

WILLKIE FARR & GALLAGHER LLP

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July 12, 2006

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Room TW-325
445 12th Street, S.W.
Washington D.C. 20554

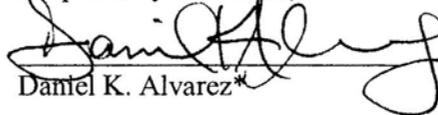
Re: In the Matter of AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer Of Control, WC Docket No. 06-74
Submission of Acknowledgements Concerning Compliance with Second Protective Order

Dear Ms. Dortch:

Undersigned counsel to Time Warner Telecom Inc. ("Time Warner") hereby submits properly executed Acknowledgments of Confidentiality required for outside counsel to inspect confidential materials filed by BellSouth and AT&T in the above-referenced proceeding.¹ Acknowledgments of Confidentiality have been executed by Thomas Jones, Stephanie Poday, Jonathan Lechter, Megan Stull, Karen Henein, Grace Koh, and Daniel Alvarez, outside counsel to Time Warner.

BellSouth and AT&T have been served, via courier and facsimile, with this letter and signed Acknowledgements of Confidentiality. If confidential information from additional parties is sought, such other parties will be served with Acknowledgements of Confidentiality as well. Please do not hesitate to call us at 202-303-1000 if any questions should arise in connection with this submission.

Respectfully submitted,



Daniel K. Alvarez*

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(202) 303-1000

ATTORNEYS FOR TIME WARNER TELECOM INC.

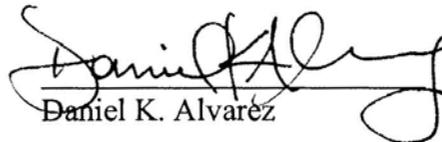
* *Admitted only to the Virginia Bar.*

¹ See *AT&T Inc. and BellSouth Corporation Applications for Approval of Transfer Of Control*, Second Protective Order, WC Docket No. 06-74, DA 06-1415 (rel. July 7, 2006).

CERTIFICATE OF SERVICE

I, Daniel Alvarez, do hereby certify that on this 12th day of July, 2006, I caused to be served a true and correct copy of the foregoing Acknowledgements by delivering copies thereof via courier and facsimile to the following:

<p><u>AT&T Corp.</u> Peter J. Schildkraut Arnold & Porter LLP 555 12th Street, N.W. Washington, D.C. 20004 Tel: (202) 942-5634 Fax: (202) 942-5999</p>	<p>Gary Remondino* Competition Policy Division Wireline Competition Bureau Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Email: Gary.Remondino@fcc.gov</p>
<p><u>BellSouth Corp.</u> Scott D. Delacourt Wiley Rein & Fielding LLP 1776 K Street, N.W. Washington, D.C. 20006 Tel: (202) 719-7459 Fax: (202) 719-7049</p>	


Daniel K. Alvarez

* served via email only

APPENDIX A

Acknowledgment of Confidentiality

WC Docket No. 06-74

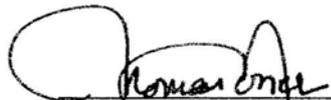
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by this Second Protective Order. I acknowledge that a violation of the Second Protective Order is a violation of an order of the Federal Communications Commission.

Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Second Protective Order is due solely to my capacity as Outside Counsel of Record or Outside Consultant to a party or other person described in paragraph 8 of the foregoing Second Protective Order and that I will not use such information in any other capacity nor will I disclose such information except as specifically provided in the Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Second Protective Order; and (2) Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of paragraphs 9, 12, 13 and 15 of the Second Protective Order, and I certify that I have verified that there are in place procedures at my firm or office to prevent unauthorized disclosure of Stamped Highly Confidential Documents or Highly Confidential Information.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Second Protective Order.

Executed at Washington, D.C. this 11th day of July, 2006



[Name] Thomas Jones
 [Position] Partner, Willkie Farr & Gallagher
 [Address] 1875 K St., N.W. Washington DC
 [Telephone] 202-303-1111
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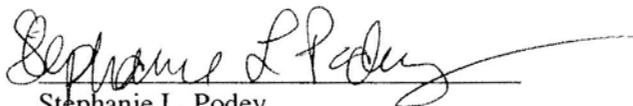
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Executed at Washington DC this 11 day of July, 06.



Stephanie L. Podesy
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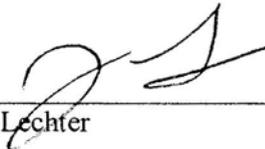
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Executed at Washington D.C. this 12 day of July, 2006.



Jonathan Lechter
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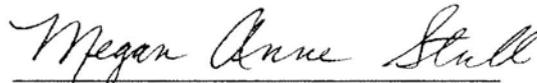
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Megan Anne Stull
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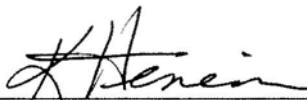
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Executed at Washington DC this 11 day of July, 06.



Karen Henein
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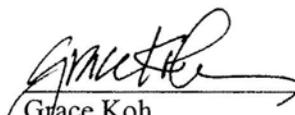
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Grace Koh
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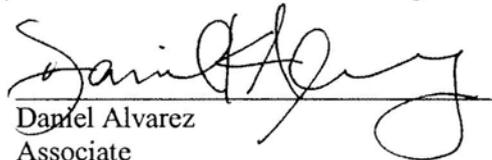
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