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October 26, 2006

VIA ELECTRONIC FILING

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

Re: In re AT&T Inc. and BellSouth Corporation Application for Approval
of Transfer of Control, WC Docket No. 06-74
Submission of Acknowledgment of Confidentiality – First and Second
Protective Orders

Dear Ms Dortch:

Transmitted herewith are executed Acknowledgments of Confidentiality for inclusion in the record of the above-referenced proceeding, copies of which are being served contemporaneously upon outside counsel for AT&T, Inc. and BellSouth Corporation by electronic mail with additional copies provided by U.S. mail, postage prepaid. The Acknowledgments of Confidentiality are submitted pursuant to the First and Second Protective Order¹ for Deborah Koch of LeBoeuf, Lamb, Greene & MacRae LLP, outside counsel to Clearwire Corporation.

¹ See *AT&T Inc. and BellSouth Corporation*, Applications for Transfer of Control, WC Docket No. 06-74, Order, DA06-1032 (rel. May 12, 2006) ("First Protective Order"); *AT&T Inc. and BellSouth Corporation*, Applications for Transfer of Control, WC Docket No. 06-74, Order, DA 06-1415 (rel. July 7, 2006) ("Second Protective Order").

Ms Marlene H. Dortch

October 26, 2006

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Please contact the undersigned with any questions concerning this matter.

Sincerely,

/s/ Brett A. Snyder

Brett A. Snyder
Counsel for Clearwire Corporation

Enclosures

cc: Scott D. Delacourt, Wiley Rein & Fielding, LLP (w/encl.)
Peter J. Schildkraut, Arnold & Porter LLP (w/encl.)
Gary Remondino, Wireline Competition Bureau, FCC (w/encl.)

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.

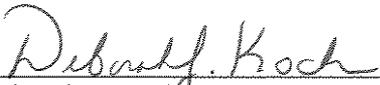
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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 Washington, D.C. this 24th day of October, 2006.



Deborah J. Koch
Senior Paralegal
LeBoeuf, Lamb, Greene & MacRae LLP
1875 Connecticut Avenue, N.W.
Washington, D.C. 20009
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APPENDIX A

Acknowledgment of Confidentiality

WC Docket No. 06-74

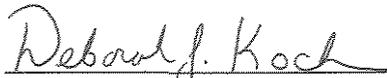
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential 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 24th day of October, 2006.



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