Tab 15, Declaration of Michael E. Todd

CONFIDENTIAL

August 3, 2006

DECLARATION OF MICHAEL E. TODD

1. My name is Michael E. Todd. Prior to the merger of SBC Communications, Inc. ("SBC") with AT&T Corp. ("AT&T"), and to the current date, I am District Manager (Group Manager) for AT&T's Media Engineering organization, specifically overseeing AT&T's Media Engineering operations for Region II. My responsibilities include planning, deploying, and supporting AT&T's transmission media (fiber cables) for local applications in the Southeast, the Washington, DC metro area and the Great Lakes (including Chicago). I manage a team of engineers who support key areas relating to local network transmission cable engineering, deployment, maintenance, and service restoration. Key areas of responsibility include planning for future growth, identifying capital and expense requirements, and identifying opportunities for local network improvement and expansion. I have been involved in network operations and engineering for over 30 years.

2. I will describe AT&T's local networks prior to the SBC merger. AT&T's local networks generally were designed and used to connect to AT&T's end user retail business customers for the delivery of long distance and local services. In other words, as AT&T moves voice and data traffic around the country, it needs to collect originating traffic from buildings where its customers have offices and transport this traffic to AT&T's long distance network. These local networks were also used to deliver incoming traffic from the long distance network to business customer locations. Once a building is connected to the AT&T network, that fiber capacity can be used to provide a variety of telecommunications services.

3. I can illustrate basic network operation by describing the path a typical long distance call would take. When a person in a Washington office picks up the phone and places a call to a colleague in Los Angeles, the voice signal first travels over the "building lateral" part of the network, usually a fiber from a connecting point in the building to a transport fiber in the street. The lateral fiber and the transport fiber are spliced together in a manhole near the building. The call is then carried on the transport fiber part of the local network via a local AT&T central office to a "point of presence," where the local network in Washington interconnects with the long distance network. Once switched onto the long distance network, the voice signal moves across the country on AT&T's long distance network until it reaches the connecting point for the local network in Los Angeles. From there, it travels first over local transport fiber down the street to the junction point in the manhole and then via the lateral into the building.

4. AT&T historically created its local networks either by laying its own fiber or by obtaining rights to fiber already in place, initially along major thoroughfares typically in dense business districts. Over time, the network would be extended usually on a "sales success" basis, for example to a new part of town, office park or major industrial complex, using the committed revenue to justify the network expansion.

5. AT&T's legacy local networks were a combination of fiber owned by AT&T and its affiliates and fiber owned by other companies that AT&T obtained access to on a lease basis called an "Indefeasible Right of Use" or "IRU." IRU's are quite common in the telecommunications industry as they allow a company with excess fiber capacity to generate revenue by leasing it to others without surrendering title to the asset. Nationally, over half of legacy AT&T's local network route miles were IRUs. AT&T for many years has used IRU's as a cost effective and expedient way to extend its local networks. While we leased the fiber, we used our own electronics so we can take responsibility for the quality and reliability of the service offered to our retail business customers.

6. "Fiber" networks are comprised of cable sheaths, each of which has multiple strands of glass fiber contained within. Individual fibers in various sheaths along various routes are configured to create a continuous path between two end points, one end typically an AT&T equipment location and the other end the customer site. Specialized electronics are connected at each end that transmit the optical signals through the fiber strands. Through "multiplexing" technology, two fibers in a ring configuration are used to connect this equipment so numerous signals can be sent over the same strands at the same time. Moreover, the use of more sophisticated electronics will greatly increase the capacity of the strands, i.e. the capacity of the pair of fibers is governed by the type of equipment deployed. As such, AT&T is able to serve a customer location, and in many instances an entire building, using two fiber strands in a ring configuration.

I declare under penalty of perjury the foregoing is true and correct to the best of my knowledge.

Michael E. Todd

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