



NORTH FLORIDA OBSTETRICAL & GYNECOLOGICAL ASSOCIATES, P.A.

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C. Cameron Greene, M.D.
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Sayra C. Sievert, M.D.

Administrative Office
Sandra O. Doolittle, Executive Director
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Statement of Sandra Doolittle,
North Florida Obstetrical and Gynecological Associates, P.A.

My name is Sandra Doolittle. I have been the Executive Director for the last six years of North Florida Obstetrical and Gynecological Associates, P.A. We have seventeen divisions (twenty-seven locations) practicing in and around the Jacksonville, Florida area.

I am in charge of purchasing telecom services for North Florida OB/Gyn corporate office and services that link the offices and work with our Practice Administrators in each division who purchase services for their locations. We purchase a wide range of telecom, including telephone, frame relay, internet, voice over internet, DSL, cable, mobile phones and beepers. Bell South provides our main data connectivity, as well as long distance and telephones. However, we purchase from numerous other vendors in the area. For data, in addition to Bell South, we purchase from Comcast and DirectTV. For telephone, we also use numerous local carriers, such as Nuvox and FDOV Comm. For answering service, we use AT&T and MCI as well as Bell South. For cell phone and pagers, we use a full range of vendors, including Alltel, AT&T, Cingular and others. Our approximate annual budget for telecom is \$500,000.

Much of our phone, mobile and beeper service is purchased individually by doctors, which is a major reason why we have so many vendors. I often go to Bell South for centralized service, because of its reputation for stability. I do not use a formal RFP-type process when I purchase telecom services. Rather, I primarily use a consultant. My purchasing process begins by assessing my company's long-term needs and I then evaluate what the various companies in my area offer in terms of service, backup and support. I often look at which company is cutting-edge in a particular service. Although I purchase much of my centralized service from Bell South, that could easily change in the future depending upon innovations by other companies.

I do not see a negative impact of the Bell South-AT&T merger on my purchasing, and I think that there will be benefits. We purchase a relatively small amount of service from AT&T, and I do not see AT&T as an aggressive player here. There have been so many companies competing in this market in recent years that it makes sense to me to see some of them combine through mergers. I expect that this will allow the merged company to offer a wider range of services and to get into new markets.

Sandra O. Doolittle, RN, MBA, Executive Director
North Florida Obstetrical & Gynecological Associates, P.A.

Declaration of Ken Miller

1. My name is Ken Miller. I am the communications supervisor for the North Mississippi Medical Center, which serves 22 counties in north Mississippi and northwest Alabama from headquarters in Tupelo, Mississippi. We operate a 650 bed hospital in Tupelo, five community hospitals in Eupora, Iuka, Pontotoc, and West Point, Mississippi, and Hamilton Alabama, clinics, home care units and physician units. Our Tupelo campus, which is approximately 200 acres, operates a variety of buildings, including a women's center and a long term care center.
2. We have 17 T-1 lines for voice traffic in and out of the campus through a central switch. We have 3 DS3s riding on BellSouth Lightgate (a multi line digital service) for data. Two of the DS3s are used for data and one is for voice. We have Frame T-1s for some of our smaller locations. Each hospital has PRI T-1s.
3. We use BellSouth for local voice service. Our most recent contract with them was renewed early in 2005. Other bidders were DeltaCom and CenturyTel. When the contract comes up for renewal, I believe DeltaCom, CenturyTel, and perhaps AllTel may bid. A new company, MegaPOP, a service of US LEC, has just begun soliciting business in our area, and may be a competitor for our business when our contract comes up for renewal.
4. We use BellSouth long distance service. BellSouth provides that service in conjunction with an arrangement with Qwest, but our contract is solely with BellSouth. The current contract was renewed three years ago. Other bidders

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were MCI and Sprint. When the contract comes up for renewal, I believe Sprint, MCI, CenturyTel and Qwest may bid.

6. We renewed our contract for data services with BellSouth in 2004. Other bidders were Sprint, MCI and DeltaCom.
7. We recently installed a wireless network on 802.11 A/B/G, which we could use to tie out to the Internet and could use for voice communications services.
8. I like the idea of the BellSouth and AT&T merger. I have always been a fan of AT&T both personally and professionally. We used them as an inter-exchange carrier when our finance department was in Memphis and had a good experience with them. They responded to any problems we had in a timely manner, and I expect that to continue, particularly if I continue to have the great service I currently receive from BellSouth.
9. I also am looking forward to the merger because I believe the combination will provide us with reliability of service. When Hurricane Katrina hit, BellSouth continued to operate, and combining with AT&T will re-enforce that reliability.
10. I also think that the combination is likely to deliver a lot of innovative ideas. They are likely to bring their new ideas to us, thereby enhancing our services beyond what we have now.

Dated: May 17, 2006

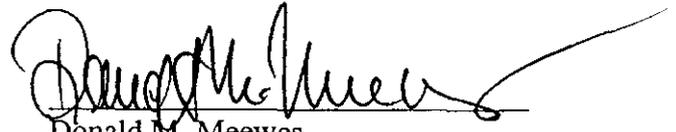

Ken Miller

STATEMENT OF DONALD MEEWES (NYK Logistics)

1. I am the Senior Vice President and CIO of NYK Logistics (Americas) Inc. (NLA). In this role, I am responsible for the company's information Systems for the Americas. NLA provides logistics services and solutions that include all modes of surface transportation, air freight, warehouse and distribution services, and customs house brokerage services.
2. NLA Information Systems is headquartered in Tennessee with its corporate office in Carson, California. There are approximately 50 NLA offices and warehouse facilities throughout the Americas. Total revenue for NLA is approximately \$1 billion.
3. NLA purchases data, voice (long-distance and local), and videoconferencing services from its telecommunications providers. AT&T is our primary supplier for voice, data, and IPT services. NLA prefers AT&T for IPT services because of its global scale and advanced technology.
4. NLAs' annual telecommunications spend is approximately \$2-3 million. At least 75% of this business is spent with AT&T. The services AT&T provides to NLA include voice (mainly long distance) and data. NLA uses BellSouth as a provider of local telephone service in the Southeast. We see AT&T and BellSouth as complimentary companies, not competitors.
5. NLA also requires the use of cell phones and uses many different providers for that service, including Verizon, Sprint, and Nextel; though I think it would be easier for us if we could consolidate those contracts to streamline their management and gain in efficiency. I hope to pursue that option in the future, if possible.
6. When considering new contracts/services, we generally use a combination of a formal RFP and an informal relationship-based process to decide between competitors. As an example, for IPT services, we used a RFP process. When deciding between competitors, we will sometimes choose higher prices if it means guaranteeing a stable, long-term relationship. We also generally prefer a company that is geographically diverse able to serve many locations.
7. We prefer a "one-stop shopping" setup if at all possible. This allows for the more effective management of suppliers and reduces cost overall. Additionally, I am able to leverage my business with the providers, achieving better prices for my company. I believe the AT&T / BellSouth deal will allow for more "one-stop shopping."
8. I believe the AT&T/BellSouth merger will be beneficial to NYK Logistics through decreased management costs and increased security. I do not believe the

deal will decrease competition. Competitors in the telecommunications industry will still include Verizon and Sprint, among several others.

DATE: 4/25/2006



Donald M. Meewes
Senior Vice President and CIO
NYK Logistics (Americas) Inc.

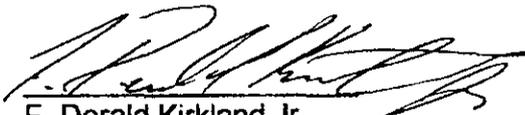
Declaration of F. Derald Kirkland Jr.

1. I am the Director of the Office of Telecommunications Management ("OTM") for the State of Louisiana. Our office is the central telecommunications provisioning agency for the executive branch of the state government. The legislative and judicial branches choose to purchase through us as well. I have been in the telecommunications industry for 30 years. I have been with the State of Louisiana for the last 18 years, and the Director of OTM for the last 2 ½ years.
2. We purchase our local voice services (e.g., PBXs, trunks, Centrex, 1FBs) and data (e.g., frame relay, metro-ethernet, ATM, megalink) from BellSouth. While we prefer to use BellSouth for local services in order to take advantage of the purchasing power we get from our large volume of purchases, BellSouth is not without competition. The University of Louisiana at Monroe recently sought bids for 14 PRIs. Although CenturyTel had not been a telephone service provider in that area, they won the bid.
3. We purchase our InterLATA services through a bidding process. Recent bidders were AT&T, MCI, Delta.com, BellSouth, and Qwest. Qwest provides the InterLATA outbound and Delta.com provides the InterLATA inbound. BellSouth provides the IntraLATA toll.
4. Our internet service is provided by Qwest. Other bidders were BellSouth, AT&T, Level 3, Cable & Wireless, and Delta.
5. We purchase our long distance services from Delta.com, Qwest and BellSouth.
6. OTM resembles a small telephone company, purchasing the equipment and services, bundling them together, and setting a price for sale to the state

agencies. Because of our role essentially as a re-seller of telecommunications services and equipment, accurate billing from our vendors is essential. BellSouth provides us with tapes and CDs with billing information that we then can use in for our record keeping. This service is essential to us. Therefore, my primary concern about the combination of BellSouth and AT&T is that the new company will not be as helpful with assisting us in our billing process. If the new company does not provide the same high quality of service as currently provided by BellSouth, we have a number of alternative providers to choose from, as is clear from the variety of bidders in response to our various RFPs. For all services but local service we currently have system in place to ensure that we get aggressive, competitive bids from a number of players. For local service, right now we like to use BellSouth, and the ability to leverage our purchase volume to obtain lower prices. However, if need be, we have alternatives, including a number of CLECs, such as TelCove, Adelphia, KMC Telecom, Level 3, CenturyTel and Eatel and cable companies, such as Cox and Charter.

7. My secondary concern relates to service order and trouble reporting/repair processes. We are very familiar and comfortable with the BellSouth processes although we have had to deal with some pain as Service Centers and NOCs have been consolidated. Our last experiences with AT&T processes and procedures were not pleasant.

May 4, 2006


F. Derald Kirkland Jr.

STATEMENT OF ROBERT POJMAN (OPEN SOLUTIONS)

1. I am the Senior Vice President for Technology and Network Services at Open Solutions Inc., a Connecticut company that is a leading provider of integrated data processing technologies and services ("banking applications") for financial institutions, including 300 small, medium and large banks and credits unions. In addition to selling banking applications, Open Solutions provides connectivity services for about 50 percent of its customers, several of whom also outsource their back office services to Open Solutions.

2. Operating from various offices throughout the United States, Open Solutions enters volume purchase agreements with various connectivity services providers, such as AT&T, BellSouth, Verizon, and Qwest, under which it spends approximately \$20 million annually purchasing the connectivity services that it resells to its customers. Of that total, approximately 90 percent goes for data transport, and 10 percent for voice transmissions and local services.

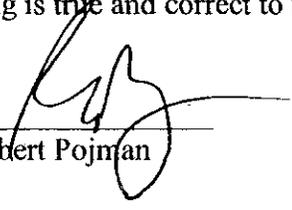
3. I have been involved with the telecommunications and information technology industry for several years. Prior to becoming Senior Vice President for Technology and Network Services at Open Solutions, I held the same position for more than 2 years at the Information Services Unit of the BISYS Group, Inc., which was acquired by Open Solutions on March 6, 2006. As Senior Vice President for Technology and Network Services, I am involved in and have oversight responsibility for Open Solutions' purchase and resale of network and integration services to its customers.

5. Open Solutions seeks the most competitive bids or price quotes for its volume purchase agreements. It is my experience that different companies enjoy a competitive advantage in certain regional markets. For example, Qwest, which controls several telecommunications companies in the Northwest region, tends to have the most competitive price in that region. However, Open Solutions still seeks competitive bids when it has a customer in that region. Moreover, although Open Solutions has a postalized pricing agreement with AT&T, which guarantees the same pricing for certain products and services in every regional market, it is the practice of Open Solutions to compare AT&T prices with those of other vendors when it seeks to fill a customer's order in any given region.

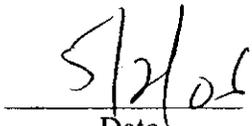
6. I have no competitive concerns about the merger of AT&T and BellSouth. I do not see much overlap between BellSouth, whose strength is providing local services, and AT&T, which focuses on more advanced nationwide services. In my experience, there is currently sufficient competition in the telecommunications sector in the US market, and additional competitive pressure is being brought to bear from cable and satellite companies, and other providers of telecommunications and information technology products and services.

7. In fact, Open Solutions is supportive of the AT&T and BellSouth merger because it will create certain benefits, including the one-stop shopping that will be made possible by the integration of BellSouth's wireless capabilities with AT&T's wireline services.

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



Robert Pojman



Date

Declaration of Charlie Hall

1. I am the Chief Executive Officer of Orthopaedic Specialists of Alabama. We operate eight orthopedic clinics in Alabama. Some are freestanding and others are co-located within hospitals.
2. Five months ago, we began purchasing local voice services for all of our locations from BellSouth (other than 3 locations sited in hospitals which use lines provided by the hospitals). Previously we had purchased some local voice services from Access, a local telecommunications provider.
3. We also began purchasing long distance service for all of our clinics from BellSouth five months ago. Prior to that, some clinics were using MCI and others were using Qwest.
4. The changes in our local and long distance service were suggested and negotiated by a consultant we retained to advise us on telecommunications solutions and prices. The consultant was very familiar with the competitive offerings, and recommended the switch to BellSouth.
5. Our internet service is provided by VentureNet. BellSouth provides the lines for our frame relay system.
6. I do not expect the combination of BellSouth and AT&T to have any adverse impact on me. I expect that we will have the same quality of service that we

have always had from them. If that is not the case, I am confident that our consultant will recommend one of the other providers with whom they are familiar in our area.

May 16th, 2006



Charlie Hall

DECLARATION OF ROBERT ZELAZNY

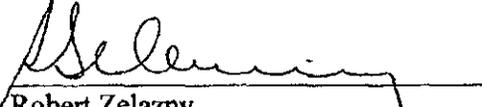
1. I am Robert Zelazny, Director of Technical Infrastructure for Palm Beach County, Florida. I have worked for the County for seven years, serving as the Director of Telecommunications for four years prior to assuming my current position three years ago. As Director of Technical Infrastructure, I am responsible for the procurement of telecommunications services for the County.

2. BellSouth is the primary provider of telecommunications services to Palm Beach County. The County purchases local, long distance, and data services from BellSouth, spending approximately \$8 million annually. We procure these services from BellSouth pursuant to a master service agreement. The contract is for a three-year term ending in June 2007, with two one-year renewal periods. We place a high value on BellSouth's strong track record of service and support, as well as its ability to offer us the full suite of services required by the County at a favorable price.

3. While obtaining telecommunications services from a sole source is beneficial to the County, there are various competitive providers for each of the services offered by BellSouth. We have considered and met with these providers, such as USLEC, Delta COM, and Priority Communications. Were the County dissatisfied with the services or prices offered by BellSouth, we could turn to those providers for many of the services.

4. The County is currently migrating telecommunication services to IP. We have VoIP provided by Avaya in twenty locations in the County.

5. I believe that the combination of BellSouth and AT&T will be advantageous to Palm Beach County in that an influx of capital from AT&T, will allow BellSouth to update its aging infrastructure. Other than that, the merger will likely not affect the County significantly since AT&T does not have a major footprint in our area as it stands.


Robert Zelazny
Director of Technical Infrastructure
Palm Beach County, Florida

Statement of Ronald Piccione

1. My name is Ronald Piccione, Chief Executive Officer of Palmetto Primary Care Physicians. Our member and affiliate physicians provide patients with medical services in the areas of family medicine, obstetrics, gynecology, pediatrics and internal medicine. We operate 17 facilities, including two hospital locations, in the greater Charleston, South Carolina area. I am responsible for purchasing telecommunications services for all our locations.

2. BellSouth provides all of our requirements for both voice and data communications, including PRIs, Centrex service, a sonic ring, and long distance. We spend about \$500 thousand per year on these services.

3. When Palmetto Primary Care Physicians was formed in 1997, we adopted an IT-centered, data-based decision making system. We currently have over three hundred thousand patients in our demographic and our member physicians have the ability to access their medical records. Although we have our own IT department and our own software group, BellSouth has been a partner in the process of establishing this sophisticated medical recordkeeping system.

4. Despite our excellent relationship with BellSouth, we continually look at other vendors of creative communications systems. We have considered, among others, NuVox, The Home Telephone Company, Sprint and Verizon. In our experience, BellSouth has always been professional in its manner of operations and without question has provided us with the best overall value on a quality adjusted basis. Should that assessment ever change, we clearly have other options to which we could turn.

5. This month, we are opening a new corporate office and an ancillary diagnostic center. These new facilities will take advantage of our existing BellSouth Smart Ring to add VoIP and other high-quality internet protocol services. These new services will not only intensify the clarity of our voice and data communications, such as digital imaging, but will also allow us to purchase fewer T1s and other conventional services, resulting in an estimated three to five percent cost savings.

6. I am very optimistic about the proposed merger of BellSouth and AT&T. I can think of only huge advantages for Palmetto Primary Care Physicians, including access to converged services and best-in-class technology. We are currently seeking to expand our business to suburban and rural parts of South Carolina. In my view, the merged company with its greater resources will be an even better strategic partner in these efforts.

Date: 05/10/06



Ronald Piccione
Chief Executive Officer
Palmetto Primary Care Physicians

Statement of Todd Dion, Peachtree Settlement Funding

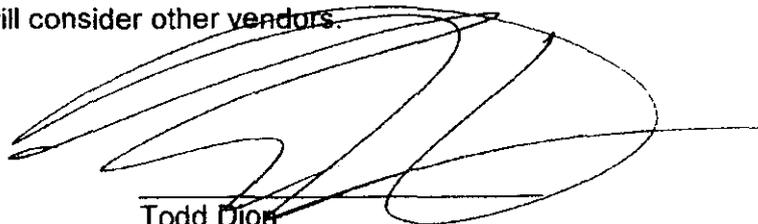
My name is Todd Dion. I am Vice President for Technology of Peachtree Settlement Funding. I have been in this position for approximately four years, and I have been the technology officer or CIO for other companies before this. My responsibilities include purchasing all telecommunications services and equipment for my company.

Peachtree is a specialty factoring company purchasing future payment streams such as insurance policies, lotteries and structured settlements. We have two main offices, one in Boynton, Florida and one in Norcross, Georgia. Some of our sales force works out of their homes. Our customer base is largely nationwide. We purchase internet DS3 lines from Bell South and a TI from Sprint, which we use as a backup for fiber-optic outages. Bell South provides our primary internet and telephone (local and long-distance) service. It also provides us with an emergency and disaster recovery system, which reroutes our inbound toll-free calls to our Norcross, Georgia office. We are also looking to outsource our call center for weekends and evenings. We have an outbound service with a company I do not recall located in Nebraska. We also have a PBX in-house that we purchased from Intertel, and we just upgraded our call center software with Stratasoftware.

I prefer Bell South as a single point of contact for as much service as possible. The main competitors of Bell South for the services that I purchase are Sprint and Verizon (MCI). There are several smaller local companies, such as USA Telecom, but I like to avoid using many vendors, which becomes difficult to manage.

I have used AT&T for 1 FB fax machine, but I otherwise do not consider it as a viable vendor for the services I purchase.

I do not see the Bell South merger with AT&T to have an impact on the services I purchase. It is important to me that Bell South's culture of customer service and responsiveness continues. If not, I will consider other vendors.



Todd Dion
Peachtree Settlement Funding



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**STATEMENT OF DON GONSALVES
(Per-Se Technologies, Inc.)**

1. I am the Chief Information Officer at Per-Se Technologies, Inc. I am responsible for overseeing technology infrastructure, desktop and network support, and strategic direction of telecommunications and systems.
2. Per-Se Technologies is a health care services and technology company with approximate revenues of \$372 million. Headquarter in Georgia, Per-Se Technologies operates over 80 facilities nationwide, with a concentration in the Southeast and Northeast. Per-Se Technologies specializes in helping physicians, pharmacies, and hospitals with obtaining reimbursement from payers—enabling providers to spend more time with patients.
3. Per-Se Technologies annually spends approximately \$7 million on telecommunications-related services. Approximately 70% of these services are currently provided by AT&T, with the other 30% spread between Sprint and Qwest, among others. The services include network, voice (both local and long distance), and data. Per-Se Technologies has diversified some of its telecommunications contracts in order to provide redundancy services and prepare for disaster recovery.
4. Subsequent to contract negotiations with telecommunications providers, Per-Se Technologies employs the service of a consultancy firm. The firm provides an in-depth market analysis of providers in several different fields. We use these analyses to negotiate with prospective providers.
5. Per-Se values a high level of service and “bench strength” when making its purchasing decisions. Historically, AT&T has been chosen because of its “bench strength” and reliability. It is likely that this deal will add to AT&T’s “bench strength.” In my experience the larger the company the more resources and staff can be deployed to ensure familiarity with security and regulatory issues.



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6. In my opinion, there will still be a number of provider/competitors with AT&T including Sprint, MCI/Verizon, and Qwest, among others. I am generally comfortable with the merger going through without specifically knowing the benefits to my company.

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

Don Gonsalves

Chief Information Officer, Per-Se Technologies, Inc.

5/10/06

Date

Statement of William Pitt

1. I am William Pitt, Director of Telecommunications and Ancillary Services for Pensacola Christian College. Our campus is located in Pensacola, Florida. I am responsible for purchasing all telecommunications services. I have held this position for three years. Prior to my current position, I worked for AT&T Solutions with responsibility for supporting a bank customer.

2. BellSouth is our current telecommunications provider. We purchase both local and long distance voice and data services from BellSouth. We spend over four hundred thousand dollars per year on telecommunication services.

3. We previously purchased long distance and broadband internet access from AT&T, but switched to BellSouth in 2004. At that time, we also looked at DeltaCom and Sprint along with two or three other options. We ultimately picked BellSouth based on a combination of price and service.

4. In addition to the companies just mentioned, I also consider Verizon/MCI to be a strong alternative for our requirements. I would also look to one or more CLECs to provide a substantial part of our overall requirements in the event that I became unhappy with the options available to us from the major carriers.

5. Looking forward to the proposed merger of BellSouth and AT&T, I believe it will be neutral for Pensacola Christian College. Because of our single location, we are not likely to benefit from the network integration as will larger customers. However, the merger will not reduce competition for any of our services.

Date: 6/7/06

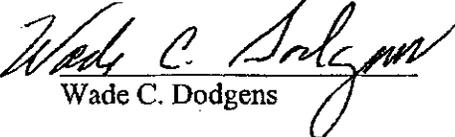
William D Pitt

William Pitt
Director of Telecommunications and
Ancillary Services
Pensacola Christian College

Confidential

Statement of Wade C. Dodgens, Pickens, SC E911

1. My name is Wade C. Dodgens. I am the E-911 Coordinator for Pickens County, South Carolina. I have been in this position for about three years with seven years of experience in the E-911 career field. Before this position, I worked for five years in the Geographic Information System (GIS) career field here with Pickens County. Prior to coming to Pickens County, I retired from the federal government with 29 years of service split between U.S. Postal Service and the Department of Defense (DOD).
2. The Pickens County E- 911 operation is responsible for two PSAP's (Public Safety Answering Points), one for the Municipality of Easley and the second for the overall county, with the exception of City of Clemson. I am responsible for purchasing all E-911 communications equipment for the County's 911 operations.
3. We are currently installing new (CPE) Central Processing Equipment that has been purchased from BellSouth. As a result of sending out RFP's for this equipment we received bids from six potential vendors. I do not recall all six vendors, but Motorola and Positron were two of them.
4. We, also, installed our (CAD) Computer Aided Dispatch equipment three years ago. After a review from the bidders on the RFP our selection was made. Our CAD Committee ultimately decided to award BellSouth with the bid, because they had already provided 911 services to the County and they did a good job of this
5. We are one of the few counties in the State that is "Phase 2 compliant," meaning we can intercept wireless 911 calls and identify the location of the callers. The wireless vendors in the County are Alltel, Cingular, Nextel, Sprint, Triton and Verizon. We also coordinate this service through wireline calls. There are 25-30 CLECs, including BellSouth, that provide wireline service. We recently obtained the ability to intercept (VoIP) Voice over Internet Protocol calls. VoIP vendors in the area are Vonage and Level 3. Each of these vendors chooses its own methods for call interception.
6. The County's communications budget FY 2007 for its 911 operations is about \$402,000 for this year.
7. To my knowledge, AT&T does not offer services that I would use for the County's 911 operations. I only see AT&T as providing long-distance service, which we do not use in our 911 operations. Therefore, BellSouth's merger with AT&T has no impact on the services that I purchase. I hope to keep getting the same quality service that I am getting from Bell South.


Wade C. Dodgens



Place Properties

Two Live Oak Center
3445 Peachtree Rd NE, Suite 1400
Atlanta, GA 30326
404.495.7500

DECLARATION OF FINLEY W. REED III

1. I am Finley W. Reed III, Vice President of Information Technology for Place Properties, L.P. Place Properties is one of the country's largest developers of student housing and related facilities. In my position, I am responsible for the procurement of telecommunications services. I have been in this position for two years and in the field for thirteen years.

2. Place Properties currently purchases most of its telecommunications services, including local, long distance and data, from MCI, although we do purchase some data services from both BellSouth and AT&T, among others. A number of firms could meet our needs but I prefer to consolidate our services with larger national firms such as Sprint, Verizon/MCI, and potentially now the combined AT&T/BellSouth.

3. For instance, last year we consolidated much of our local, long distance, and data business with Verizon/MCI. While Global Crossing, BellSouth and AT&T also bid for that business and Sprint had the capability to bid, Verizon/MCI presented the best overall package and thus was awarded the account. One of the reasons that we did not choose BellSouth or AT&T was that BellSouth lacked a national reach and AT&T's pricing, at the time, was not competitive over MCI.

4. I am of the opinion that VoIP is the way of the future and has broadened the competitive landscape. We currently have a pilot VoIP program underway at one our facilities and I look forward to moving our organization further in the direction of VoIP as our company continues to grow and the enhanced capabilities VoIP provides offers a competitive advantage for our business. I believe that VoIP offers tremendous technological advantages, especially from a malleability perspective. For instance, Find Me-Follow Me technology has the potential to greatly improve the seamlessness of telecommunications services and enhance the communication abilities of our traveling users.

5. I believe that the AT&T/BellSouth merger will enhance competition for businesses such as Place Properties, which prefers a telecommunications provider with a national reach to meet its growing telecommunications needs. As discussed, one of the reasons we chose Verizon/MCI over BellSouth and AT&T last year was that Verizon/MCI presented the best combination of national and regional capabilities in one consolidated company. With the merger, the combined company will also possess such attributes and will no doubt serve as new and welcome competition in the telecommunications services industry going-forward.

Finley W. Reed III
Vice President of Information Technology
Place Properties, LP

Date: May 19, 2006

May 23, 2006



RARE Hospitality
International, Inc.
and subsidiaries

Statement of Lou Grande (RARE Hospitality)

8215

1. For the past six years, I have been Vice President of Information Technology for RARE Hospitality International, Inc. ("RARE") in Atlanta, Georgia. RARE owns and operates over three hundred restaurants under the names Longhorn Steakhouse, Bugaboo Creek Steakhouse, and The Capital Grille. While most of our restaurants are located along the East coast, we have locations as far west as Nevada and Arizona and are expanding into other regions. I am responsible for all of the company's data and voice needs.

Roswell Road

Building 600

Atlanta

Georgia

2. We use several providers for data services. First, our primary provider is AT&T, which provides data connectivity into our support center in Atlanta and managed Internet service. We also use Spacenet to provide broadband VSAT satellite connectivity to the majority of our Longhorn and Bugaboo Creek restaurants. We are currently evaluating whether we will continue to use satellite technology in the future. For most of our Capital Grille locations, we use data service from XO Communications. For locations that are currently not served by Spacenet or XO Communications and all of our new locations, we purchase DSL service from the primary LEC in the area, including BellSouth.

30350

Telephone

(770) 399-9595

3. For voice services, AT&T is our exclusive provider for long distance service. We use BellSouth for local dial tone in some existing locations and all new locations within BellSouth's territory. We also obtain local service from AT&T in BellSouth's territory through an unbundled networks element platform (UNE-P). Outside of BellSouth's footprint, our first choice is AT&T UNE-P; otherwise, if AT&T is not available we use the primary LEC.



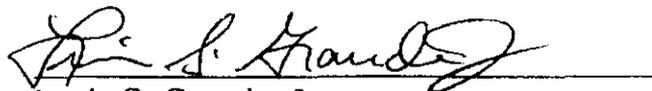
4. We use Verizon Wireless for cellular service and wireless data services. Our employees also can take advantage of the rates we have negotiated with Verizon through our corporate agreement. Before using Verizon, we used Cingular and its predecessor, AT&T Wireless.



5. I believe that the merger of BellSouth and AT&T is extremely attractive for RARE and I do not think the merger will affect the level of competition that exists in the telecom industry. In fact, I believe the merger may produce significant benefits for our company. In particular, I am very excited about the prospect of BellSouth having a greater reach outside of the Southeast because that is where the



majority of RARE's future growth will be. We already have fifteen or twenty restaurants within the SBC/AT&T footprint that we will be able to fold into our other agreements with the combined company. In addition, I am very happy that BellSouth will be merging with AT&T, the company from which we purchase our long distance and most of our data services. I believe that we may be able to leverage our status as a larger customer within the merged company to negotiate better pricing for local and long distance service. As a result, I look forward to the merger being approved so that RARE may be able to take advantage of these new opportunities.



Louis S. Grande, Jr.
Vice President of Information Technology
RARE Hospitality International, Inc.

STATEMENT OF ROGER A. BARRIOS
(RBS LYNK INCORPORATED)

1. I am Chief Information Officer of RBS LYNK Incorporated ("RBS LYNK"), a single-source, full-service provider of electronic payment processing services headquartered in Atlanta, Georgia. RBS LYNK is a member of The Royal Bank of Scotland Group, plc ("RBS Group"), a global financial organization, and is a wholly owned subsidiary of Citizens Financial Group, Inc. (RBS Group's wholly owned U.S. bank holding company).

2. RBS LYNK purchases telecommunications services from a variety of providers, including BellSouth. BellSouth provides us with local voice and data services as well as long distance voice. BellSouth also provides VoIP service to one of RBS LYNK's field offices. In addition to BellSouth, RBS LYNK currently purchases data services from several other telecommunications providers, including Sprint, TNS Telecom and AT&T.

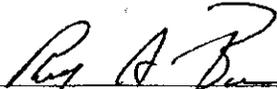
3. In procuring large-scale telecommunications services, RBS LYNK's regular practice is to invite three or four vendors to respond to an RFP. Our purchasing department and technology department confer on which vendors to invite and the decision is based, in part, on what services we need. In the past, we have invited BellSouth, Sprint, TNS Telecom and AT&T to respond to our RFPs. Additional telecommunications providers to whom we would consider submitting RFPs include Qwest, Broadwing and Level 3 Communications.

4. The merger of AT&T and BellSouth will likely benefit RBS LYNK, improving telecommunications synergies among us and our parent companies Citizens Financial Group and RBS Group, which purchase many of their telecommunications services from AT&T. This should improve the purchasing power and negotiating position of RBS LYNK and its parent

RAB

companies as we will be able to purchase more of our telecommunications services from one provider across a larger geography. One of BellSouth's best features is its quality of service and strong local presence, and the proposed merger will hopefully yield a company that combines the best of both worlds: AT&T's global reach with BellSouth's local presence and attention to customer service.

Dated: 5-11-06

By: 
Roger A. Barrios
RBS Lynk Incorporated

Statement of Lee Vivien, RealtySouth

1. My name is Lee Vivien. I am Vice President of Technology for RealtySouth, the largest realtor in the State of Alabama. I have been in this position since 1997. I am responsible for purchasing telecommunications services and equipment for RealtySouth.

2. RealtySouth has 33 offices throughout the State of Alabama. We are a subsidiary of Home Services of America, which owns real estate companies throughout the United States.

3. In terms of telecommunications services, if someone makes it, we probably use it. I estimate that our annual budget for telecommunications is \$600,000. We purchase the following services:

- DSL from Bell South and others
- TI lines (including point-to-point, primary rate interface or PRI, and business lines) from various companies including Bell South
- VPN service using Bell South's MPLS product, which includes a VOIP solution
- Frame service from Bell South
- Local voice service, using Bell South where Bell South provides service, and local carriers in certain areas
- Long distance from Bell South (we formerly used Qwest)
- Wireless service from Cingular and Verizon
- Push-to-talk using Nextel for support only and Verizon and Cingular for Blackberry
- Telephones from Bell South and certain older legacy vendors
- VOIP from Cisco Avid
- Internet connectivity from AT&T.

4. In addition to the companies identified above, we also purchase telecommunications services from Century Tel (TI circuit and business lines), Alltel (same), ITC Deltacomm (PRI); Network Telephone (DSL); and Gulf Tel (local voice and DSL on the Gulf Coast).

5. AT&T is our primary internet service provider (ISP). We also use our DSL providers (Bell South, Alltel and Gulf Tel) as "mini-ISP's," providing redundancy for AT&T's connectivity.

6. When I purchase telecommunications services, I first look at my company's needs to determine what I should purchase. I generally go to Bell South first to see what it can provide and at what price, and I will also get quotes from other vendors. I often call my colleagues at

other Home Services of America companies around the country to see what they are getting. If their price is better than what Bell South is offering, I will try to negotiate Bell South down.

7. The telecommunications market is highly-competitive in my area. I literally get calls every day from vendors.

8. I see the merger between AT&T and Bell South as a positive development, as long as the merged company continues to provide the same level of personal service that I have been getting from Bell South. I do not see the merger between AT&T and Bell South as reducing competition in my market. I have always been a big fan of having everything under one roof. I also think that, with the merged company having a bigger footprint, I will be able to negotiate better prices because I will press the company to give me the prices that it charges its other customers.


Lee Vivien
RealtySouth

6/13/06