

STATEMENT OF RICK VAN AKIN OF SANOFI-AVENTIS GROUP

1. I am the Senior Director of Network Services for sanofi-aventis Group ("Sanofi"). Sanofi is one of the world's largest manufacturers of pharmaceuticals, vaccines, analgesics and other health-related products. Sanofi's operations in the United States are headquartered in Bridgeport, New Jersey. Sanofi also has facilities, offices and distribution centers throughout the United States, including in Kansas City, Phoenix and BellSouth's service territory (e.g., locations in Georgia).

2. In my position, I am the primary decision-maker in selecting Sanofi's telecommunications providers for its headquarters and other locations in the United States. I have had such responsibilities with Sanofi for approximately 13 years and, consequently, I am familiar with the telecommunications market in many different portions of the United States. Sanofi relies for the most part upon a third-party consortium called KII to negotiate the pricing and other contract terms with providers.

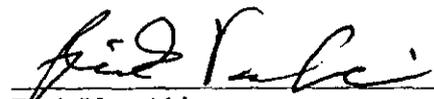
3. Sanofi uses a variety of providers for its telecommunications needs in the United States. For example, British Telecom fills most of our data network and internet connectivity needs in the United States. MCI-Verizon, Sprint and AT&T also provide data networking services at some locations. Sanofi uses primarily Verizon and T-Mobile, and to a lesser extent Cingular and Sprint, for mobile phone and other wireless services; MCI, Intercall and AT&T for audio conferencing; Wired One, AT&T and other companies for video conferencing; a number of different providers for toll-free phone services; and various local phone providers such as Verizon, SBC and BellSouth. A large portion of our contracts with these providers are negotiated through the KII buying consortium which, because it handles the pooled needs of many large businesses, can negotiate more favorable pricing packages and terms for its member companies. We negotiate directly with some providers, such as Verizon, and in those contexts

will seek proposals from a number of companies to obtain the best pricing and service terms. In total, Sanofi spends upwards of \$20 million per year on telecommunications services.

4. I do not view the combining of AT&T and BellSouth as harming the telecommunications market in the United States. While fewer players in a market can 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 that Sanofi uses and can use. Sanofi's use of telecommunications services is increasing. ~~As the overall upgrades to the telecommunications infrastructure are completed, we expect a reduction in the operating costs that telecommunications providers incur which will impact future pricing to us as well.~~

5. I also expect that customers will gain various advantages from being able to contract with a company that can provide "end-to-end" services, especially within the BellSouth region. In particular, after AT&T and BellSouth integrate their infrastructure and personnel, the prices that the combined company charges will no longer need to include the cost of paying a different company for access to that company's lines or equipment -- i.e., all points along the communications path will be owned and controlled by one company. An additional benefit to customers from such integration is that installation and maintenance should become easier and quicker for the simple reason that fewer companies need to be involved in either process.

6. Sanofi is just beginning to use Voice over Internet Protocol ("VoIP"), particularly in Sanofi's newer locations. We expect to use more VoIP in the coming years. I view Avaya and Cisco as companies who can provide those services to Sanofi and compete effectively in that market.

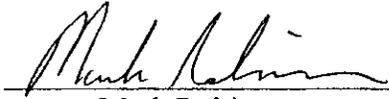

Rick Van Akin
sanofi-aventis Group

**STATEMENT OF MARK ROBINSON
OF
SCS TRANSPORTATION, INC.**

1. I am the Chief Information Officer of SCS Transportation, Inc. ("SCS"), a leading trucking transportation company which through its two operating subsidiaries, Saia Motor Freight Line, Inc. ("Saia") and Jevic Transportation, Inc. ("Jevic"), provides regional and interregional less-than-truckload services and selected national truckload and time-definite services across the United States.
2. Saia, which is based in Duluth, Georgia, serves customers in 30 states across the South, Southwest, Midwest, Pacific Northwest and the West and had annual revenues of approximately \$754 million in 2005. Jevic, which is based in Delano, New Jersey, serves customers through the United States and portions of Canada and had annual revenues of approximately \$345 million in 2005.
3. I have been the Chief Information Officer of SCS since October 2005 and, prior to that, for approximately nine years, served as the Vice President for Information Technology of Saia.
4. I am solely responsible for making decisions regarding the telecommunications needs of SCS. SCS spends approximately \$7.2 million annually for telecommunications services.
5. AT&T is SCS's telecom provider for long distance service and managed data services. For local service, Jevic uses Verizon and Saia uses AT&T, Qwest and Sprint. SCS also utilizes Nextel for communications by its truck drivers.
6. AT&T has been chosen since 1998 to be SCS's long distance provider by an RFP process, which SCS conducts every three years. AT&T, Bell South, Global Crossing and MCI participated in the last RFP.
7. SCS uses three major criteria in the RFP process to decide which company should be its long-distance telecom provider: (1) customer service and reliability, (2) cost of service and (3) services available. AT&T has been chosen over other competing companies because of the customer service provided to SCS and the reliability of AT&T's service even though the cost quoted for its services was higher than the other competing companies.
8. I am very supportive of the proposed merger of AT&T and Bell South. I believe that having one company provide both long distance and local phone service is advantageous for SCS because the combined company can provide better service to SCS. Also, with a combined company, there will be no barrier between the long distance carrier and the local telecom provider as exists today for purposes of service, maintenance and troubleshooting.

9. I also believe that, if the proposed merger is consummated, there will still be sufficient competition in the telecom market in the future for SCS's telecom business.

Dated: May 31, 2006



Mark Robinson
Chief Information Officer
SCS Transportation, Inc.

STATEMENT OF RANDY SMITH
(Shaw Industries)

1. I am the Planning Manager for Communications for Shaw Industries. My responsibilities include creating forward thinking strategies for the company's short term and long term communications needs. I also monitor the telecommunications industry and handle the procurement of hardware and services contracts. I have worked for Shaw Industries for over ten years and have been in the IT field for over sixteen years.
2. ~~Shaw Industries is a nationwide flooring corporation, headquartered in Dalton, Georgia. Shaw provides rugs, carpets, and hard surfacing to residential and commercial locations.~~ The telecommunications needs remain fairly standard throughout all of our locations. The annual telecommunications spend for Shaw Industries is roughly \$7 million, with approximately equal amounts being spent on voice and data services.
3. Most of Shaw Industries' long distance and data services are provided by AT&T. Local service is provided by AT&T, Alltel, and BellSouth. For service contracts exceeding \$250,000, Shaw issues a formal RFP, but we use a less formal process for contracts under that amount. Most contracts are either for a 24 month or 36 month term, but we try to allow the flexibility within each contract to renegotiate rates or take advantage of new services as they arise. During our last RFP, in 2004, five companies (AT&T, MCI, Qwest, Broadwing, and a smaller independent company) submitted bids for long distance, five submitted bids for local service (Verizon, AT&T, MCI, Bell South and Alltel), and three submitted bids for data (MCI, AT&T, Broadway). Ultimately, we chose AT&T for long distance and data, and a combination of AT&T and Bell South for local. Cost was the sole decision for local service, while we focused primarily on available services when choosing our data provider. Shaw industries uses some VoIP but does not use any cable telecommunications services.
4. I am supportive of this merger, particularly because of the consolidation of services within one point of contact. I also think that after the merger, there will still be ample competition within the market. The market for local service has

strong competition, as does the market for data services, and that will not change after the merger. Even in the long distance market, there will still be several large players to offer competing services from which customers can choose. I see the merger as positive thing for the industry.



Randy Smith
Planning Manager for Communications, Shaw Industries

4/13/2006
Date

DECLARATION OF ALLEN CROTHERS

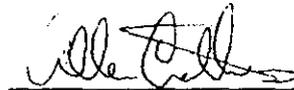
1. I am Allen Crothers, Director of Technical Services for Roper St. Francis Healthcare, South Carolina Lowcountry's only non-governmental, not-for-profit healthcare organization. Our 594-bed system comprises 20 facilities in four counties. Member hospitals include Bon Secours St. Francis Hospital and Roper Hospital, as well as freestanding centers for 24-hour emergency and urgent care, diagnostic laboratory and radiology, outpatient surgery, and more.

2. In my position, I am responsible for the procurement of telecommunications services for Roper St. Francis. I have been in this position for fourteen months and in the field for about thirty years.

3. Roper St. Francis purchases nearly all of its local, long distance, and data (metro Ethernet) service from BellSouth. Cellular service is provided by Alltel and Nextel. There are other companies to which we can turn for these and other telecommunications services and which solicit our business on a regular basis, including Birch, Deltacom, US LEC, NuVox, and Spirit, among others. For instance, Spirit recently competed with Bellsouth for our metro-Ethernet contract. AT&T did not bid for that business. We decided to go with BellSouth in large measure because of the strength and reliability that I believed that BellSouth would bring to Roper St. Francis.

4. Roper St. Francis is in the early stages of transitioning to VoIP. We are currently running a pilot program in our home health care division and are working with BellSouth, Dimension Data, and others toward the eventual goal of rolling out VoIP to the entire system. I am mindful of our long-term move to VoIP in making equipment procurement decisions. Thus, any new telecommunications equipment that I purchase is invariably VoIP compatible.

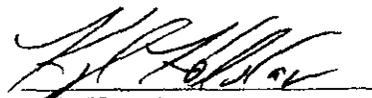
5. As a healthcare provider, the strength and reliability of my telecom provider is of paramount importance. Therefore, I think that the merger between AT&T and BellSouth has the potential to be a real positive event for Roper St. Francis. With hurricane season approaching, I am mindful of the crucial role that telecommunications providers play in disaster relief. I believe that the combined and coordinated resources of AT&T and BellSouth would better serve our community in times of crisis than could the two companies separately. I am hopeful that those combined resources also lead to the development of new technologies and increased investment in the Charleston area.



Allen Crothers
Director of Technical Services
Roper St. Francis Healthcare
Date: May 8, 2006

Statement of Kyle Holsclaw, Richland County, SC

1. My name is Kyle Holsclaw. I am the Network Project Manager for Richland County, South Carolina. I have been in this position for nine years. My responsibilities include purchasing telecommunications services for the County, mainly setting up telephone and data lines. I do not work on the County's 911 services, as our emergency services department is responsible for purchasing those services.
2. The County currently has leased TI (point to point) lines, 1FB business class lines, Centrex lines and ten PRI lines, all from Bell South; VOIP gear from Cisco, Avvid; interlatta long-distance from Bell South; long-distance through Spirit Telecom with leased lines through Level 3 (formerly Telcove); internet service and roadrunner data connections through Time Warner; and an ISDN circuit through Bell South. My current annual budget is approximately \$380,000, which does not include telephone. Individual departments in the County purchase their own local telephone service.
3. My purchasing is limited to vendors from the state-approved list. Internet vendors on the state approved list are Bell South, ACSinc.net, Spirit Telecom, Charter, New Technologies South, Sprint, Technology Solutions of SC, and Time Warner. Long distance vendors on the state-approved list are Spirit Telecom and CIO Communications. Prices are set through contracts with the state, so I do not engage in price negotiation. Because of the state-approved list, I generally do not undertake any bid process. Instead, I choose vendors from the list and match prices to locations. If prices among approved vendors are the same, then I will look at service history, response times and previous relationships.
4. I believe that AT&T provides some services within the County, but it is not on the state-approved list for what I purchase. Accordingly, I do not deal with AT&T. I do not think that the merger between Bell South and AT&T will have any impact on the services that I purchase. I imagine that if the merged company would be on the state approved list, there is a good possibility that it will provide a broader range of service.



Kyle Holsclaw
Richland County, SC

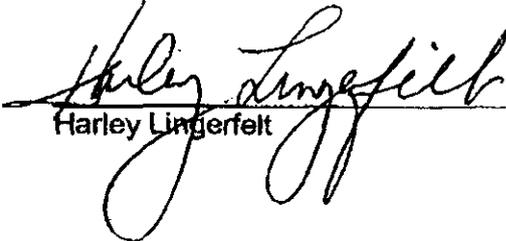
STATEMENT OF HARLEY LINGERFELT

1. My name is Harley Lingerfelt. I am the Chief Information Officer for the Savannah College of Art and Design (or "SCAD"), a private nonprofit institution providing higher education for the visual and performing arts in Savannah as well as at our branch campuses in Atlanta and Lacoste, France, and through our e-learning programs.
2. SCAD uses a variety of suppliers for its telecommunications services. We purchase most of our local voice services from TelCove. TelCove (then KMC) won a bid against BellSouth and a couple of other local firms approximately 6 or 7 years ago by offering the lowest prices, and has been SCAD's local carrier since that time. TelCove won a bid against BellSouth to renew its contract approximately 2 years ago. BellSouth provides some backup PRI circuits and circuits to buildings not served by TelCove.
3. Vartech has provided long distance for SCAD's administrative services and student accounts since winning a bid in which BellSouth, MCI and another company also participated. Qwest provides dedicated Internet access services to the College, with BellSouth providing backup Internet access circuits for redundancy.
4. SCAD leases a Nortel PBX switch from GE Capital that BellSouth supports and services. We are currently having some issues with GE Capital concerning the lease for our switch, and are considering various options in consultation with our BellSouth account team, such as whether to purchase the switch or renegotiate the lease. We lease dark fiber from AGL Networks in Atlanta and from the local electric company in Savannah to connect our campuses to the POP for our switch. We

spoke to 4-5 other carriers about dark fiber before opting to go with AGL Networks in Atlanta because they offered us the lowest price.

5. AT&T has not been an active bidder for SCAD's business over the last few years.
6. I think the merger of BellSouth and AT&T may make new services available to SCAD, and I look forward to learning about such new opportunities. The merger may also lead to bundling opportunities and lower prices from combining the wireless services we buy from Cingular with purchases from the combined AT&T/BellSouth. I would not want the merger to impact SCAD's very good relationship our local BellSouth account team, however, because our current team understands our business and can come to meet with us in person whenever there are issues (such as with the issues SCAD is currently having regarding our PBX switch mentioned above).

Dated: June 12, 2006


Harley Lingerfelt

STATEMENT OF CHRIS SMITH

1. I am the Senior Vice President and Chief Operations Officer for Security Bank, a rapidly growing regional bank headquartered in Macon, Georgia, with approximately 20 offices across Georgia.
2. Security Bank is excited about the merger of BellSouth and AT&T. Our bank is approaching \$2 billion in assets, and as we grow, we look forward to working with a telecommunications provider with the capabilities of a combined AT&T and BellSouth. Both companies are pioneers in communications, and we like the idea of the range of services that they will be able to offer Security Bank as a combined firm.
3. Security Bank uses BellSouth for most of our local, long distance and data requirements. We acquired a bank earlier in the year that used NuVox VoIP services, but we decided to transition those services to BellSouth as soon as our acquisition closed because of BellSouth's quality and service. Fairfield Financial Services, an affiliate of Security Bank, has used AT&T and Qwest for data services in the past, but we have been transitioning Fairfield to MPLS network services from BellSouth over the last few months because BellSouth offered us attractive pricing and local representation. Local contacts are important to Security Bank because we need to be able to reach a single point of contact who can address the various needs of our bank as we grow and add new branches.

4. Cox Cable has been very active in pitching their fiber network services to Security Bank.

We have been happy with BellSouth so have no plans to change to Cox, but their interest shows that Security Bank would have other options available in the future if we became dissatisfied with the pricing or service that we receive from the new AT&T/BellSouth.

Dated: May 10, 2006


Chris Smith

SOUTHEASTERN

FREIGHT LINES, INC.

DECLARATION OF RICHARD MATTOX



1. I, RICHARD MATTOX, am the Director of Communications for Southeastern Freight Lines, a leading LTL trucking company with operations spanning from Virginia to Florida to Texas, and beyond. As Director of Communications, I am responsible for the procurement of telecommunications services for Southeastern Freight. I have been responsible for the company's telecom purchasing for 16 years.

2. Southeastern Freight purchases much of its local, toll-free, long distance, and data service from BellSouth. I am very satisfied with the products and services provided by BellSouth, especially the customer service provided by Sandy Walsh and Judy Mattox, among others, on my BellSouth team. Nevertheless, there are other providers to which I can turn for various telecom services, including Sprint, Verizon/MCI, and Qwest.

3. Indeed, we do procure local and data service from other providers where BellSouth service is unavailable. Such providers include GTE, Sprint, and AT&T, among others. For instance, for our facility in Las Vegas, AT&T provides data service and bundles with it a small amount of long distance service. Likewise, our facilities in Texas, Oklahoma, Arkansas, and Virginia are served by vendors other than BellSouth.

4. It is my view that VoIP is the way of the future. Southeastern Freight currently has a VoIP LAN in Columbia and we considering deploying VoIP for an intra-company network in the future. New equipment which I purchase is, for the most part, VoIP compatible.

5. My view on the merger will depend upon which account team I am assigned post-merger. If I continue to be served by my current BellSouth team, then I believe that the merger will be a net-positive to Southeastern Freight because the increased breath of services and national network will allow me to consolidate more of my purchases (and customer service) with the combined AT&T/BellSouth. Furthermore, there will continue to be other companies which will competitively discipline the combined company and which will provide me with alternatives in the event that I become dissatisfied with the prices or services offered by AT&T/BellSouth in the future.

A handwritten signature in black ink that reads "Richard Mattox".

Richard Mattox
Director of Communications
SOUTHEASTERN FREIGHT LINES
Date: MAY 10, 2006

Statement of Earl Davidson (Southern Ag Carriers)

1. For the past nine years, I have been the Controller for Southern Ag Carriers. For the past five years, I have been responsible for procuring Internet access, telephone, and data services for the company.

2. Southern Ag is a truckload commercial carrier that specializes in hauling agricultural products, particularly peanuts, and general commodities throughout 32 states ranging from Pennsylvania to New Mexico. Southern Ag operates approximately 200 trucks. Sixty percent of our loads are transported in Georgia, Alabama, and Florida. We have three terminals in Southwest Georgia and one terminal southwest of Dallas, Texas. Because customers contact us for shipments via the phone and internet, reliable telecom service is particularly important to us.

3. We currently use BellSouth for all of our telecom and data needs. Once BellSouth was able to offer long distance service, we switched all of our telecom services from AT&T so that one company would be responsible for all of our services, including local, long distance, data, and Internet. When we evaluated the numerous telecom providers that could provide us with these services, we seriously considered switching to Deltacom before ultimately selecting BellSouth.

4. We have been satisfied with the service that we receive from BellSouth and do not anticipate switching providers in the near future. However, if the proposed merger between AT&T and BellSouth were to increase prices or decrease the level of service that we receive, I am aware that there are a number of other telecom providers, such as Deltacom, that we could turn to for telecom services.



Earl Davidson
Southern Ag Carriers

DECLARATION OF HOWARD HIRTH

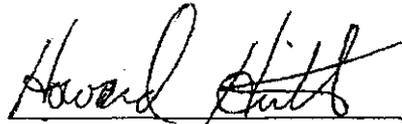
1. I am Howard Hirth, Information Technology Administrator of Southern Orthopaedic Specialists LLC. We have 13 physicians in 5 locations serving the metro-Atlanta area, as well as a corporate facility. As IT Administrator, I am responsible for the procurement of telecommunications services for Southern Orthopaedic. I have been in this position for one year and in the IT field since 1978.

2. Southern Orthopaedic purchases virtually all of its local, long distance, and data services from BellSouth. However, there are other companies which have approached us and to which we can turn for most all of these and other telecommunications services, including Florida Digital Network, ITC Deltacom, SeeBeyond, and Digital Agent, among others. While at Southern Orthopaedic, I have never considered a proposal from AT&T, which has not solicited our business.

3. At one of our offices, we have a virtual PBX over IP, on which we have VoIP. This facility is serviced by Digital Agent. We are in the process of integrating that office with the rest of our facilities with our net VPN from BellSouth.

4. Aside from the potential integration challenges posed by the deal, I have no concerns with the AT&T-BellSouth merger. While the merger may decrease the number of competitors in the national market by one, ample alternatives remain, and, in any event, AT&T has not competed for our largely local business. Furthermore, the continuing wave of technological changes in the field -- with the emergence of VoIP and the like -- has made today's telecommunications arena a far different world from that which had existed in years past.

5. Additionally, I believe that the merger has the potential to benefit Southern Orthopaedic to the extent that the combined company will be able to offer packaged services which are not currently available from BellSouth, such as integrating Cingular service with our wireline service. Moreover, I anticipate that the cost savings associated with the merger may be passed on to customers such as our company.



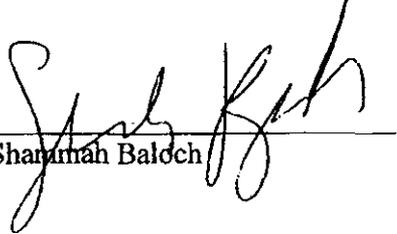
Howard Hirth
Information Technology Administrator
Southern Orthopaedic Specialists LLC

Date: May 11, 2006.

STATEMENT OF SHAMMAH BALOCH

1. I am Technical Services Manager for St. Joseph's/Candler with responsibility for telecommunications purchasing. St. Joseph's/Candler is a not-for-profit, faith-based health institution, and is the largest health care provider in Southeast Georgia. St. Joseph's/Candler operates two major hospitals as well as numerous smaller facilities including clinics and senior living facilities. In all, I have responsibility for providing telecommunications services to facilities with 65 different addresses across a 5,000-square mile area.
2. St. Joseph's/Candler uses BellSouth to provide the bulk of its voice and data telecommunications services, including local voice services and ISDN, T1, DS3, frame relay and metro Ethernet data circuits. We also buy Cisco equipment from BellSouth.
3. Apart from BellSouth, St. Joseph's/Candler also buys long distance services from KMC, cable broadband services for a few sites from Comcast, and wireless services from Alltel and Verizon.
4. Other companies apart from BellSouth come in periodically to make proposals for telecom services, but St. Joseph's/Candler has been pleased with the service it receives from BellSouth up to this point.
5. I have no objections to the merger of AT&T and BellSouth, which I do not think will affect St. Joseph's/Candler in any major way. AT&T has not had much of a presence in the Savannah area recently. On the positive side, the increased scale of the post-merger company may help it purchase telecom equipment from Cisco and other suppliers at greater discounts, resulting in lower prices for us.

Dated: June 5th, 2006

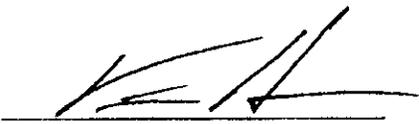

Shammah Baloch



Declaration of Vince Halder

1. My name is Vince Halder. I am the Vice President, Chief Information Officer of Sunshine Mortgage Co. Sunshine, which is privately held, specializes in retail mortgage lending and is considered the largest independently owned mortgage banker in the Southeast. We have 14 locations spanning Georgia, Florida, North Carolina, South Carolina and Maryland.
2. The connectivity between our branches is through a net-VPN and some VPN over DSL. These services are provided by BellSouth where the facility is in the BellSouth footprint. The same is true for local voice services. One of the reasons we chose the net-VPN service is so that we can ultimately move our voice services, both between the branches and externally, to our private network and become more feature rich and cost effective.
3. The contracts for our local and long distance voice and data services were signed before I came to the company and thus I am not certain of which other providers were considered. Although the contracts do not expire for several years, I would consider other vendors for long distance and data, particularly Verizon, Sprint, and AT&T.
4. I am hopeful that the merger between BellSouth and AT&T will lead to improvement of services, particularly in the ability of the combined company to provide services over a greater footprint. BellSouth's inability to provide services outside of its footprint has been a limitation on the services they can provide. My only concerns are that the level of service and my account team, with whom I am very comfortable, will not be reassigned post merger.

May 30, 2006



Vince Halder

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Georgia Residential Mortgage Licensee



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Statement of Carl Badgett (Sawnee Electric Membership Corporation)

1. My name is Carl Badgett. For the past four years, I have been the Vice President of Information Services for Sawnee Electric Membership Corporation ("Sawnee EMC"). Sawnee EMC is an Electric Membership Corporation serving 115,000 members in the northern suburbs of Atlanta. I am responsible for purchasing telecom services for the corporation.

2. Sawnee EMC purchases most of its telecom and data services from BellSouth. Specifically, Sawnee EMC purchases four primary ISDN lines from BellSouth for inbound and outbound voice service into its call center as well as regular business lines. We also use BellSouth for long distance service and our 1-800 number. For Internet access, BellSouth provides us with a T1 line and an Internet router. Overall, we usually spend approximately \$8,500 per month on BellSouth products and services

3. While most of our services are with BellSouth, Sawnee EMC uses Alltel for local service in areas not served by BellSouth and Sprint for some 1-800 products. We use Cingular Wireless for the phones used by our corporate staff and field engineers. However, for wireless data, we use T-Mobile, because they offered lower prices.

4. We typically do not seek bids for telecom services, because we would prefer to have one bill from a single, reliable provider. However, I am aware that there are many competitors in our area that could provide us with telecom service including Nextel, Verizon, and T-Mobile for wireless; Covad and Focal for local voice; and MCI/Verizon, Sprint, and AT&T for long distance.



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5. I do not see a negative impact on competition in my region of the merger of BellSouth and AT&T, and I believe it could be beneficial to Sawnee EMC in the longer run. The merged company may be better able to develop and provide cutting edge technology to us in the future. In addition, the combination of Cingular with AT&T and BellSouth may provide us with expanded service options such as pooled minutes and larger and faster Wi-Fi and WiMax networks. These developments could significantly help Sawnee EMC's operations. At the same time, I think that there is enough competition out there to keep the merged company honest, providing quality services at a reasonable price.



Carl Baggett
Sawnee EMC

STATEMENT OF STEVEN W. SAUNDERS (TALBOTS)

1. I am the Director of I.T. at Talbots, which has its headquarters in Hingham, Massachusetts. Talbots is a leading national specialty retailer and cataloger of apparel, shoes and accessories with over 1,000 stores throughout the United States.

2. I work out of the Talbots Systems Center in Tampa, Florida. While in the position of Director of I.T. for the last 8 years, I have been responsible for a wide range of technical services for Talbots' telecommunications. I also am responsible for negotiating and performing regular reviews of Talbots' telecommunications service contracts.

3. AT&T is the primary telecommunications service provider for Talbots. We currently pay AT&T approximately \$6-7 million per year for voice and data telecommunications services at our 6 corporate locations and most of our retail stores. In certain locations, we are required to use other telecommunications providers as local exchange carriers. We spend approximately \$2 million per year for the services of local exchange carriers.

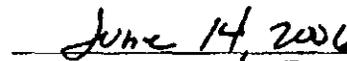
4. The last time that Talbots went through a formal bid process for telecommunications services was in 2002. At that time, we received competitive bids from a number of larger telecommunications companies including AT&T. We chose AT&T as our primary supplier and entered into a five year contract, which has since been renewed and extended for a total of six years.

5. We review our contract with AT&T almost every year. As we continue to get larger and open new retail stores, we have been successful at negotiating rate reductions with AT&T. Talbots would also prefer to use AT&T as a local exchange carrier at as many of our stores as possible because this would provide more leverage to secure bigger discounts.

6. I believe there is ample competition in the telecommunications services market, except for some smaller communities where there may be few or only one local exchange carrier. I view the proposed merger of AT&T and BellSouth as a positive for Talbots. We currently use BellSouth as a local exchange carrier for some of our stores. With the merger, I expect that we will have the leverage to get additional discounts at the current BellSouth locations and in the future receive better overall service and responsiveness.



Steven W. Saunders



Date



Building the future...together.
Today. Tomorrow. Always.

Joint Statement of Doug Putnam and Tom Swain

1. Doug Putnam is Executive Vice-President and Tom Swain is Vice-President of Fixed Assets for TIC Federal Credit Union, a credit union based in Columbus, Georgia. Together, we have responsibility for telecom procurement for TIC. TIC also uses the services of a consultant, Telecom Management of Little Rock, Arkansas, in our telecom procurement process because they are familiar with the terminology and players in the complex telecom business, and can help us tell whether a bidder's telecom proposal is a good deal or not for TIC.
2. Our current policy at TIC is that we do not enter into telecom service contracts for longer than two years, and use a competitive bid process when contracts are up for renewal so that we can be sure that we are getting competitive prices and service. BellSouth is TIC's current supplier of local, long distance, and broadband Internet services. We purchase services from BellSouth through a master contract for all services that BellSouth provides, although we have bid these services out separately in the past. In addition to the services we buy from BellSouth, TIC also uses Xspedius for point-to-point T-1 data networking services. Xspedius has been an active bidder in contracts against BellSouth. AT&T has not bid for TIC's business in quite some time.
3. We have no concerns concerning the potential impact of the merger of AT&T and BellSouth on our competitive choices. For the next two years, we will have the benefit of the pricing and terms in our current contract. After that, if the combined company's prices go up, we always have other telecom providers that we can go to. In that regard, competitors to BellSouth have been quite competitive on some of their recent bids.

A handwritten signature in black ink, appearing to read "Doug Putnam".

Doug Putnam

A handwritten signature in black ink, appearing to read "Tom Swain".

Tom Swain

Dated May 30, 2006

P.O. Box 9818 ○ Columbus, GA 31908 ○ Phone 706.320.8500
www.ticfcu.com

**STATEMENT OF Jeffrey Marshall
(TRANSTAR INDUSTRIES, INC.)**

1. I am the Vice President, Chief Financial Officer, and Treasurer of Transtar Industries Inc. ("Transtar"). I negotiate Transtar's telecommunications contracts and monitor the billing. I have held my current position at Transtar since September 2003, but have been involved in telecommunications procurement for many years prior.
2. Transtar specializes in the distribution of after-market automotive transmission parts. Headquartered in Cleveland, Ohio, Transtar has thirty branches across the US, including several in the states of Florida, Georgia, Louisiana, Alabama, and Tennessee.
3. Transtar spends close to \$1 million annually on telecommunications services, and currently relies on AT&T for most of its telecommunications needs, including data (frame relay), long distance voice, and local voice where available.
4. Transtar uses an RFP process when contracting for telecommunications services. Our most recent RFP was for a two-year contract, however, most of our prior contracts were for only one year. During our most recent RFP Transtar considered AT&T, SBC, Qwest, MCI [Verizon], and Sprint. Transtar chose AT&T because we needed a national company with coverage across the entire country, to assure consistency of service and guarantee bullet-proof reliability. I have never considered BellSouth as a viable alternative to AT&T for national services because it lacks the experience and national coverage.
5. I believe that the proposed merger between AT&T and BellSouth will provide benefits. Transtar would prefer to use AT&T for local service, where available, in addition to long distance and data. The proposed merger would allow us to purchase more services from the combined company. In addition, I believe that such a consolidation will help spawn new services and lead to the development of more advanced technology.
6. The previous SBC/AT&T merger has not changed the competitiveness of the marketplace. In fact, Transtar has received benefits including reduced costs.

7. I expect that the competitive effects of the proposed AT&T/BellSouth merger will be even less significant than the SBC/AT&T merger. BellSouth is a much less significant competitor than was SBC a year ago. And, even with the recent consolidation, there is enough national competition to keep in check any possible attempt to increase prices.



Jeffrey Marshall

Chief Financial Officer, Transtar Industries

4/24/06

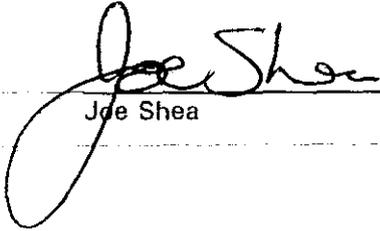
Date

STATEMENT OF JOE SHEA (TRIBUNE COMPANY)

1. I am Director of Infrastructure Technology at the *Los Angeles Times*. The L.A. Times is one of eleven leading daily newspapers owned by Tribune Company and its largest business unit. Tribune also owns twenty-six television stations. Tribune's primary locations are in Chicago, Los Angeles, New York, Orlando, and Fort Lauderdale.
2. I have been in my position at the *L.A. Times* since 1998, where I have primary responsibility for the *L.A. Times'* network, telecommunications, and data center management. For about the last year, I have handled Tribune's overall voice telecommunications and messaging strategy. In this dual role, I have shared responsibility (with the CTOs of each business unit and with our corporate strategic sourcing organization) for telecommunications purchasing decisions. I generally am in charge of overseeing final decisions and shepherding negotiations.
3. Tribune purchases telecommunications services from both legacy AT&T and legacy SBC. AT&T provides our ATM-based Wide Area Network, which connects our various business units to our headquarters in Chicago; we have a secondary path through Los Angeles. AT&T also provides long distance service for a number of our business units as well as Internet access in Chicago and Los Angeles. We purchase local voice from legacy SBC across SBC's historic 13-state region. We also purchase data services from legacy SBC -- frame relay service in Chicago and throughout SBC's historic 13-state region. We also purchase wireless services from Cingular (as well as several other providers).
4. Some of our business units purchase from other providers. A number of our business units purchase voice service from PAETEC Communications, a reseller of local and long distance services. This includes business units in Hartford, Chicago and Fort Lauderdale. These business units had previously used AT&T for local and long distance services, but PAETEC came in with a very competitive offer that AT&T was not able to match. AT&T's account team has since worked to offer a more competitive rate, which has prevented further migration to PAETEC.
5. Some other Tribune business units are also using VoIP services. In Los Angeles, we are sending some traffic to our outsourced call center using VoIP. The *Hartford Courant* uses VoIP to communicate with its remote bureaus. Other business units using VoIP include those in Fort Lauderdale, Chicago, and Washington, DC.
6. In addition to the providers listed above, we use Broadwing in Chicago for Internet service, Verizon for services in various locations, and several other local and regional providers throughout the country.
7. I believe the AT&T/BellSouth merger will benefit Tribune. We are undertaking a strategic initiative to streamline our wireless choices -- we currently have four wireless providers and would like to use one carrier or, at most, two. We also are looking at opportunities to leverage wireless to enhance our publishing applications; for example, we would like to give tools to sales people and reporters to enable them to access applications and

content when they are in the field. This transaction, by consolidating the ownership of Cingular, should help us achieve our wireless goals. I would expect that we would be able to leverage our wireline purchases with AT&T to negotiate a better rate with Cingular. I would also expect the combined company to bring more advanced products to market faster, which would also help with our current wireless initiative. I am not concerned about the combination of AT&T and BellSouth, as BellSouth is a regional player that does not really compete with AT&T, which operates at the national level.

8. I believe competition in the telecommunications industry is strong today. There are plenty of competitive providers that would provide us with a viable alternative to AT&T. Vendors who are not competitive at the national level today could expand and build their networks to do so in the future. I am therefore not concerned that this merger will hurt our ability to get competitive proposals and pricing for our telecommunications purchasing.



Joe Shea

5-24-06
DATE