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September 13, 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

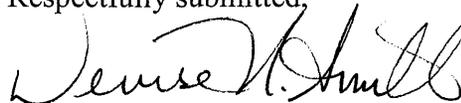
Dear Ms. Dortch:

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 7 of the May 12, 2006 *Order* (DA 06-1032) and 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

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September 13, 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
Acknowledgement of Confidentiality – First and Second Protective Orders

Dear Mr. Remondino:

Attached please find signed Acknowledgements of Confidentiality for Gary Reback, Of Counsel at Carr & Ferrell LLP. Mr. Reback is an outside consultant retained for the purpose of assisting counsel at Kelley Drye & Warren LLP in this proceeding.

Enclosed are signed acknowledgements pursuant to the May 12, 2006 *Order* (DA 06-1032) (“First Protective Order”) and July 7, 2006 *Order* (DA 06-1415) (“Second Protective Order”) issued by the Wireline Competition Bureau in WC Docket 06-74.

Pursuant to paragraph 7 of the First Protective Order and 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 individual may access confidential and highly confidential materials filed in this proceeding.

KELLEY DRYE & WARREN LLP

Mr. Gary Remondino
September 13, 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 Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

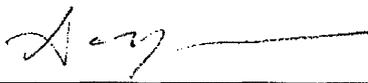
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained as a result of the Protective Order is due solely to my capacity as Counsel or consultant to a party or other person described in paragraph 10 of the foregoing 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 Protective Order.

I hereby certify that I am not involved in "competitive decision-making," *i.e.*, my activities, association, and relationship with a client are not such as to involve my advice and participation in any or all of the client's business decisions made in light of similar or corresponding information about a competitor.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of the 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 Confidential Documents or Confidential Information.

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

Executed at Palo Alto, California this 13th day of September, 2006.



Gary Reback
Of Counsel
Carr & Ferrell LLP
2200 Geng Road
Palo Alto, CA 94303
(650) 812-3489

APPENDIX A

Acknowledgment of Confidentiality

WC Docket No. 06-74

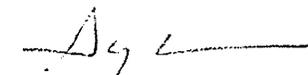
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential 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 Palo Alto, California this 13th day of September, 2006.



Gary Reback
Of Counsel
Carr & Ferrell *LLP*
2200 Geng Road
Palo Alto, CA 94303
(650) 812-3489

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 13th day of September 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

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Patricia A. Bell

[^] Via electronic mail.
[†] Via hand delivery.
^{*} Via first class mail.