

August 30, 2006

VIA ECFS

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

Attention: Chief, Wireline Competition Bureau

Re: AT&T Inc. and BellSouth Corporation Applications for Approval of
Transfer of Control, WC Docket No. 06-74 – Submission of
Acknowledgments of Confidentiality

Dear Ms. Dortch:

Pursuant to the Second Protective Order issued by the Federal Communications Commission in the above-referenced matter, AT&T Inc. ("AT&T") hereby submits Acknowledgments of Confidentiality executed by the following outside counsel: Wm. Randolph Smith, Robert A. Lipstein, and Shawn R. Johnson, all of Crowell & Moring LLP. AT&T seeks access for these persons to the highly confidential documents filed in this docket by Kelley Drye & Warren LLP on behalf of Cbeyond Communications; NuVox Communications; XO Communications, Inc.; and Xspedius Communications.

Thank you very much for your assistance.

Sincerely,



Peter J. Schildkraut
Counsel for AT&T Inc.

Attachments

cc: Denise Smith, Esq.
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
dsmith@kelleydrye.com
Via Hand Delivery and
Electronic Mail

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
Washington, D.C. 20554
Gary.Remondino@fcc.gov
Via Electronic Mail

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 29 day of August, 2006

WR Smith

[Name] *Wm Randolph Smith*
[Position] *Crowell + Moring*
[Address] *1001 Pa Ave NW #1100; WDC 20009*
[Telephone] *202. 624. 2500*
[Email] *wrsmith@crowell.com*

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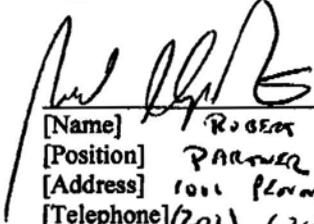
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Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Second Protective Order.

Executed at Washington DC this 27th day of August, 2006.


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[Position] PARTNER, CROWELL & MORRIS LLP
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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 28 day of August, 2006.


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