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REDACTED – FOR PUBLIC INSPECTION

August 22, 2006

BY ECFS

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: *In re AT&T Inc. and BellSouth Corporation Applications for Transfer of Control, WC Docket No. 06-74*

Dear Ms. Dortch:

Attached to this letter are maps depicting the lit buildings and fiber of AT&T and other CLECs for each of the 11 MSAs in BellSouth's in-region territory in which AT&T has special access facilities. As even the incomplete CLEC data available to Applicants and reflected in these fiber maps confirms, there are other facilities-based competitive special access providers in the same dense commercial areas of the same cities – indeed, in or near virtually all of the same buildings that are connected to AT&T's limited local networks. As Applicants have previously shown, more than a dozen facilities-based special access providers operate in some of these areas; in others, individual CLECs have deployed much more fiber and connected many more buildings than AT&T.¹ In short, these maps provide yet more evidence that the proposed merger of AT&T and BellSouth does not raise competitive concerns with respect to special access.

Information in the maps is commercially sensitive and is proprietary information (much of which belongs to third parties and has been shared with AT&T under contractual commitments of confidentiality) that AT&T would not in the normal course of business reveal to the public or its competitors. Accordingly, AT&T is designating the maps as Confidential Information and Copying Prohibited pursuant to the Protective Order in this proceeding.² AT&T is filing with the Secretary today, under separate transmittal, a CD-ROM containing one copy of

¹ See Reply Decl. of Dennis W. Carlton & Hal S. Sider ¶¶ 15, 20, 23, 25 & tbl. 2.1 (filed June 20, 2006); Description of Transaction, Public Interest Showing and Related Demonstrations at 55-58, 60 & nn.164, 173 (filed Mar. 31, 2006); Decl. of Dennis W. Carlton & Hal S. Sider ¶¶ 104-106, 108, 111, 116-17 & tbl. 7.1 (filed Mar. 31, 2006).

² *In re AT&T Inc. & BellSouth Corp. Applications for Approval of Transfer of Control*, WC Dkt No. 06-74, Protective Order, DA 06-1032 (rel. May 12, 2006).

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the complete unredacted filing. AT&T is also providing to the Staff copies of the unredacted filing. While the maps are redacted in the version of this filing that is being submitted via the Electronic Comment Filing System, counsel for parties to this proceeding may review them at the offices of Crowell & Moring LLP and should contact Jeane Thomas of that firm at (202) 624-2877 to coordinate access.

Respectfully submitted,

/s/ Gary L. Phillips

Attachments [Redacted]