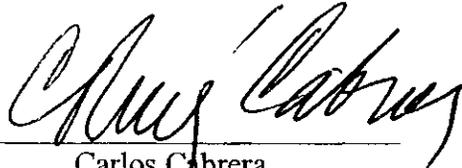


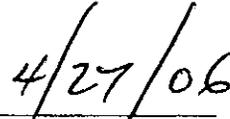
Statement of Carlos Cabrera (Exide Technologies)

1. I am Vice President and CIO of Exide Technologies, headquartered in Alpharetta, Georgia. Exide is the world's largest independent producer of lead-acid batteries. I am responsible for Exide's global IT infrastructure, with over 100 people reporting to me in the U.S., Europe, and Australia. Exide spends well in excess of \$1 million each year on telecommunications.
2. AT&T is currently Exide's primary telecommunications provider in the U.S., for both voice and data, including our frame relay network. MCI is currently our primary telecommunications provider in Europe. We also use a network provider called MegaPath in connection with some of our smaller offices. Our current contract with AT&T expires in August of 2006.
3. Early in 2005, we sent an RFI to 11 telecom providers, and seven providers participated in our RFP. Those participants included AT&T, French Telecom, MCI, British Telecom, and Sprint. We then narrowed that field of bidders down to two finalists and eventually chose British Telecom as our future global provider.
4. After an extensive search for our next telecommunications provider, I would say that the market for telecommunications providers is very competitive, and I don't believe that the proposed merger between AT&T and BellSouth will have a negative impact on the competitiveness of the market.
5. For one thing, I view AT&T as a more global company, while BellSouth is primarily a regional, U.S.-based company.

6. I believe the proposed merger between AT&T and BellSouth would create a much stronger player for U.S.-based companies, which should result in lower cost and better service. I do not oppose the merger.



Carlos Cabrera



Date



FARMERS

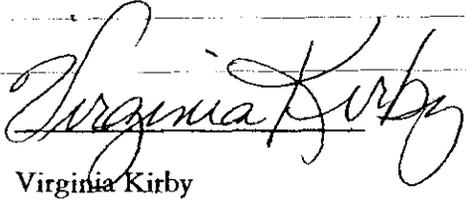
4680 Wilshire Blvd.
Los Angeles, CA 90010
Bus. (323) 932-3200
Fax (323) 932-3101

STATEMENT OF VIRGINIA KIRBY (FARMERS INSURANCE)

1. I am Head of Global Networks and Telecommunications at Farmers Insurance Group of Companies ("Farmers Insurance"). Farmers Insurance is based in Los Angeles, California and operates in 41 states across the country. Our agents, independent contractors and independent agents, along with Farmers Insurance employees, are responsible for servicing more than 15 million customers.
2. I have been with Farmers Insurance or its parent company for over 20 years. I have been involved in the purchasing of telecommunications services for 15 years and at my present level of responsibility for 10 years. I am responsible for all network services, including engineering, operations and strategy, and for all data networks and voice networks in North America and Europe.
3. Farmers Insurance purchases \$34 million in telecommunications services from AT&T annually. AT&T provides voice services, both long distance and some local service; all of our WAN services; 90% of our internet services; and a limited amount of broadband and professional services. AT&T is also our back-up provider in Europe. We purchase some wireless services from Cingular.
4. Our annual telecommunications spending is \$101 million for North America and \$74 million for Europe (of which approximately \$62 million is outsourced). We currently purchase approximately \$2.5 million of local services from BellSouth.
5. We also purchase services from a number of AT&T's competitors, including local voice services from Verizon and Qwest and other local providers; cellular services from Verizon and Sprint; data services from Cisco, Unisys, INS, and ISS; Internet services from Verizon and Sprint; and all our European services from Equant.
6. Approximately 18 months ago, we renewed our contract with AT&T for all of the services we that we currently purchase from AT&T. Although we did not go through a formal RFP process at that time, we approached MCI for a quote on those services. We then took that quote back to AT&T and said that we would switch to MCI unless AT&T either matched or beat the prices offered by MCI. AT&T did, and we renewed our contract with them.
7. In North America, I view Verizon/MCI as a primary competitor to AT&T. With respect to local service, Verizon, Qwest and other local providers compete with AT&T. I believe that the entrance of Vonage and the cable companies into the market will totally change the current landscape. I do not view AT&T as competitively strong in Europe.

8. The integration of AT&T and SBC has gone amazingly well since SBC's acquisition of AT&T. Farmers Insurance was an SBC customer prior to the merger, and former SBC services have dramatically improved. Prior to the merger, Farmers Insurance rarely saw the SBC account team, but now the account team is far more responsive. AT&T's service has also been strengthened. Farmers Insurance has reaped the benefit of the AT&T/SBC merger.

9. I believe that Farmers Insurance will realize similar benefits from this merger. I anticipate improved operations and account services, and it will be convenient to have all of our services covered by a single contract. I also believe that the consolidation of the ownership of Cingular offers significant potential for the development of new technology.



Virginia Kirby

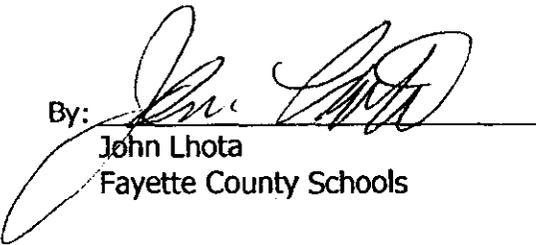
6-9-06

DATE

STATEMENT OF JOHN LHOTA
(FAYETTE COUNTY SCHOOLS)

1. I am the Director of Technology Services for the Fayette County School system, which encompasses 29 separate locations. My responsibilities in this role are functionally equivalent to those of a CIO in a business organization. I have held this position for the past two and a half years.
2. With regard to telecommunications procurement, I am primarily responsible for our data purchases. In this regard, we purchase a wide-area network for our 29 locations and Internet access services.
3. In selecting a provider for our data services, we use a formal bidding process. In addition to inviting specific partners to submit bids, we publicly post the bid requirements for 30 days so that any qualified firm can participate.
4. In our most recent bid, we received responses from six qualified bidders – BellSouth, Contera, AGL Resources, ANS, Layer 3, and Alcatel. The bid was ultimately awarded to BellSouth and that award was approved in December 2005. Although AT&T would be a qualified responder, they did not submit a bid and I did not solicit a response from them (by comparison, if BellSouth did not submit a bid, I would have made a call to make sure they knew that we were seeking bids for this contract).
5. The decision by AT&T and BellSouth to merge did not come as a particular surprise to me. The merger has the potential to benefit the county if it combines BellSouth's customer support with AT&T's broader product offerings and ability to innovate.

Dated: 5-16-06

By: 

John Lhota
Fayette County Schools

STATEMENT OF DENNIS KLINGER
(FLORIDA POWER & LIGHT CO.)

1. I am Chief Information Officer of FPL Group, Inc., whose principal subsidiary is Florida Power & Light Co. ("FPL"), a Florida-based power utility that serves roughly 8 million customers in Florida. FPL Group, Inc. also owns FPL FiberNet, LLC ("FiberNet"), a fiber-optic network carrier in the State of Florida and holds power generation assets in more than 20 U.S. states.

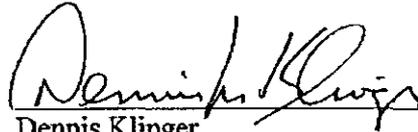
2. In areas where FPL is unable to internally supply its own telecommunications needs through FiberNet, its primary service provider for voice and data services (except with regard to long distance) is BellSouth. FPL has an excellent working relationship with BellSouth, and, although FPL has other CLEC choices, BellSouth is the principal provider of local voice service to FPL. FPL purchases additional telecommunications services such as data services, Internet access and telecommunications equipment from FiberNet, AT&T, Verizon and others. For long distance service, FPL's primary service provider is AT&T.

3. FPL reevaluates its telecommunications contracts approximately every two years. In choosing a service provider, FPL often issues an RFP to a pre-selected list of providers based on recommendations from outside sources as to which providers have the best services in designated areas. FPL is willing to consider every service provider and has solicited proposals not just from BellSouth and AT&T, but also from several others, including Verizon and Sprint. I have never had any concerns about insufficient choice among providers and feel that the market across the entire range of telecommunications services and equipment is quite competitive.

4. I have no concerns about the proposed BellSouth and AT&T merger. In fact, I believe that the merger will benefit FPL. AT&T is likely to bring more aggressive dynamics to BellSouth's offerings, making it a better competitor. For example, the merger with AT&T will

improve BellSouth's access to beneficial technologies. Additionally, a merged BellSouth/AT&T will be better able to cover FPL's entire geography, allowing FPL to take advantage of a more seamless network. The combination of the two companies should provide a good mix of their complementary services and I am excited to receive the benefits of AT&T's new technologies and geographic reach coupled with the stability of the long-term relationship FPL has enjoyed with BellSouth. Moreover, the merger will allow the combined BellSouth/AT&T to provide a range of services and an attractive network to compete with the newly combined Verizon/MCI. I do not believe the merger will harm competition for any telecommunications service or equipment as there are plenty of good suppliers available.

4/19/06
Date


Dennis Klinger
Florida Power & Light Co.

STATEMENT OF MIKE WALD (FLOWSERVE CORPORATION)

1. I am Vice President for Information Technology at Flowserve Corporation., a position I have held for seventeen months. Previously, I was Director of Information Technology at Flowserve. I have worked in IT management at various companies for about twenty years. As Vice President for Information Technology, I am responsible for global infrastructure for Flowserve, including telecommunications, networking, infrastructure, hosting relationships and sourcing relationships.
2. Flowserve is a manufacturer of pumps, valves, and seals with 220 locations in fifty-six countries. Approximately forty percent of our operations are in the North American region, forty percent in Europe and the Middle East, ten percent in the Asia-Pacific region and 10 percent in South America. Our overall telecommunications budget is approximately \$9.5 million annually.
3. AT&T supplies us with a managed global network containing 150 nodes, which represents about 77% of our international network. It provides bandwidth for routing, four Internet data centers, and manages our global IP telephony phone system. This IP telephony system currently encompasses twelve sites and will soon be expanding to thirty sites. AT&T also provides long distance services and calling cards for our domestic employees. Through SBC, it provides local telephone service in the traditional SBC footprint. Cingular is our primary domestic wireless carrier.
4. BellSouth provides local telephone service within its nine-state geographic region, but I do not view BellSouth as a viable option for any services other than local telephone services. BellSouth simply is not large enough and does not have the geographic scope necessary to supply other services to Flowserve.
5. I do not believe that breaking up a contract to take some services from BellSouth where it is capable of providing them and some from other providers is a viable option for Flowserve. With multiple contracts, management costs increase. Moreover, when a network contract is broken up, the individual vendors do not have the broad end-to-end view of Flowserve's operations necessary to understand our business. I want to deal with one vendor who can manage a total network so we can build pumps, valves and seals. I am not interested in building a global network of vendors who can point fingers at each other when things go wrong.
6. At the time we entered in to our current contract with AT&T, we got bids from BT, KPN, and MCI as well as AT&T. If we were to replace AT&T as a vendor today, I would consider BT, Verizon and Sprint.
7. We are not concerned with the loss of BellSouth as a potential local competitor to AT&T. Much of our local pricing is regulated by the states, there are other competitors and I

view local telephone service as primarily a consumer technology that is becoming increasingly obsolete. I would prefer to move all our communications on to our backbone network -- in fact I hope to accomplish this within five years.

8. As a result, I have no concerns about the potential AT&T acquisition of Bell South. If anything, it could benefit us by bringing Cingular under the control of a single company. In business, as with kids, when there are two parents there can be conflict. I am looking forward to one owner driving one way. In addition, the merger would increase the volume of our spending with AT&T, thus increasing our ability to get the best price.

DATED: 6 June 2006



Mike Wald
Vice President for Information
Technology
Flowserve Corporation

DECLARATION OF JAMES DEATS

1. I am James Deats, Senior Vice President and Chief Information Officer for Fred's, Inc. Fred's is headquartered in Memphis, Tennessee and operates 621 discount general merchandise stores in fifteen states primarily in small or mid-sized towns in the southeastern United States. I am responsible for final approval of all telecommunications purchases.

2. Fred's purchases telecommunications services from BellSouth, AT&T, Verizon, and AllTel, among others. BellSouth is our primary provider of data services including our Wide Area Network ("WAN") and MPLS. BellSouth also provides us with long distance, local voice, and calling cards. Our purchases from BellSouth come to about three million dollars annually.

3. We also purchase local voice services from AT&T and AllTel. Verizon supplies Fred's with both local voice and wireless service.

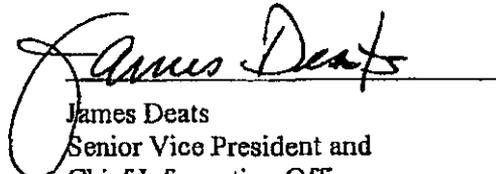
4. Following an RFP process, we entered a contract with BellSouth for our WAN in April 2006. The other bidders for that contract were AT&T, New Edge Networks, and Loss Prevention Management, or LPM. LPM specializes in broadband networks for retail customers. Although we selected BellSouth on the basis of price and ability to meet our needs, the other bidders remain viable options and I consider both New Edge Networks and LPM to be strong contenders for our future business.

5. Fred's has not considered MCI as a possible supplier due to uncertainty associated with its recent bankruptcy. We have had positive experiences with Verizon, however, and we would consider Verizon/MCI as a potential supplier for our data network in the future.

6. Fred's has converted the voice network connecting its stores and distribution centers to VoIP. We estimate that VoIP has saved us between 50 and 70 thousand dollars annually by reducing our switched long distance usage.

7. Overall, I have no concerns about the proposed merger of BellSouth and AT&T. BellSouth is one of many companies which is currently able to meet Fred's voice and data requirements. The merger will not reduce competition for any service we purchase and we will continue to have ample alternatives from which to choose.

Date:


James Deats
Senior Vice President and
Chief Information Officer
Fred's, Inc.

STATEMENT FROM PAUL BALLEW

1. My name is Paul Ballew, Vice-President of Information Services at Gainesville Bank & Trust. We are based in Gainesville, Georgia with about 40 locations in the Southeast. I have held this position for 18 months and am responsible for purchasing all telecommunication services for the bank. I previously held a position with similar responsibility at another bank located in Florida.

2. Gainesville spends about \$400,000 annually on telecommunications services. We purchase from BellSouth frame relay, point-to-point circuits, VPN, local voice, and long distance service. In a few counties, we also purchase local services from Alltel. Fidelity National Financial provides us with data connectivity between some of our locations.

3. I believe that the proposed merger of BellSouth and AT&T will have little direct effect on Gainesville Bank. It may allow us to leverage our volume in negotiations. On the other side of the balance, I am confident that following the merger sufficient alternatives will remain in the marketplace to protect our leverage in contract negotiations. I am familiar with DeltaCom and USLEC and understand that there are other competitive LECs to which we could turn. I also believe that the combined company will better able to offer us more options and new products in the future.

Date:

5-3-06

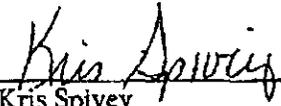


Paul Ballew
Vice-President of Information Services
Gainesville Bank & Trust

Declaration of Kris Spivey

1. I am the Director of Operations for the Gaston County Schools, which comprises 53 schools in North Carolina.
2. We purchase local voice, long distance, internet, and Metro-Ethernet services from BellSouth. They have been our provider for the past five years, after winning a bid for those services. Other bidders five years ago were Concord Telephone (CTC), Time Warner Cable (for internet), as well as others. AT&T did not provide a bid. BellSouth won the bid based on their price and service. This contract expires next year, and we will seek competitive bids at that time. I am not sure who the other bidders will be, but I do believe CTC will submit a bid.
3. A new service that we are looking to obtain, which will be sought through the bid next year, is an IP trunk to provide voice over the Metro-Ethernet. In other words, it would be a VoIP solution. We would lease some analog lines only for 911 type services.
4. I do not see anything bad about the merger between BellSouth and AT&T. I do not believe it will change anything.

May 2, 2006


Kris Spivey



To Whom It May Concern:

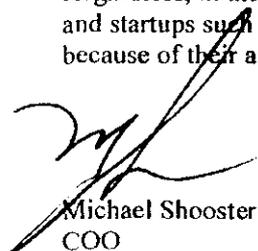
Global Response is a private company that has been family owned since 1974. Global Response began operating as a small telephone answering service and continues to provide those services to businesses nationwide. Through a number of acquisitions, the company has grown in size and has branched out into other areas and services. Today, Global Response's primary business is providing contact center services, particularly in the catalog industry. In addition, Global Response complements this business by operating a fulfillment facility to pack and ship orders and handle returns. What once was a local business now serves customers across the nation and internationally.

Bellsouth has been providing Global Response with service for over thirty years and is a valued supplier. Global Response relies on Bellsouth for its primary bandwidth. Global Response has a contract with Bellsouth to provide fiber directly to its building and to operate an OC-3 smart ring for the next couple of years. Thus, Bellsouth currently handles the backbone of Global Response's business. When we decided to enter into the contract with Bellsouth, we considered a number of other providers including Global Crossing and Level 3, but neither could match Bellsouth's level of reliability. Recently, however, we learned Level 3 has installed fiber on our street, making Level 3 an attractive alternative for fiber and other services such as VoIP in the future. We believe providers that can offer fiber bandwidth will be successful competitors in the telecom market.

Bellsouth is Global Response's primary Internet provider. Global Response also has a secondary Internet provider, Internap, because our network must remain redundant and resilient. We also had considered Global Crossing, Sprint and Level 3 when making purchasing decisions relating to Internet providers.

For other telecom services, Global Response utilizes the services of Bellsouth and a number of Bellsouth's competitors. For example, Global Response previously worked with Bellsouth for DID numbers, but has since switched to an alternate carrier that unlike Bellsouth does not charge fees for this service. For long distance service, Global Response utilizes Qwest and Paetec. We also considered Global Crossing for long distance services and maybe we will in the future.

We do not believe that the merger between Bellsouth and AT&T will result in higher prices for our business because there are competitive alternatives. Global Response can turn to these alternatives providers if it becomes dissatisfied in the future with the merged company's service or prices. Regardless, in the future, we will continue to look at alternatives for telecom services including Level 3 and startups such as Vonage and Skype that are becoming competitive players in the telecom market because of their ability to provide fiber bandwidth and other services.



Michael Shooster
COO

STATEMENT OF JON KLEIN
(GMPCS PERSONAL COMMUNICATIONS)

1. I am the Vice President and General Manager of GMPCS Personal Communications, Inc. ("GMPCS") and have been in this position for the past 6-7 years. GMPCS provides mobile satellite phone equipment and services. I am responsible for the day to day operations of the company. The individuals responsible for our company's telecommunications purchases report to me.

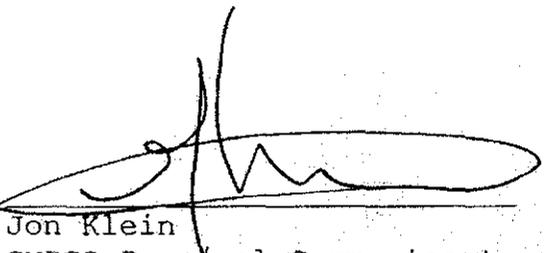
2. Our company purchases local and long distance voice services and dedicated internet access via a T-1 line. Currently, we use BellSouth for all of our telecommunications needs. Until about two months ago, however, we used NOS Communications, Inc., a small carrier in Las Vegas, for our long distance services. We switched to BellSouth after they offered us a better price.

3. My contract with BellSouth is not formally renewed, but we do periodically review the prices we are getting to make sure they are competitive. Although we have not sought out other carriers, we have been approached by other carriers from time to time and I am familiar with the other choices available to me. I have not felt the need to switch because I have always had a competitive price.

4. With the exception of a one-month trial of AT&T Wireless cell phones, GMPCS has never used AT&T for any of its telecommunications services.

5. I am not opposed to the merger of BellSouth and AT&T. If anything, my company will benefit from the larger resources of a global carrier. For example, we periodically make international calls to ships, that are at sea and I believe that after the merger I may receive lower prices for these types of calls relative to what BellSouth can currently offer.

Dated: 5-5-06

By: 
Jon Klein
GMPCS Personal Communications, Inc.

Declaration of E. Scott Futrell

1. I am the Chief Information Officer of the Gwinnett County Public Schools, which comprises 106 elementary, middle and high schools in the metropolitan Atlanta area. We are the largest employer in the State of Georgia. I have held my current position for the past 4 years.
2. We purchase metro-Ethernet services to connect our schools to the central offices from BellSouth. I expect that when we seek proposals prior to the renewal of that contract, we will seek them from BellSouth, Charter Communications and any other large system providers available at that time. We also obtain our local and long distance voice services from BellSouth.
3. We purchase some of our Internet from Charter. We recently switched from BellSouth when Charter provided us with a better price. We also use voice over IP for our central office and expect to expand that technology in conjunction with our planned growth.
4. We are looking for opportunities in fiber-based, monitored, layer 2 networks for our voice and data to ride on. That could help reduce some of the expenses we incur for data, voice and internet services with BellSouth and Charter.
5. We believe the acquisition of BellSouth by AT&T will enable the combined company to provide us with a stronger support offering and more resources. Our analysis of the proposed acquisition does not indicate any risk to the school district at this time.

May 8, 2006


E. Scott Futrell

Confidential

Statement of Crawford Gallimore, Hamilton-Ryker

1. My name is Crawford Gallimore. I am the Chief Manager and Financial Officer of The Hamilton-Ryker Group, LLC (dba The Hamilton-Ryker Company), headquartered in Martin, Tennessee. Hamilton-Ryker also has offices in Mississippi, Kentucky and other parts of Tennessee. Hamilton-Ryker provides personnel services for local businesses. My business partner and I have operated the Company since its founding in 1971.
2. My responsibilities include purchasing telecommunications services for Hamilton-Ryker. We currently use Bell South for voice and data services where Bell South is located, and long distance. We use Frontier in Martin, Tennessee, and Kentucky Altel in Lexington, Kentucky, and we use Verizon and Nextel in some markets. We also have a cable backup system through Charter. Our annual budget is \$153,000 for phones, \$23,000 for cell phone and \$8,000 for data lines.
3. I generally go into the marketplace for telecom every 2-1/2 to 3 years, depending on the available technology and expiration of our contracts. I have used an outside network administrator in Memphis to help us make our technology decisions. I generally rely on them to keep up with technology and available vendors. My perspective is to go to the marketplace and see what services are provided. We have more options in the cities, but we do not have a lot of options "in the provinces."
4. We changed our data provider from Sprint to Bell South about five years ago. I also considered Qwest and AT&T at the time, but went with Bell South because it had local service in so many of my markets, which the others did not have.
5. My preference is to use one vendor for as many services as possible. Bell South provides a full range of services and has the reputation, foot print and size to take care of our needs. In the past, I have been "whip-sawed" by multiple vendors, who sometimes get into finger-pointing if services fail, so it is important to me to have one-stop shopping.
6. The Bell South-AT&T merger probably will not have an immediate impact on my business. Because I prefer one-stop shopping, if AT&T could bring other technologies to what I already get from Bell South, I expect that I would be able to take advantage of this. I think that this merger could only enhance the application of new technologies.


Crawford Gallimore

Statement of Gil Bailey, Harrison County, MS E911

1. My name is Robert G. Bailey, and I go by "Gil." I am the Telecom Manager for the Harrison County, Mississippi Emergency Communications Commission. Harrison County is on the Gulf Coast and includes the cities of Gulfport, Biloxi, Long Beach, Pass Christian and D'Iberville.
2. I have been in my current position for approximately six years, and I have been involved in 911 operations in one way or another since 1978. In my current job, I am responsible for all 911 service for the County. This includes coordinating public safety dispatch operations through six "PSAPs," or public safety answering points, where 911 calls are received. We also provide 911 equipment for Keesler Air Force Base and for a local emergency medical provider.
3. The County purchases for its 911 operations network services, customer equipment, maintenance services, technology updates and training. We basically purchase all these services from BellSouth. The one exception is Keesler Air Force Base. There, we interface with the federal contractor, which is formerly KMC, now owned by Century Telephone. Each of the municipalities also has local service from BellSouth.
4. Our current annual budget for telecom services for our 911 operations is about \$600,000. The total County budget for all telecom is a lot more.
5. In the usual way that we purchase telecom services and equipment, the County's 911 Commission first decides that it wants to do an update. I am then tasked to look at what's out there, determine pricing, maintenance and other services, and a company's long-term commitment. The Commission evaluates this information and decides what to do. The State has an express product list, that has on it BellSouth, Motorola, TCI and 911, Inc. Occasionally I get some quotes outside of this product list, but we generally hold to the express product list unless there is a specific reason to make an exception. I have no role in updating the list. I try to keep up on new technologies that would enhance our operations. So far, Bell South has consistently had the lowest prices and best long-term solutions, including their Evergreen software.
6. The County is wrapping up a County-wide upgrade for all dispatching operations. We have changed over to Zetron equipment from BellSouth. I expect that the life cycle for this equipment will be about five years, so I do not expect upgrades in the near future. I understand that this equipment is capable of VOIP, so we would be able to process these communications in the future.
7. I have not had any recent experience with AT&T. I do not consider it a competitor for the services provided to the County by Bell South. It does not provide 911 services. I consider it more of a long-haul provider.
8. I have no problem with the Bell South-AT&T merger, because I do not see it impacting the County's 911 operations. I hope to keep getting the good service provided by Bell South.


Robert G. Bailey Jr, EMP

STATEMENT OF RICK HONEYCUTT (HAYWOOD COUNTY, NC)

1. I am the Interim County Manager for Haywood County, NC, a position I have held since January 2006. Prior to becoming Interim Manager, I was the Assistant County Manager for six years.

2. Haywood County is a rural area, west of Asheville and adjacent to North Carolina's border with Tennessee. There are about 52 County buildings and numerous employees with needs for telecommunications products and services. I have principal responsibility for purchasing those products and services, including negotiating contracts as necessary or appropriate subject to the oversight and authorization of the Board of County Commissioners, to which I report.

3. The County is a significant consumer of telecommunications products and services, with a monthly budget of about \$10,000. BellSouth is the County's provider with respect to 911 equipment and dispatch services, and we are currently working with them on upgrading our dispatch system in conjunction with the County Sheriff's Office and our Emergency Operations Center, including landlines, wireless communications and maintenance of our Automatic Location Identification database. Other vendors with which the County does (or could do) business with respect to fiber connections between County buildings, wireless services, internet equipment and cellular services include Mitel, USLEC, Verizon, SPRINT, Nortel, Advance Communications, and Winncom. AT&T is a long-distance service provider in our region.

4. I am generally familiar with the prospective merger between BellSouth and AT&T through news media reports. We do not perceive BellSouth and AT&T as direct

competitors in terms of the services each provides in our area, and I have no reason to believe that the proposed merger would diminish competition or adversely affect the County's interests. BellSouth is a very strong service provider and my general sense is that its merger with AT&T would only strengthen the company and enhance the quality and range of services it provides.



Rick Honeycutt
Haywood County, NC

**STATEMENT OF JOY BRINKER
HILTON HOTELS, INC.**

1. My name is Joy Brinker and I am Director of Converged Technologies for Hilton Hotels. I am in charge of procuring voice services for our hotels worldwide. I am also responsible for selecting preferred vendors, i.e. deciding which vendors can bid on voice services contracts. Additionally, I handle the Hotel's global cellular services and portions of high speed internet services. I also coordinate the annual renewal of all enterprise contracts. I have been employed by Hilton Hotels, Inc. since 1993, and have been in my current position for the past six years. Prior to joining Hilton, I worked for AT&T as a National Account manager from 1972 until 1989.
2. Hilton is a global hotel company with over 3,000 hotels in cities worldwide. Our corporate headquarters are in Beverly Hills, California.
3. Hilton Hotels fall into three branding categories: those owned outright by Hilton, managed by Hilton, or franchised by Hilton, and our telecommunications needs vary depending on each location's brand. We work with numerous vendors for our telecom services, including AT&T, Verizon, Broadwing, and Sprint.
4. We spend approximately \$50 million annually for telecom services. Approximately \$30 million is spent with AT&T, \$4 million with BellSouth for local services and roughly \$16 million for all other providers.
5. Hilton generally uses a formal RFP process for bidding on telecom contracts. For each new contract negotiation, we issue an RFP to three bidders from our preferred vendor list, and select the vendor based on services they can provide our company as well as price. Local services are bid upon using this process every time. For frame relay contracts we do not have a formal RFP process, rather we renegotiate existing contracts. Our enterprise contract has been in effect for the past thirteen years, and has not been renegotiated at all during that time. However, the contract is set to expire in June 2008, and we plan to issue a formal RFP prior to the expiration date.
6. Hilton plans to begin using VoIP on a larger scale in the very near future. We are currently in the process of upgrading our corporate systems for VoIP. I am now

removing all PBX equipment and installing equipment to allow for the use of VoIP. Two hotel locations in Memphis are already using this technology.

7. I believe that the telecommunications market is very competitive. There are more than ample vendor options at this point.
8. I believe that the merger of AT&T and BellSouth will expand AT&T's product line. BellSouth and AT&T are not competitive entities at all. I believe the merger will benefit individual consumers as well as enterprise customers.



Joy Brinker
Dir. of Converged Network Technologies
Hilton Hotels

5-31-06

Date



HISTORIC TOURS OF AMERICA, INC.®

"The Nation's Storyteller"®
<http://www.historictours.com>

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Statement of Layfield Long (Historic Tours of America)

1. For the past four years, I have been the Chief Information Officer for Historic Tours of America. Historic Tours of America provides vacation experiences through retail stores, tours, and tourist attractions located in six cities across the United States – Key West and St. Augustine, Florida; Savannah, Georgia; Washington, D.C.; Boston, Massachusetts; and San Diego, California. Although our business varies seasonally, we have up to 1,200-1,300 employees at a time and serve over 2,000,000 guests annually. Our home office is in Key West and that is where my staff and I manage our nationwide purchases of telecom services.

2. Historic Tours has been interested in consolidating our telecom services from multiple providers into a single service provider that can provide all of our local, long distance, and data services. Multiple providers make it more complicated to procure and maintain services and process bills. This is particularly true because our operations are geographically dispersed. As a result, where possible, we prefer to consolidate service providers.

3. BellSouth is our chosen telecom provider within BellSouth's footprint. We purchase local voice service, DSL service, and frame relay service from BellSouth and are considering adding Metro Ethernet. In addition, as soon as it became available, we switched all of our locations to BellSouth long distance – a nationwide solution that we have recommended to many other people. We also use Cingular Wireless as our nationwide provider of cellular service. Outside of BellSouth's footprint, we have used Sprint, Verizon, SBC, AT&T and PacBell for local and data services.

4. Out of all of the providers we currently use and have used, BellSouth provides us hands down with the best customer service. BellSouth's team approach is successful with everyone from the account team to the service order writer to the local installation managers providing responsive and superior service.

5. We are almost constantly receiving solicitations from telecom providers seeking our business. The vendors that give sales pitches to us run the gamut from Sprint to Verizon to Nextel – a who's who in the telecommunications industry. Within two weeks of seeing a new promotion on television, we will be overwhelmed with telemarketing calls pitching the

Members of:



new promotion. Though a number of these companies probably would be technically capable of providing the services that we currently purchase from BellSouth, we prefer to stay with BellSouth because of the service that we consistently receive.

6. The proposed merger between BellSouth and AT&T could be a wonderful development for Historic Tours of America. Ideally, we would like to purchase all of our nationwide telecom services from BellSouth. At present, however, that is not possible. To the extent that the merger will expand BellSouth's ability to provide services across the nation, the merger will be a great development for our company. The merger could simplify our maintenance, operations, and installation activities, which we believe would result in substantial savings to us in terms of both time and money. We are not concerned that the proposed merger will reduce the level of competition for our business. As stated above, there are numerous technically-capable companies that are seeking to provide services to us, and we have not seen any indication that that is likely to change in the near future. However, based on the service that has been provided, we prefer to work with BellSouth.



Layfield Long
Chief Information Officer
Historic Tours of America

DECLARATION OF IRIS REGISTER

1. I am Iris Register, Director of Administrative Services for H.J. Russell & Co., a construction, real estate development, and property management firm, headquartered in Atlanta, Georgia, with facilities located throughout the Southeastern United States. In my position, I am responsible for the procurement of telecommunications services for H.J. Russell. I have held this position for about eight years.

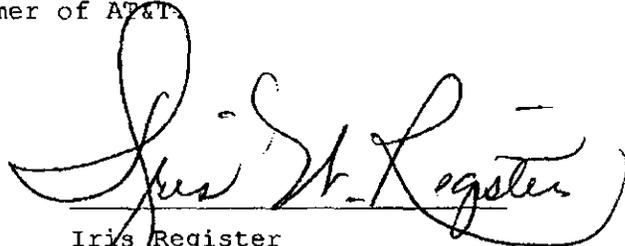
2. H.J. Russell purchases local and long distance service from BellSouth. We purchase frame relay service from MCI (now Verizon). We purchase cellular service from both Cingular and Nextel.

3. Although we are a long-time satisfied customer of BellSouth, there are a host of other telecommunications companies to which we could turn for these and other services if we so desired, including Broadwing, Cypress, Deltacom, Granite, Qwest, Sprint, Verizon/MCI, and XO, among others.

4. I believe that the merger between AT&T and BellSouth will benefit H.J. Russell in that it will expand BellSouth's product offerings and breadth of service, providing us with the option of having one-stopping shopping for all of our telecommunications needs. Indeed, AT&T and BellSouth should never been broken up in the first place.

5. Additionally, if in the future I become dissatisfied with the prices or services offered by the combined AT&T and BellSouth, I will continue to have multiple competitive options for the various telecommunications services purchased by H.J. Russell, especially since we are not now a customer of AT&T.

Dated: 5/10/06, 2006



Iris Register
Director of Administrative Services
H.J. Russell & Co.