, Inc. ("Cal Maine"), which is the largest producer and marketer of shell eggs in the United States. Cal Maine operates in twenty eight states and I am responsible for selecting the telecommunications vendors for the entire company. I have held this position for approximately six and a half years.
2. Cal Maine uses a variety of vendors for its telecommunications services. Our long distance service is provided by BellSouth, who resells Qwest long distance services. For data services, we have a FiberLink with Time Warner Cable and, as a back-up, have T-1 lines from AT&T. In areas where T-1 lines are not a viable option, we use local carriers for DSL or, in some instances, have implemented a wireless solution. For local voice service, we use Southern Telecommunications, a reseller who identifies the best deal for local service in each of our areas and then manages the relationships with the local voice providers.
3. In instances where I have been dissatisfied with the service provided by one of our vendors, I have not had difficulty finding a substitute vendor. For example, Sprint used to provide Cal Maine with T-1 lines, but I was not happy with their response to Hurricane Katrina. As a result, I considered a number of other vendors, including local carriers and AT&T. Ultimately, I decided to switch to AT&T.
4. I believe the merger between AT&T and BellSouth will be beneficial, especially for enterprises such as mine that are scattered across the country. Combining AT&T's and BellSouth's complementary services and network will undoubtedly provide efficiencies that will reduce costs to customers like Cal Maine Foods. BellSouth will have its own

network rather than reselling Qwest's services, which it currently does for long distance.
Therefore, I expect this merger will lead to better rates, as well as better network
function.

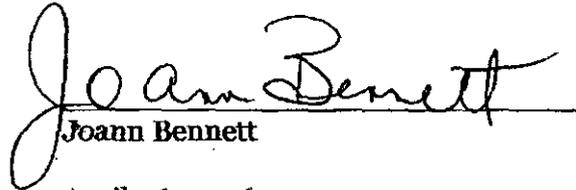
4-21-06
Date



Bob Gilmore
Cal Maine Foods, Inc.

STATEMENT OF JOANN BENNETT

1. My name is Joann Bennett. I am the Vice-President of Corporate Services for Carroll EMC, an electric co-op in West Georgia. I have worked for Carroll EMC for 39 years.
2. BellSouth provides nearly all of the telecommunications services used by Carroll EMC. We also buy a small quantity of long distance services from DeltaCom.
3. A few years ago, we made the decision to switch to CSII, a Georgia-based competitive carrier, for our PRI line requirements. We decided in 2005 to move back to BellSouth for our PRI lines. In both cases, our decisions were strictly cost-based.
4. We have had a good long-term relationship with BellSouth, so that we have not felt the need to actively seek out other potential telecom carriers, although I am aware that there are other choices in the market, such as DeltaCom.
5. I have no concerns or other reactions regarding the merger of BellSouth and AT&T.


Joann Bennett

April 26, 2006

STATEMENT OF JOHN KUEMMEL OF CATALINA MARKETING

1. I am the Executive Director -- Information and Technology for Catalina Marketing ("Catalina"). Catalina provides behavior-based communications on a mass scale to its clients to enable them to better target the relevant audiences for their products or services. Catalina manages one of the largest databases in the world containing the purchase histories of over 100 million households. Catalina is headquartered in St. Petersburg, Florida, and has nine other facilities located throughout the United States.

2. In my position, I am responsible for selecting and negotiating contract terms with the various telecommunications providers that service Catalina's headquarters and its other facilities throughout the United States. Catalina enters into contracts with the providers typically through an informal "request-for-proposal" process. For smaller equipment or services such as a new circuit, Catalina might select a provider based on the strength of that relationship and/or pricing, rather than through a request for proposals. In addition, we frequently review the pricing for services that AT&T and other vendors provide and seek price reductions based on market conditions. I have had these responsibilities with Catalina for approximately 3-1/2 years, but have had similar responsibilities previously with other companies for another 6-plus years. Consequently, I am very familiar with the telecommunications markets throughout the U.S.

3. Catalina uses a variety of providers to fill its telecommunications needs in the United States. A critical aspect of our business is exchanging data with our clients. In that context, we use AT&T, Verizon Business Systems and Masergy to provide data networking. My philosophy has been to use at least two vendors so that Catalina can switch more of its business to one of the other vendors if pricing or service issues warrant. AT&T additionally provides Catalina with internet service, videoconferencing and disaster recovery backup. For long

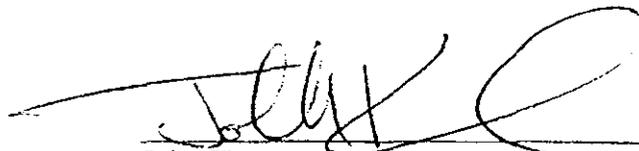
distance and local phone service, we again use at least two vendors – AT&T and Verizon Business Systems. BellSouth provides some of our fax and alarm lines. Catalina spends on average about \$3 million annually for telecommunications services, with the largest portions for data networking and phone.

4. Catalina does not currently use Voice over Internet Protocol (“VoIP”), but has used MPLS Voice-over-Frame for call transferring. We are beginning to evaluate how we can use VoIP and whether it makes business sense for Catalina’s telecommunications needs. In the event we decide to use any VoIP, I would expect to continue to utilize Cisco equipment. Cisco is already our standard platform for much of our phone and network equipment.

5. I neither believe nor disbelieve that the combining of AT&T and BellSouth will improve the telecommunications market in the United States. However, one advantage that Catalina Marketing would experience is having a carrier who can handle both long distance and local phone as well as other services in another large portion of the country (i.e., BellSouth’s service territory) will advantage customers through a “single billing platform” – i.e., the customer will have reduced administrative burdens when it needs to pay only one bill for a variety of services. Probably more importantly, the customer will need to interact with only one company’s account team to handle installation, maintenance and repair issues. This should reduce the resources and time a customer must commit to those kinds of issues.

6. While fewer players in a market can potentially result in less competition in that market, I do not view this merger as a limitation on our competitive choices in light of the number of alternative providers in the market. The current market is fairly competitive given that there are alternative providers that Catalina can use. Our philosophy of using multiple vendors for our significant telecommunications needs allows us to build in fault tolerance to

maintain high SLAs for the company. I additionally, on a smaller scale, view QWEST and Sprint as capable of competing with AT&T for Catalina's business and of maintaining significant pressure on AT&T not to raise prices.

 6/7/06
John Kuemmel
Catalina Marketing

Declaration of Wayne Shumate

1. I am the Director of Telecommunications for the Charlotte-Mecklenburg Schools, which comprises 150 schools in Charlotte, North Carolina.
2. We buy our telecommunications services from a variety of providers, usually after soliciting bids from a number of providers.
3. In November 2005, we solicited bids for Centrex Voice services. Springboard Telecom (a Comporium Group Company) and BellSouth submitted bids, and BellSouth won on the basis of price, impact of upgrade, and technical support.
4. We solicited bids for long distance services in October 2002. We received bids from US LEC, Southeastern Telecom, VarTec Telecom, South Carolina Net (now known as Spirit Telecom), BellSouth, LDEpress, Sprint, and Teligent. South Carolina Net won that bid.
5. We solicited bids for Internet services in November 2004. Time Warner cable won that bid. Other bidders included MCI, Spirit, BellSouth, Progress Telecom, and Telecove.
6. In August 2004, we solicited bids for our WAN. BellSouth won that bid. Other bidders were Duke Net, Time Warner Cable, Time Warner Telecom, Conterra, and Trillion Digital Communications (who sought to provide us with wireless data service).

7. We do not expect the merger to have any negative impact on us as long as we receive the same high quality of service and support we currently receive from BellSouth, for example in bringing new technology opportunities to us, providing training on the E-rate program, and managing our billing processes. As is clear from the other bidders we received for the different services we need, there are other alternatives, but we are very satisfied with the service and support we receive from BellSouth.

Dated: May 4, 2006


Wayne Shumate

DECLARATION OF JACK STOREY

1. I am Jack Storey, CIO of Children's Healthcare of Atlanta, or CHOA. I previously served as CIO of the Scottish Rite Hospital, which merged with the Egleston Children's Hospital in 1998 to create CHOA. We are one of the largest pediatric healthcare organizations in the U.S. comprised of 16 clinic sites and an office park, in addition to our three hospitals. With over 6,000 telephones and an array of sophisticated medical data, our organization spends \$2 million annually on telecommunications services from BellSouth, including data, internet, and long distance.

2. During my tenure, CHOA has enjoyed a strong partnership with BellSouth undertaking a series of initiatives, including a groundbreaking complete transition to VoIP. I also serve on BellSouth's Customer Advisory Panel, which meets periodically with BellSouth executives to discuss ways to meet new customer needs and continue to improve service.

3. In 2005, CHOA transitioned from the frame relay system that previously connected our satellite locations to BellSouth's MetroEthernet, which provides us with greater bandwidth.

4. Between 2001 and 2003, BellSouth helped us replace our six core telecom switches and 20 keysets with centralized switching provided by a Cisco Avid VoIP system. Other than 911 calls, all of our voice and data communications now use IP. This has resulted in several categories of savings: First, we install only one wiring infrastructure in all new locations and one IP box, rather than separate routers and switches for data and voice, respectively. Second, VoIP allows us to relocate our highly mobile employees to new workplaces without the substantial time and expense of reassigning switched telephone numbers. Our employees can simply unplug their phones and laptops and plug them back in at another one of our facilities. Last, by consolidating voice and data, we no longer purchase switched telephone service. While I have not attempted to quantify the resulting saving, I believe it is likely to be substantial.

5. During 2000, we adopted a BellSouth Sonet Ring service know as "Smart Ring" to link our office park, data center, and two hospitals. I recently looked at the possibility of replacing the Smart Ring with leased dark fiber. While CHOA may decide to make this change at some point in the future to meet its growing bandwidth requirements, it is not yet required or cost effective. When CHOA does eventually make this transition, it will have a range of suppliers available sufficient to guarantee highly competitive pricing.

6. As can be seen from these recent initiatives, CHOA has a very positive view of BellSouth's account teams and hopes to continue those productive relationships in the future. There are, however, a great variety of competitors including many CLECs constantly knocking on our doors. In the past, we have not found their offers to be advantageous on price as compared to BellSouth. If, however, we were to become dissatisfied with BellSouth's pricing or service, we have a host of other options to which we could turn.

7. Overall, I believe the proposed merger is not likely to have a major impact on CHOA. I hope it will allow the combined company to achieve back office savings which would benefit us. It is also possible that the new company will be able to offer us some additional services of which I am not currently aware.

A handwritten signature in cursive script, reading "Jack Storey", written over a horizontal line.

Jack Storey
Chief Information Officer
Children's Healthcare of Atlanta

4/19/06

Statement of Michael E. McDevitt (The Children's Hospital of Alabama)

1. My name is Michael E. McDevitt. I have been the Chief Information Officer for The Children's Hospital of Alabama ("Children's") for the past ten years and have been involved in the procurement of telecommunications services for Children's for the past twenty-four years. As CIO, I am the ultimate decision-maker for most of Children's purchases of telecom services. My employees and I are involved in the review of telecom services that we receive, the bid solicitation process, and the ultimate negotiation of contracts.

2. Children's is a not-for-profit health system doing business under the Children's Health System mark in Alabama. Children's has two major health centers in Birmingham, Alabama and twelve freestanding clinics in cities ranging from Montgomery to Huntsville, Alabama. Children's spends approximately \$600,000 per year on telecom services throughout its system.

3. Children's uses BellSouth for local and long distance service. For voice services, Children's uses direct inward dial trunks that are linked to a private exchange telephone switch at the hospital. The trunks and exchange are purchased or leased from BellSouth. In the past, a number of other providers, such as Deltacomm and Slappy, have made offers to supply voice services to Children's. Vocera Communications, for example, provides us with VoIP services for internal communications. However, we have remained with BellSouth for local and long distance service due to their price and quality of service.

4. Children's uses Cingular for most of its wireless service. We have a group purchasing agreement with Cingular and a pooled minute plan for our inventory of 500 cellular phones. We do, however, use some Sprint/Nextel phones for their push-to-talk capabilities. We

also purchase service for our 1,500 pagers from PageNet. In addition, Verizon has aggressively solicited our business.

5. BellSouth is also our internet service provider. In addition, we purchase point-to-point data connectivity from BellSouth, including some fiber-optic lines, to connect our clinics and centers together. We also use BellSouth to provide connectivity for remote computing. We have considered purchasing fiber from Datacomm in the past.

6. We purchase our telecom equipment from a variety of sources. While we purchase some Nortel and Cisco products from BellSouth, we also purchase equipment from Siemens, Insight, and other resellers.

7. Before soliciting bids for telecom services, we research possible providers and analyze our service needs. First, we assess our existing carrier and review our bills, service issues, and actual needs. Then, we consider known providers, providers other hospitals are using, and providers recommended by Premier, our Group Purchasing Organization, in order to conduct a RFP with a short list of vendors. Most recently, we conducted a RFP for our data hub and router two years ago, long distance service three years ago, and switch four years ago.

8. I believe that the AT&T/BellSouth merger could benefit Children's by accelerating the convergence of wireless and wired technologies. The newly combined company could be a one-stop shop for most of our voice and data needs. AT&T may provide new technologies and services that BellSouth currently does not offer.

9. I do not think that the proposed merger will affect the level of competition for Children's telecom business. While we have considered AT&T for long distance and cellular service in the past, recently, AT&T has not actively marketed to us and does not actively compete with BellSouth for our business. As long as the quality of service that we receive from

BellSouth remains the same, I do not think we will need to consider other competitors that exist in the marketplace for most of our telecom purchases.



Michael E. McDevitt
Executive V.P. / CIO
The Children's Hospital of Alabama

Statement of Martin Stephens (ChoicePoint Inc.)

1. I am the Assistant Vice President of Network Operations for ChoicePoint Inc. in Alpharetta, Georgia. ChoicePoint is one of the nation's largest providers of identification and credential verification services with over 5,000 employees in over 40 offices across the country. I am responsible for all of the corporation's voice and data operations. I am also in charge of the infrastructure and day-to-day operations of ChoicePoint's main data center in Alpharetta.

2. ChoicePoint uses BellSouth for its local voice service needs within the BellSouth footprint. BellSouth provides us with PRIs and a SMARTRing for voice services. Outside of BellSouth's footprint we use a variety of other providers for local voice service. We are implementing VoIP using Avaya equipment and service from Broadwing. AT&T is our primary provider of nationwide long distance, but we also use Lightyear for redundancy for long distance services. We have cellular contracts with both Cingular and Verizon Wireless.

3. We use a variety of providers for data services, which are an integral aspect of our business. Locally, we use BellSouth's SMARTRing to manage data incoming from third-parties to our data center. Our offices around the country are connected by a Wide Area Network provided by Broadwing. When we placed our point-to-point data contract out for bid last year, Broadwing emerged from a crowded field of bidders including Verizon, Sprint (our former data provider), AT&T, and BellSouth. To provide connectivity to our customers, we use nearly every provider, including Sprint, AT&T, MCI/Verizon, and Savvis.

4. I believe that a merger between AT&T and BellSouth could produce some huge benefits for ChoicePoint. By combining our current purchases with BellSouth and our purchases from AT&T, ChoicePoint will become a larger customer in the merged company and we may be able to leverage our size to obtain better prices and service. Moreover, the merged

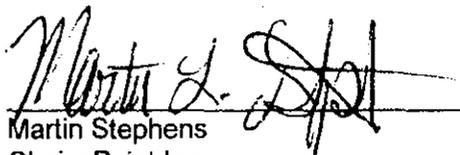


Martin Stephens

Senior Director

Network Operations

company may offer new or expanded products and services that we may want to purchase as we continue to grow and evolve. In particular, I am hopeful that the merger of the companies and the united ownership of Cingular will accelerate the development of a feasible wireless data solution that we can rely on as a backup to maintain connectivity if there are problems with our primary fiber-based network. Such technological advances and synergies would greatly benefit ChoicePoint.


Martin Stephens
ChoicePoint Inc.

5. I am in favor of the merger between BellSouth and A.T.&T.. I believe that the merger will provide reduced prices through economies of scale and advanced technologies, due to combining of resources and most importantly, bring about competition for the cable television providers.

Dated: April 25, 2006

Cathy Abbott

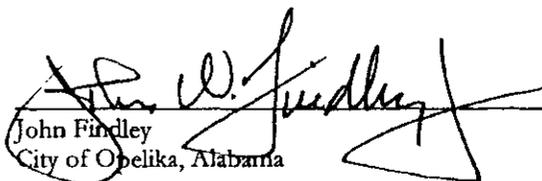
Cathy Abbott

Statement of John Findley (City of Opelika, Alabama)

1. My name is John Findley. For the past thirty-two years I have been employed by the City of Opelika, Alabama, a city of 25,000 residents in Eastern Alabama. I have been Opelika's Information Technology Director for twenty-four years. As Information Technology Director, I am responsible for purchasing all of the City's data and telecom services. Generally, the City requires every contract of over \$7,500 to be placed out for bids.

2. The City uses a variety of providers for its telecom and data services. For local and long distance service, we currently use BellSouth. In the past, we used AT&T for long distance service prior to changing over to BellSouth. I am aware that we could use a number of other providers for long distance service including AT&T, Knology, and Deltacom. We intend to use VoIP in the future, but we have not yet selected a vendor. For data services, the City currently has a contract with Knology that will be soon up for bid. Prior to using Knology, the City procured data services from BellSouth and, more recently, Deltacom. Finally, the City purchases cellular service from Sprint/Nextel. Overall, the City spends approximately \$100,000 on telecom and data services.

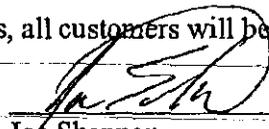
3. I believe that the merger of AT&T and BellSouth could have a positive impact for the City of Opelika. I am currently satisfied with the services that the City receives from BellSouth and am pleased with the level of competition that exists in the marketplace. The City currently receives good service for a fair price and I believe that this will continue to be the case after the merger. I do not think that the merger will change the level of competition that exists for the City of Opelika's business.


John Findley
City of Opelika, Alabama

STATEMENT OF JOE SHANNON
Clear Channel Communications, Inc.

1. I am the Chief Technology Officer at Clear Channel Communications, Inc. I am responsible for selecting telecommunications services, including voice, data, and wireless services. I have held my current position for 10 years.
2. Clear Channel Communications, Inc. is a global media and entertainment company based in San Antonio, Texas. The company's businesses include radio, television and outdoor displays.
3. Clear Channel Communications, Inc. uses many companies for our telecommunications needs. We procure services from AT&T, Verizon, Qwest, Broadwing, Level 3 and many CLECs using an informal RFP process. We purchase voice, wireless, cellular, private line, frame relay, MPLS, dark fiber and sonet. We handle our VoIP telecommunications services in-house using Cisco equipment. Our executives who call internationally use VoIP for all of their voice needs. We use cable providers in couple of locations.
4. I believe the telecommunications industry is more competitive today than it was five years ago. There are fewer players with a broader reach who are hungrier for business and customers. From the late 90's to early 2003, telecommunications providers were not willing to negotiate for business, but now, there is no floor on negotiations and cost has gone down. I believe these companies will remain hungry and I see no change in the next three to five years.
5. SBC's purchase of AT&T was a positive event because SBC's culture was so much more positive than AT&T's. Hopefully both AT&T and BellSouth will benefit from SBC's culture.

6. I believe the proposed AT&T/BellSouth merger will benefit the entire telecommunications industry, but will especially benefit large enterprises like Clear Channel. AT&T will have a larger footprint, so they will have more availability for us than they used to. In addition, now they will own the last mile in the southeast, which means a single point of contact for trouble-shooting and no more finger pointing. Once they consolidate the networks, all customers will benefit.



Joe Shannon

Date

Declaration of Rob McDaniel

1. I am the WAN Engineer in charge of telecommunications for the Cleveland County Public Schools in North Carolina. I have held this position for since last July. In this job, I am responsible for provisioning and maintaining telecommunications services to all the schools and administrative offices.
2. We purchase a variety of telecommunications services from BellSouth, including frame relay, dsl, and PRIs. In the past, part of our current school system purchased their local phone service from CTC Communications.
3. We purchase most of our long distance from BellSouth, although some schools occasionally purchase long distance service from another provider such as Telecom, Qwest, CTC Communications, or national exchange carriers like Sprint.
4. Our internet service is from BellSouth. Other contenders for that contract were Time Warner Cable and Conterra, a wireless provider.
5. Calls within our county may be a toll or interlata call. Therefore, we are putting systems in place so that a call from school to school, for example, or from a school to an administrative office can be handled via VoIP. We have installed VoIP at our central offices. Our plan is that a call will go over our metro-ethernet to our central offices

and then out over PRIs to the internet, and thus reducing toll charges. We would retain our wireline network as back up if for any reason, we lose our VoIP connectivity, but we would retain only approximately 40 to 50 lines, rather than the 250+ we have now.

6. I do not feel that the merger of AT&T and BellSouth is going to change anything for me. I honestly feel like the acquisition by AT&T will not change anything in the market we are in. We will still have the same core group of competitors, services and people.

Dated: May 5, 2006


Rob McDaniel

Statement of Frank Spina – Command Alkon Incorporated

1. My name is Frank Spina, and I am IT Director for Command Alkon Incorporated (“Command Alkon”). In this capacity I am responsible for selecting the telecommunications and IT services and providers for Command Alkon. I have been with the company for thirteen years.
2. Command Alkon is a 30-year old company that develops, markets and supports software and hardware for the construction materials industry in order to automate batching, dispatching, signaling, and accounting operations. Command Alkon’s headquarters are in Birmingham, Alabama, and it has locations in Columbus, Ohio, as well as Europe, Australia and Southeast Asia. Command Alkon employs approximately 350 people.
3. Command Alkon signed an 18-month contract with AT&T in February 2006 to purchase long distance services (including 800 numbers), internet services and a point-to-point data line between the Birmingham and Columbus offices. The 800 numbers serve Command Alkon’s help desk for customers. Command Alkon spends approximately \$20,000 per month with AT&T. AT&T does not provide Command Alkon’s local phone service. BellSouth provides local phone service to the Birmingham office and XO provides local phone service to the Columbus office. A small company named Slappy provides voice services (VoIP) between the Birmingham and Columbus offices over a point-to-point line owned by BellSouth.

4. AT&T had been Command Alkon's provider prior to the negotiation of the February 2006 contract, but Command Alkon also solicited proposals from Sprint, MCI and Charter. It did not solicit a proposal from BellSouth. Command Alkon considered price, but also the overall contract terms and contract length. In addition, Command Alkon had a comfort level with AT&T based on AT&T's current service to Command Alkon.
5. In my view, the long distance voice market is very competitive and Command Alkon has many providers to choose from, including large and small companies. The data market is also very competitive.
6. I support the proposed AT&T-BellSouth merger because I think it will be good for the industry. With respect to technology issues, fewer people will need to be contacted to solve problems. While I always am a little concerned that it might be hard for a smaller company like ours to negotiate a deal for service with a bigger company, once service is started, a bigger company should be able to provide it in a more streamlined manner. I do not see any negatives with the merger. I do not think it will have any effect on prices because there is very little competition between AT&T and BellSouth.

Dated: 5/11/06


Frank Spina