

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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DENISE N SMITH

DIRECT LINE: (202) 342-8614

EMAIL: dsmith@kelleydrye.com

July 17, 2006

BY ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
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
Acknowledgements of Confidentiality – Second Protective Order

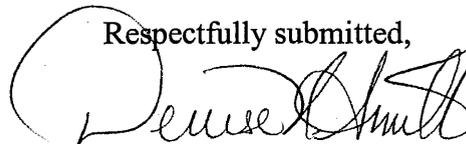
Dear Ms. Dortch:

Enclosed for filing in the above-referenced proceedings is a letter from the undersigned to Mr. Gary Remondino of the Wireline Competition Bureau. The letter and attached Acknowledgments of Confidentiality were submitted to Mr. Remondino in accordance with Paragraph 11 of the July 7, 2006 *Order* (DA 06-1415) (“Second Protective Order”) issued by the Wireline Competition Bureau in WC Docket No. 06-74. Copies of the letter and attachments were served upon the individuals listed on the attached Certificate of Service.

Kindly include this letter and its attachments in docket WC 06-74.

Please contact the undersigned at (202) 342-8614, if you have any questions about this letter.

Respectfully submitted,



Denise N. Smith

Enclosures

KELLEY DRYE & WARREN LLP

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July 17, 2006

BY HAND DELIVERY

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
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
Acknowledgements of Confidentiality – Second Protective Order

Dear Mr. Remondino:

Attached please find signed Acknowledgements of Confidentiality for Brad E. Mutschelknaus, Edward A. Yorkgitis, Jr., Genevieve Morelli, and John J. Heitmann, Partners; Thomas Cohen, Of Counsel, and Denise N. Smith, Associate, of Kelley Drye & Warren LLP, in the above-referenced proceeding.

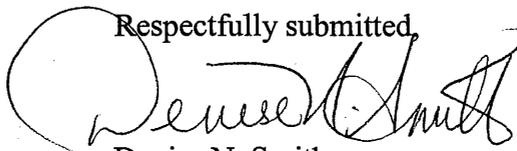
Specifically, enclosed are signed acknowledgements pursuant to the July 7, 2006 *Order* (DA 06-1415) ("Second Protective Order") issued by the Wireline Competition Bureau in WC Docket 06-74.

Pursuant to Paragraph 11 of the Second Protective Order, copies of this letter have been served upon counsel for AT&T Inc. and BellSouth Corporation and this filing begins the five (5) business day waiting period after which the above-named individuals may access confidential materials filed in this proceeding.

KELLEY DRYE & WARREN LLP

Mr. Gary Remondino
July 17, 2006
Page 2

Please contact the undersigned at (202) 342-8614, if you have any questions about this letter.

Respectfully submitted,

Denise N. Smith

Enclosures

APPENDIX A

Acknowledgment of Confidentiality

WC Docket No. 06-74

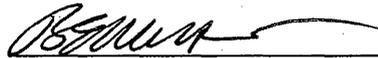
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential 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, DC this 14th day of JULY, 2006



Brad Mutschelknaus
Partner
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400

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WC Docket No. 06-74

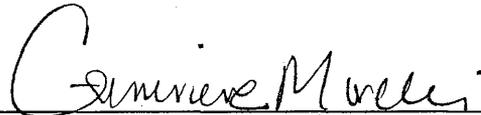
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Executed at Washington, DC this 17 day of July, 2006.



Genevieve Morelli
Partner
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400

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Executed at

Washington, D.C. this *17th* day of *July* *2006*


Edward A. Yorkgitis, Jr.
Partner
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400

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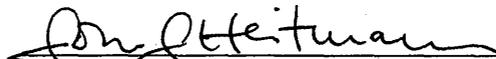
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Executed at WASHINGTON, DC this 14th day of July, 2006.


John Heitmann
Partner
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400

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Executed at Kelley, Drye & Warren LLP this 14th day of JULY, 2006.



Thomas Cohen
Special Counsel
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400

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Executed at Washington, DC this 14th day of July, 2006



Denise N. Smith
Associate
Kelley Drye & Warren LLP
3050 K Street, NW
Suite 400
Washington, D.C. 20007
Telephone: (202) 342-8400

CERTIFICATE OF SERVICE

I, Patricia A. Bell, do hereby certify that a true and correct copy of the foregoing **Letter and Acknowledgements of Confidentiality** in WC Docket No. 06-74, was served this 17th day of July 2006, via electronic mail, hand delivery and/or first class mail, postage prepaid, upon the following:

Gary Remondino^{△†}
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554
gary.remondino@fcc.gov

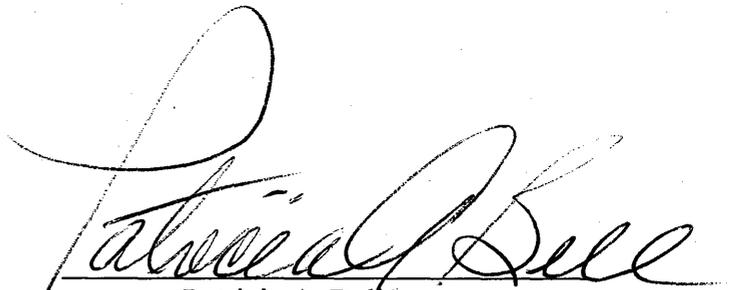
Peter J. Schildkraut[†]
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555 12th Street, NW
Washington, D.C. 20004
Counsel to AT&T Inc.

Wayne Watts^{*}
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445 12th Street, SW
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Washington, D.C. 20554


Patricia A. Bell

△ Via electronic mail.
† Via hand delivery.
* Via first class mail.