

EXHIBIT B

The following is the current list of BellSouth officers and their qualifications.

F. Duane Ackerman, Chairman of the Board and Chief Executive Officer

F. Duane Ackerman is chairman and chief executive officer of Atlanta-based BellSouth Corporation.

A native of Plant City, Fla., Mr. Ackerman holds a bachelor's degree in physics and master's degree from Rollins College in Winter Park, Fla., and a master's degree in business from the Massachusetts Institute of Technology.

Mr. Ackerman began his communications career in 1964, and has served in numerous capacities with BellSouth. Mr. Ackerman was named president, chief executive officer of BellSouth Telecommunications, BellSouth's local telephone service unit and largest subsidiary, in November, 1992. He was promoted to vice chairman and chief operating officer of the parent company, BellSouth Corporation, on January 1, 1995, and was elevated to the position of president and chief executive officer of BellSouth on January 1, 1997. On January 1, 1998, Mr. Ackerman was appointed chairman and chief executive officer of BellSouth.

In addition to serving as a director of BellSouth Corporation, Mr. Ackerman is also a member of the board of The Allstate Corporation. Mr. Ackerman is the immediate past chairman of the national Council on Competitiveness, chairman of the National Security Telecommunications Advisory Committee, member of the Homeland Security Advisory Council, member of the President's Council of Advisors on Science and Technology, a trustee of Rollins College and a former member of the board of governors for the Society of Sloan Fellows of the Massachusetts Institute of Technology.

Mark L. Feidler, President and Chief Operating Officer

Mark L. Feidler is president and chief operating officer for BellSouth Corporation, headquartered in Atlanta. He has responsibility for all voice and data operations including consumer, business and enterprise services, network operations, regulatory and external affairs and IT.

Mr. Feidler joined BellSouth in 1991 as director of strategic transactions. In 1993, he was promoted to vice president of corporate development for BellSouth Corp., and was named president of Interconnection Services three years later. In 1998, he was appointed president of BellSouth Mobility, Inc. In 2000, he was named chief operating officer for Cingular Wireless. He held this position for two and a half years until he rejoined BellSouth as chief staff officer in 2004. Mr. Feidler was named chief operating officer effective January 2005. He was then named president and chief operating officer and elected to the Board of Directors effective July 1, 2005.

Prior to his BellSouth career, Mr. Feidler was one of five principals in the investment banking firm The Breckinridge Group. From 1986 to 1990, he worked in the corporate finance department of the Robinson-Humphrey Company, and from 1981 to 1986 he practiced corporate law at the Atlanta law firm of King & Spalding.

Mr. Feidler received his bachelor's degree in economics from Duke University and his J.D. degree from Vanderbilt Law School. He serves on the boards of Cingular Wireless, the Schenck School and Great Schools Atlanta.

Richard A. Anderson, Vice Chairman and President Business Markets

Richard A. Anderson is Vice Chairman and President - Business Markets and has responsibility for \$7.5B business unit with strategy, product development, marketing, sales channels and customer operations for enterprise and carrier customer markets. Mr. Anderson also serves on the board of directors of Cingular Wireless.

A Kentucky native, Mr. Anderson graduated magna cum laude with his Bachelor of Science degree in Marketing in 1980 and his Master of Business Administration degree in 1981 from Murray State University and was elected the MSU outstanding Alumni in 1994.

He joined South Central Bell as an Account Executive in June, 1981. He held sales and operations management positions of increasing responsibility with BellSouth and AT&T in the cities of Memphis, Birmingham, Louisville, and Nashville before being named Chief Operating Officer of BellSouth Communication Systems.

Effective December, 1993, Mr. Anderson was appointed President-Interconnection Services. He held subsequent positions as President-BellSouth Business Systems, Group President-BellSouth Business, Vice President-Marketing, and President of Customer Markets where he was responsible for all local, broadband, and long distance retail operations. Effective January, 2005, Mr. Anderson was named Vice Chairman-Planning & Administration and had responsibility for all corporate level staff functions.

Mr. Anderson is very involved in the local community and serves on the boards of BellSouth Foundation-Chairman, Metro Atlanta Chamber of Commerce-Chair Elect, Children's Healthcare of Atlanta, Clark Atlanta University, Camp Twin Lakes, and Chick-fil-A Peach Bowl. He is also on the board of advisors for Kennesaw State University, Coles College of Business and Murray State University College of Business and Public Affairs. In addition, Mr. Anderson led Atlanta's bid for Super Bowl 2009.

Barry L. Boniface, Chief Strategy and Development Officer

Barry L. Boniface is BellSouth's Chief Strategy & Development Officer, where he is responsible for the Corporation's strategy, M&A, business development and Intellectual Property functions. He is also on the board of YellowPages.com, an Internet joint venture between BellSouth and AT&T.

Mr. Boniface returned to BellSouth in January 2001 from Cypress Communications, a publicly traded competitive local exchange company, where he was a Board member and executive vice president of Network, Product Management and Technology. Prior to assuming that position, Mr. Boniface was Cypress Communications' chief financial officer.

Before joining Cypress Communications in 1998, Mr. Boniface spent four years as BellSouth's executive director of Corporate Development with responsibility for domestic and international mergers, acquisitions, divestitures and other strategic transactions. He also has held positions as a principal in Berkshire Partners Inc., a Dallas-based merchant banking firm; chief operating officer for Global Business Acceleration Inc., a software development company; and vice president-Corporate Finance at Principal Financial Securities Inc. (now Wachovia Securities), an investment banking firm.

A native of St. Louis, Mr. Boniface holds a BBA degree from Southern Methodist University and an MBA degree in Finance from Emory University. He is actively involved in the Atlanta community and is on the Board of Families First, an organization focused on helping children and families in crisis, The Atlanta Speech School, a private educational institution for children with speech, hearing, language or learning disabilities, and Central Atlanta Progress, a downtown improvement district.

Francis A. Dramis, Jr., Chief Information, eCommerce and Security Officer

Francis "Fran" A. Dramis is Chief Information, eCommerce & Security Officer for BellSouth Corporation in Atlanta, Georgia. He is responsible for all information technologies for the corporation and for directing the company's eCommerce efforts. In addition, he is responsible for overseeing business continuity and security efforts of the corporation.

A native of Ohio, Mr. Dramis joined BellSouth in December, 1998 coming from CIO Strategy, Inc., a Clifton, Virginia-based information technology consulting firm. As a consultant, and often as a transitional CIO, Fran led the major technology transformation efforts at firms such as Coopers & Lybrand, Citibank, NASD and Bankers Trust.

He spent much of his early career with AT&T, including Bell Labs, rising to the position of executive director of information product management. He left AT&T to become president and chief operating officer of Telic Corporation. From Telic,

he went to be the managing director and CIO to rebuild Solomon Brothers' technology organization.

Mr. Dramis has been actively leading the transformation of technology at BellSouth. He partnered with the leaders of the business to complete a technology roadmap that now serves as the guide for technology investment prioritization.

In eCommerce and Broadband, he led the efforts to enable BellSouth to provide customer, supplier, and employee services via the Internet.

As the Chief Security Officer, Mr. Dramis leads the BellSouth Business Continuity and Security Council. In this role, he is responsible for all senior management aspects of BellSouth's physical, network and data security.

As one of the country's leading IT officers, Mr. Dramis has been chosen several times in his career as a top CIO. His awards include:

- *CIO Magazine's* CIO 100 Award in 1999
- *CIO Magazine's* Top 100 Leaders for the Next Millennium in 2000
- *Computerworld's* Premier 100 IT Leaders in 2002

BellSouth's IT and Security organizations have received the following awards:

- *Computerworld's* 100 Best Places to Work in IT (2000, 2002, 2003, 2004, 2005)
- Top 10 in Diversity category - *Computerworld's* 100 Best Places to Work in IT (2004)
- SecurE-Biz Leadership Award
- *InformationWeek* 500 Most Innovative Users of Technology (Ranked #10 in 2005)
- *CIO Magazine's* Enterprise Value Award in 2005

He serves as director and chairman of BellSouth Technology Group and is a board member of the BellSouth Solutions Group, Inc., the BellSouth Foundation, and Avocent Corporation.

Mr. Dramis received a Bachelor of Arts degree from Rutgers University and a Master of Science degree from Pace University in New York City.

Marc Gary, General Counsel

Marc Gary is the General Counsel of BellSouth Corporation, with responsibility for all company legal matters.

Prior to his appointment as General Counsel in 2004, he served as Vice President and Associate General Counsel of BellSouth. In that capacity, he was responsible for the company's litigation, antitrust, labor and employment, bankruptcy, and compliance matters. He also served as the chief legal counsel for the company's wholesale (interconnection services) operation.

Before joining BellSouth in 2000, Mr. Gary was a partner in the international law firm of Mayer, Brown & Platt (now Mayer, Brown, Rowe & Maw LLP), where he served as chairman of the litigation practice in the Washington, D.C. office and was a member of the firm-wide litigation steering committee. During almost 20 years at Mayer, Brown & Platt, he litigated and tried numerous civil and criminal cases in state and federal courts involving a broad array of commercial, employment, constitutional and statutory claims. He focused his practice principally in the areas of antitrust, securities, and professional liability litigation.

In 1990, Mr. Gary took a leave of absence from his law firm and accepted an appointment as Associate Independent Counsel in the Office of Independent Counsel. During the two years that Mr. Gary served in that capacity, he represented the United States in the investigation and prosecution of alleged criminal wrongdoing at the U.S. Department of Housing and Urban Development under Secretary Samuel R. Pierce.

Mr. Gary has served on numerous boards and commissions, including the President's Private Sector Survey on Cost Control in Government; The Lawyers' Committee for Civil Rights Under Law; the Washington Council of Lawyers (President and other leadership positions); American Bar Association Litigation Section Leadership Council (Co-Chair, Pro Bono and Public Interest Litigation Committee); the ABA Task Force on the Delivery of Legal Services; the Advisory Board of the Georgetown University Corporate Counsel Institute; and the National Alumni Board of the Georgetown University Law Center. He is a member of the Board of Directors of Georgia Appleseed Center for Law & Justice, Boys & Girls Clubs of Metro Atlanta, the Georgia Justice Project, the Atlanta Museum of Design, and The Weber School of Atlanta. He also served as a member of the Board of Directors of CellCom Israel Ltd., one of Israel's largest wireless telecommunications providers.

In 1999, Mr. Gary was elected a Fellow of the American Bar Foundation "in recognition of professional attainment, distinguished service, and commitment." He is also a Fellow of the Georgia Bar Foundation. A frequent speaker at legal conferences, Mr. Gary also has written articles and contributed to legal treatises on antitrust law, litigation, and tort liability. In the October 2002 issue of Corporate Counsel magazine, Mr. Gary was featured in "The Shortlist" article as one of ten outstanding in-house counsel.

Mr. Gary graduated from Northwestern University summa cum laude and earned his law degree from Georgetown University Law Center, where he was a member

of the editorial board of the law review. He is admitted to the bars of the District of Columbia, Virginia, and Georgia as well as the United States Supreme Court and various U.S. Courts of Appeals and U.S. District Courts.

Isaiah Harris, Jr., President – Advertising & Publishing

Isaiah "Ike" Harris, Jr. is President of BellSouth's Advertising and Publishing Group. The advertising and publishing group is responsible for the marketing and publishing of The Real White and Yellow Pages® from BellSouth and includes BellSouth Advertising & Publishing Corporation; The Berry Company; Stevens Graphics; and IntelliVentures. Mr. Harris resides on the board of YELLOWPAGES.COM, a recent acquisition of BellSouth that serves as BellSouth's online directory yellow page site. He also has responsibility for BellSouth Shanghai Center, Ltd., which provides telecommunications services in Shanghai, China.

Prior to his direct role overseeing advertising and publishing, Harris served as President-BellSouth Enterprises for BellSouth Corporation in Atlanta, Georgia. He was responsible for BellSouth's European and Latin American operations, and BellSouth's Advertising and Publishing Company. He is also co-chairman of BellSouth's Diversity Council.

Prior to the BellSouth Enterprises role, Mr. Harris served three years as President of BellSouth Consumer Services, with responsibility for the strategic marketing, sales and customer service direction of BellSouth's largest customer unit. Mr. Harris joined BellSouth in 1997 as BellSouth Telecommunications' Chief Financial Officer, and assumed the role of Corporate VP of Finance prior to moving to Consumer Services.

A native of West Memphis, Arkansas, Mr. Harris holds a Bachelor of Science degree from Iowa State University and is a Certified Public Accountant. He has also completed the University of Minnesota Executive MBA program.

Mr. Harris previously held the position of Vice President and Corporate Controller of SUPERVALU, INC., a Minneapolis-based food wholesaler and retailer with \$17 billion in revenues. Prior to joining SUPERVALU, Mr. Harris spent 13 years with KPMG Peat Marwick, a national and international accounting and consulting firm, where he provided accounting and consulting services to entities operating in manufacturing, wholesaling, retailing, and hospitality. Prior to that, Mr. Harris spent eight years as a professional football player with the then St. Louis Cardinals and the New Orleans Saints.

Mr. Harris' current professional affiliations include board membership at Deluxe Corporation, Cigna Corporation, Henry W. Grady Foundation and the Iowa State University Foundation Board of Governors. Mr. Harris currently serves the United Way of Metropolitan Atlanta as a member of the Finance Committee, and

OFC Venture Challenge, a non-profit which facilitates the entrepreneurship curriculum in Historically Black Colleges and Universities. He is also a member of the American Institute of Certified Public Accountants and the Minnesota Society of CPAs.

W. Patrick Shannon, Chief Financial Officer

W. Patrick Shannon is Chief Financial Officer for BellSouth Corporation.

Prior to his appointment as Chief Financial Officer for BellSouth Corporation, he served as Chief Financial Officer for BellSouth's domestic operations. In addition, he had responsibility for corporate financial planning and was the corporation's principal accounting officer. Mr. Shannon joined BellSouth in 1997 as Vice President and Controller and added the additional responsibilities since that time.

Prior to joining BellSouth, he was vice president and chief financial officer of MediaOne, Inc. with responsibility for accounting, finance, procurement and information systems. He had held that position since September 1994.

From February 1994 to September 1994, Mr. Shannon was vice president-Corporate Development for U S West, Inc. During this time he was responsible for negotiating, evaluating and structuring various transactions with a concentration on cable acquisitions. Prior to this position, he held positions as director-Financial Planning and Analysis, director-Investor Relations, and director-Technical Accounting for U S. West, Inc.

Mr. Shannon worked for Arthur Andersen in Atlanta from 1983-1991, where he was responsible for numerous clients with a major focus on telecommunications. A certified public accountant, he holds a Bachelor of Science Degree in Business Administration from the University of Georgia

Herschel L. Abbott, Jr., Vice President – Governmental Affairs

Herschel L. Abbott, Jr. is Vice President - Governmental Affairs for BellSouth Corporation, with offices in Washington, D.C. He directs BellSouth's work with the federal government in the legislative, regulatory and administrative arenas.

Prior to his appointment to lead the corporation's Washington office effective May 1, 2001, he was President of Louisiana Operations for BellSouth. He joined BellSouth as General Counsel-Louisiana in 1991. In June 1995, he became Associate General Counsel of BellSouth Telecommunications in Atlanta. On July 1, 1996, he assumed his duties in Louisiana. Prior to joining BellSouth, Mr. Abbott was a senior partner and a member of the Management Committee of the New Orleans law firm of Jones, Walker, Waechter, Poitevent, Carrere and

Denegre. He received a B.A. from Tulane University in 1963 and a J.D. degree from Tulane in 1966.

A leader in civic concerns, while assigned in Louisiana Mr. Abbott has held positions as chairman of the University of New Orleans Foundation, WYES-TV, and the Committee of 100 for Economic Development; Vice Chairman of the National D-Day Museum Foundation, chairman-elect of the Chamber of Commerce, vice chair of INROADS, and chairman of the United Way. Previously he has served as chairman of the board of Tulane University Hospital; the board of Governors of Tulane University Medical Center; Southeast Council Boy Scouts of America; MetroVision; and the Learn Commission, State of Louisiana. Mr. Abbott served as a member of the board of trustees for the Public Affairs Research Council, Council for a Better Louisiana, Teach for America, Project Return, Preservation Resource Center, YMCA, and is the former chairman of the Business Council of New Orleans and the River Region and as a member of the Louisiana Board of Regents and the executive committee of the New Orleans Regional Education Foundation. He is the recipient of the Times Picayune Loving Cup, the New Orleans Bar Association Presidents' Award, and the Spes Utica Award from Our Lady of Holy Cross College. Mr. Abbott continues to serve on the boards of Baptist Community Ministries, The National D-Day Museum, The University of New Orleans Foundation and as a trustee of Dillard University in New Orleans.

Since relocating to Washington, Mr. Abbott has joined the boards of the United States Telecommunications Training Institute, the Association for Public Television Stations, the Washington Bach Consort and the National Capital Area Council of the Boy Scouts of America. Most recently, he was asked to join the board of the Blanchette Rockefeller Neurosciences Institute, the only non-profit institute with a dedicated study of human memory.

Rex M. Adams, Web Development Officer

Rex M. Adams is the Web Development Officer for BellSouth Corporation. He is responsible for www.BellSouth.com as a sales and service channel, maximizing revenue opportunity per interaction and delivering an integrated customer service experience.

Prior to his current assignment, Mr. Adams was president of BellSouth Interconnection Services, a \$4 billion business unit, where he oversaw the sales, marketing, and operations of services provided to long distance, wireless, and local carriers. Previous assignments include president of BellSouth Long Distance Services, where he led BellSouth's entry and expansion into the multi-billion dollar consumer and business long distance market, and growing its customer base to over six million customers. In addition to being president of BellSouth Long Distance Services, he was also the corporate vice president of Product Management and Development. In this role, Mr. Adams was responsible

for the management of BellSouth's industry leading portfolio of voice, data and IP services, and the development and commercialization of future products and services.

He has held a variety of leadership positions in BellSouth including president of BellSouth Internet Hosting, president of BellSouth Billing, Inc., vice president of Information Technology Organization, and chief strategist, Corporate Planning and Development.

Before joining BellSouth in 1994, Adams was a consultant at Monitor Company, a strategy-consulting firm that was founded by Harvard Business School professor, Michael Porter. While at Monitor Company, Mr. Adams was involved with clients in a number of industries, including oil and gas, the retail sector and telecommunications.

He also spent five years in the United States Army as an infantry officer, where he was airborne, ranger and air assault.

Mr. Adams is a graduate of the Harvard Business School and the United States Military Academy at West Point. He serves as Treasurer of Big Brothers Big Sisters of Metro Atlanta, and was previously on the Board of Directors of SciTrek Museum in Atlanta.

Valencia I. Adams, Vice President – Chief Diversity Officer

Valencia I. Adams is Vice President and Chief Diversity Officer for BellSouth Corporation. She has oversight for diversity and inclusion strategy development and implementation across BellSouth Corporation.

Ms. Adams has been with BellSouth for 36 years. Prior to the appointment to her current post, she was Chief Operating Officer for BellSouth's Consumer Services division; responsible for planning, developing, and implementing strategies to service the residential market in BellSouth's nine-state territory. She is a former advisory council member to the President of BellSouth Telecommunications Inc., providing feedback and counsel on managing employees, in particular women and minority issues and concerns.

Ms. Adams has received numerous honors and awards throughout her career. She was named one of the "25 Influential Black Women in Business" for 2006 by *The Network Journal*. *Profiles in Diversity Journal* included her in their list of "Women Worth Watching" in 2006. In 2005, Ms. Adams was presented the "Millennium Pacesetter" award by the Atlanta Business League, selected as one of the "Top 100 Blacks in Corporate America" by *Black Professionals* magazine. She is a recipient of the 2004 *CareerFOCUS* Eagle Award for Outstanding Leadership Achievement. *Women Looking Ahead News Magazine* named her their "Woman of the Year" in 2004. She received the 2004 Going for the Goal Award

for her work to enrich the lives of girls and young women. Career Communications Group, Inc., publisher of *U.S. Black Engineer and Information Technology* magazine, *Hispanic Engineer* and *Information Technology* magazine recognized her in 2003 with a National Women of Color Technology and Business Award for Diversity Leadership. She was recognized by Georgia governor Roy Barnes as an outstanding Junior Achievement volunteer for her many years of service. She is a recipient of the American Business Women's Association Business Associate of the Year Award.

Ms. Adams has a long history of community involvement and raising funds for notable institutions. She is a lifetime member of the Atlanta Chamber of Commerce. She is a graduate of Georgia 100, a group formed to support outstanding women in business. She serves on the boards of the Possible Woman Foundation, Women's Resource Center to End Domestic Violence, St. Joseph's Hospital, *Atlanta Woman* magazine, and the BellSouth Foundation. Additionally, she currently serves as a mentor in the BellSouth Mentor Exchange program designed to support emerging leaders.

She has been featured in *Atlanta Tribune: The Magazine*, *IMARA*, *Ebony*, *Competitive Edge*, *Savoy Professional*, *DiversityInc.*, *Upscale*, *Nuevo Impacto* and *Diversity Monitor* magazines. Ms. Adams was also featured in the 2001-2006 editions of "Who's Who in Black Atlanta." She was recognized in the July 2002 edition of *Business-to-Business* and *Atlanta Woman* magazines as a 2002 "Diva in Business."

Ms. Adams is a graduate of Georgia State University with a Bachelor of Business Administration degree. She has continued her education by completing management courses at Columbia University and Emory University.

Paulino R. Barros, Jr., Chief Product Officer – Retail Markets

Paulino R. Barros, Jr. is Chief Product Officer – Retail Markets for BellSouth Corporation. In this role, he is responsible for the management of BellSouth's industry leading portfolio of voice, data and IP services, and the development and commercialization of future products and services to meet customer needs in today's rapidly evolving markets. This portfolio ranges from local and long distance voice services to DSL Fast Access products, retail IP and data services, video, wireless, and wireless/wireline.

Previously, Mr. Barros was president of BellSouth Latin America with overall responsibility for BellSouth's operations in the 10 countries of Argentina, Uruguay, Colombia, Venezuela, Chile, Peru, Ecuador, Panama, Nicaragua and Guatemala. In 2004, BellSouth signed a definitive agreement with Telefonica Móviles, the wireless affiliate of Telefonica, S.A., to sell BellSouth's interest in all of the countries.

Mr. Barros joined BellSouth International in December 2000 as Chief Planning and Operations Officer responsible for Operations Planning, Supply Chain Management, IT and Network Engineering and became Regional Vice President of Latin America, covering the countries of Brazil, Colombia, Peru, Ecuador, Panama, Nicaragua and Guatemala in January 2002.

Prior to working for BellSouth, he served as Corporate Vice President and General Manager Latin America Group for Motorola, Inc. and was Corporate Vice President and General Manager of Market Operations, Americas for Motorola, Inc. Mr. Barros also held a variety of positions with The NutraSweet Company in Chicago and Monsanto Company in both St. Louis and Brazil.

A native of Sao Paulo, Brazil, Mr. Barros has more than 22 years of managerial experience within the telecommunications, food, automotive, glass and chemical industries. He received a degree in Mechanical Engineering in 1979 and a degree in Electrical Engineering in 1981 in Brazil as well as an MBA from Washington University, St. Louis in 1991.

Richard E. Burns, Chief Integration Officer Broadband

Richard E. Burns, Chief Integration Officer - Broadband, BellSouth Corporation, has responsibility for overseeing the company's continuing transformation to a competitive wireless and broadband company from a traditional wireline communications provider. He also has responsibility of the deployment and operations of BellSouth's DSL and Internet services, the provisioning and reliability centers, all network operations support and the company's supply chain services.

Prior to his current position, Mr. Burns led an enterprise-wide strategic effort to transform the cost structure within BellSouth Domestic Communications. This transformational agenda focused on process and operations excellence.

In previous assignments, Mr. Burns was president of Broadband and Internet Services with responsibility for the deployment, marketing and operations of broadband. He also held the position of network vice president in the states of Tennessee and Kentucky and then later in Georgia, and was responsible for all network operations within those states.

Mr. Burns started his career with BellSouth (formerly South Central Bell) as a management assistant in 1976. He has held numerous positions over the years with increasing responsibilities in Network Planning, Engineering and Operations.

A native of Louisville, Ky., Mr. Burns holds bachelor and master of engineering degrees from the University of Louisville and an M.B.A. from Vanderbilt University. He has been involved in community affairs having served on campaigns for both the Atlanta Symphony and Junior Achievement. He is

currently on the boards of Junior Achievement - Georgia and Georgia Telco Credit Union.

Keith O. Cowan, Chief Field Operations Officer

Keith O. Cowan is Chief Field Operations Officer for BellSouth Corporation. He assumed this position in January 2006 and has responsibility for ensuring that BellSouth's Network Operations efficiently and effectively deliver the highest levels of network reliability and customer service, while transitioning the network to deliver and support broadband services.

Prior to his current assignment, Mr. Cowan served as BellSouth President – Marketing and Product Management and had responsibility for the marketing and product management functions for all customer segments of the company.

In 2004, Mr. Cowan served as President – Interconnection Services, with responsibility for the marketing, sale, delivery and servicing of wholesale transport and access services to carrier customers (including IXCs, wireless carriers and CLECs).

From December 2000 through December 2003, Mr. Cowan was Chief Planning and Development Officer for BellSouth Corporation. He was responsible for various corporate functions, including corporate strategic planning, corporate development, intellectual property management and corporate aviation. He also had responsibility for overseeing BellSouth's wireless businesses in Denmark (Sonofon) and Israel (Cellcom).

Mr. Cowan joined BellSouth as an executive officer in May 1996. In his initial assignment at BellSouth, he was Vice President-Corporate Development. In that role, he was responsible for the identification of merger and acquisition candidates, the structuring and negotiations of transactions, and the presentation of proposed transactions to the executive officers and to the Board of Directors of BellSouth Corporation.

He is on the Board of Directors of the Metro Atlanta YMCA, the Georgia Conservancy, VSA Arts of Georgia, and Atlanta Landmarks, Inc. (d/b/a The Fox Theatre). He also is serving as the Chairman of the Employee for the Arts Campaign for the Woodruff Arts Center. He has served as a member of the Board of the Atlanta Bar Association, Chairman of the Atlanta Bar Association Business and Finance Law Section and Chairman of the Atlanta Bar Association Continuing Legal Education Committee.

Prior to joining BellSouth, Mr. Cowan was a partner in the Alston & Bird law firm, where he worked for 14 years. His experience included the representation of public and private corporate clients in corporate and securities transactions, including acquisitions, dispositions, joint ventures and public offerings. At the

time of his move to BellSouth, Mr. Cowan was a member of the Administrative Committee, and the Chairman of the Securities Practice Group and the Continuing Legal Education Committee of Alston & Bird.

A native of Windsor, Connecticut, Mr. Cowan received his undergraduate degree in economics and political science from the University of North Carolina in 1978, where he was a Morehead Scholar. He received his J.D. degree from the University of Virginia School of Law in 1982.

Marshall M. Criser III, State President – Florida

Marshall Criser is President of BellSouth in Florida, responsible for managing all of the company's operations in the state. Mr. Criser previously held the position of Regulatory & External Affairs Vice President for BellSouth Telecommunications in Florida. He was responsible for the advocacy of BellSouth's policy and business objectives before the Florida Public Service Commission and other key external stakeholders.

Mr. Criser has held various other positions with BellSouth including Vice President-Regulatory and Strategic Planning for BellSouth International and was Director of State and Agency Relations for BellSouth Corporation in Washington, D.C. He began his career at Southern Bell Telephone and Telegraph Company where he held positions in regulatory, internal audits and comptrollers.

A Florida native, Mr. Criser holds a bachelors degree in business administration from the University of Florida. He has also completed the Advanced Management Programme at INSEAD in Fountainebleau, France. He is Chairman of the Florida Research Consortium and is a member of the Florida Council of 100, Enterprise Florida, the board of directors and research foundation of the Florida Chamber of Commerce, and IT Florida. Locally, he serves on the Executive Committee of the Beacon Council and on the board of the United Way of Miami-Dade County. He is past President of the Florida Telecommunications Industry Association. Criser is a member of the Florida 4-H Foundation, the Tallahassee Museum of Natural History and Science, and the Florida Research Consortium.

Marty G. Dickens, State President – Tennessee

Marty G. Dickens was named President of BellSouth in Tennessee effective April 1, 1999.

Mr. Dickens is a native of North Carolina and holds a bachelor's degree from East Carolina University and a master's degree from Georgia State University. He began his career with BellSouth in 1969, and held a number of positions in the company's comptrollers, public affairs and regulatory departments prior to joining BellSouth International in 1992. As Executive Vice President of BellSouth

International, he was a member of the senior team responsible for overseeing the management and growth of BellSouth foreign operations. He also served on the Board of Directors of the BellSouth operations in Brazil, Venezuela, Panama, Nicaragua, Israel, China, and Denmark.

Since moving to Nashville, Mr. Dickens has been selected to serve on a number of community boards including the YMCA, Boy Scouts, Vanderbilt's Blair School of Music, Adventure Science Center, and the Fellowship of Christian Athletes. He is the Chairman of the Nashville Convention and Visitors Bureau and past Chairman of the Nashville Area Chamber of Commerce. He is Chairman of the Board of Trustees of Belmont University and serves on the Boards of SunTrust Bank and Genesco.

Mark E. Droege, Vice President and Treasurer

Mark E. Droege is vice president and treasurer, BellSouth Corporation. He is responsible for corporate finance, trust asset management, domestic and international treasury operations, as well as merger and acquisition valuation and risk management. He is also responsible for credit policy and collections operations for all of BellSouth's operating units as well as centralized support functions for financial transaction processing.

Previously, he served as vice president and chief financial officer – Latin American Group and was responsible for the financial portion of BellSouth's international business.

A native of Chicago, Mr. Droege has more than 28 years of financial and managerial experience. He has been with BellSouth since 1986 and has held several key positions at BellSouth's corporate headquarters, including executive director of financial and business planning, director of investor relations and manager of financial analysis. He has also served as chief financial officer of BellSouth's Dataserv subsidiary and president of BellSouth Interactive Media Services. Prior to joining BellSouth, Mr. Droege held a variety of financial-related positions with International Thomson and Harris Corporation.

Mr. Droege holds a B.A. in mathematics from Carleton College, an M.B.A. in finance from the University of Michigan, and has completed the Stanford Executive Program. He is also a Chartered Financial Analyst. He serves on the Boards of Mill Springs Academy and the Atlanta Chapter of FEI (Financial Executives International).

Rebecca M. Dunn, Senior Vice President – Corporate Compliance and Corporate Secretary

Rebecca M. Dunn is senior vice president - Corporate Compliance and Corporate Secretary for BellSouth, headquartered in Atlanta, Georgia. She is responsible for

handling corporate governance and corporate secretary duties including liaison with the board of directors. She is also responsible for the company's ethics and compliance and internal audit programs as well as security and corporate real estate functions.

Prior to assuming this position in June 2001, she was vice president - Shared Services, responsible for providing centralized support functions such as financial transactional services, benefits administration and employee services, real estate, aviation and travel.

A native of Selma, Alabama, Ms. Dunn attended Randolph - Macon Woman's College in Lynchburg, Virginia, and Reading University in Reading, England. She graduated from Auburn University in 1970 with a Bachelor of Science degree in mathematics.

She began her career with South Central Bell in 1970 as an assistant engineer at company headquarters. She later held positions as engineering associate, staff engineer and assistant engineering manager - Costs. In 1975, Dunn was appointed district manager - Capital Recovery and later was named operations manager - Regulatory. She was appointed assistant vice president - Public Affairs in September 1984 before being named general manager - Business Marketing for Alabama and Mississippi operations in May 1987. Two years later, she was elected an officer of the company and was named vice president of Corporate Affairs. In 1991, she became vice president of Human Resources & Corporate Services. She served in this position until 1999.

Ms. Dunn is a member of the boards for the Atlanta History Center and Central Atlanta Progress, and is a trustee of the Center for the Visually Impaired. In addition, she is an active supporter of the United Way.

Ronald E. Frieson, State President – Georgia

Ronald E. Frieson is president – Georgia Operations. In this role, Mr. Frieson has responsibility for the regulatory, legislative, public policy and external affairs for BellSouth's operations in Georgia.

From November 2002 until his appointment to his current post in August 2005, Mr. Frieson was vice president - Transition and Strategy for BellSouth Consumer Services, where he led the customer support strategy and the development of the systems infrastructure necessary to support BellSouth's consumer-focused operations strategy. Prior to that role, he was vice president & chief diversity officer of BellSouth Corp. where he assisted BellSouth's chairman and CEO and the senior officer team in leading the company's diversity strategies and initiatives throughout the corporation.

Mr. Frieson began his BellSouth career with TechSouth Publishing Services in 1985 and became an operations manager in the Advertising & Publishing Group in 1989. After holding various positions within the company, he was named vice president – Advertising & Publishing in 1995. In 1997, Mr. Frieson was named group vice president and led the international expansion of Advertising & Publishing in Latin America and directed the online Yellow Pages effort. He joined Consumer Services in 1999 as vice president and general manager for Kentucky and Tennessee and was appointed in 2000 to the position of vice president and general manager of the New Product Implementation Group for Consumer Services. Prior to joining BellSouth, he worked in the banking industry.

Mr. Frieson is currently a member of the 100 Black Men, where he has served as a member of the board of directors, fundraising committee member and publicity chairman. He is also a board member of the Atlanta Urban League, the Georgia Chamber of Commerce and Hands on Atlanta as well as a National Trustee of the American Kidney Fund. Mr. Frieson was also a member of Leadership Atlanta class of 2002.

Mr. Frieson holds a bachelor's degree in finance from the University of Tennessee and a MBA in Information Systems from Georgia State University.

Margaret H. Greene, President – Regulatory and External Affairs,

Margaret H. Greene is BellSouth Corp. President – Regulatory & External Affairs. She was named to her position in December 1998. She is responsible for all matters affecting BellSouth in the regulatory, legislative, governmental and public affairs areas. She is also a member of the BellSouth Foundation Board, which she formerly chaired, and the BellSouth Diversity Council.

Mrs. Greene joined South Central Bell's Legal department in 1983 after spending several years in private practice and serving as an associate solicitor for the U.S. Department of Energy in Washington. Her specialty in the Legal Department was regulatory litigation. In 1991, Mrs. Greene was named President of BellSouth's Kentucky operations and served in that position through year-end 1995. In that position she was responsible for all matters affecting BellSouth's operations in the Kentucky state profit center. She took a leave of absence in January of 1996 during which she served as Cabinet Secretary for the Governor of the Commonwealth of Kentucky. She returned to BellSouth in August of 1996 and was named Vice President and General Counsel of BellSouth Telecommunications.

Mrs. Greene is a member of the Board of Directors of Regions Financial Corporation and just completed her term as Chair of the United States Telecom Association, the national trade association for the local telecommunications industry. Mrs. Greene currently serves as Secretary on the United States Telecom

Association's Board. She has served on many non-profit boards, as well as served in positions requiring Presidential and Gubernatorial nomination, having been confirmed twice by the U.S. Senate. She is admitted to the Alabama, District of Columbia, Kentucky and Nebraska Bar Associations. She is a member of the University of Kentucky College of Design Visiting Committee and of the University of Nebraska Law College Alumni Council.

A Nebraska native, Mrs. Greene graduated from the University of Nebraska in 1972, completed her law degree there in 1975. She received an Honorary Doctor of Laws Degree from Georgetown College.

Don G. Hallacy, Chief Information Officer, Communications Group

Don G. Hallacy is Chief Information Officer for BellSouth's Communications Group.

In this role, he is responsible for all domestic wireline information systems, including ordering, billing, provisioning, network operational support and customer care for both the wireline and broadband product lines. He serves as President and Chief Operating Officer of BellSouth Technology Group, Inc.

A native of Holland, Michigan, Mr. Hallacy holds a Bachelor of Arts degree in Economics and Computational Math from Albion College in Albion, Michigan, from which he graduated summa cum laude.

Mr. Hallacy worked in a variety of positions for Sprint in Atlanta, Dallas and Kansas City from 1992 until 1999; left Sprint to become CEO of Eltrax Systems, Inc., in Atlanta, until the company merged with Cereus Technology Partners in 2000; then returned to Sprint and served first as president of Internet Services and then as president of its Technology Services organization before joining BellSouth.

Mr. Hallacy began his career in 1982 with Arthur Andersen & Company, where he was involved with several large systems development projects including the unemployment benefits payment system for the state of Michigan and a revenue assurance system for United Airlines.

He served as manager of technical support for GC Services in Chicago from 1987-88, then left GC Services to become part of the Information Consulting Group, which was acquired by McKinsey & Company in 1988. He worked as an information technology consultant for McKinsey & Company in Chicago and in Stuttgart, Germany, until 1992.

Mr. Hallacy joined BellSouth in his current position in March, 2002.

He served on the board of directors of New Focus, Inc.

Thomas L. Hamby, State President – Alabama

Thomas L. Hamby is president of BellSouth's Alabama Operations.

A native of Social Circle, Georgia, Mr. Hamby graduated from the University of Georgia with a Bachelor of Science Degree in engineering. He was also commissioned in the U. S. Army Corp of Engineers, and later served 10 years in the reserves and guard. He joined the company in July 1971 and has held various assignments of increasing responsibility in such departments as Network, Marketing and Regulatory in Georgia, Alabama and Washington D.C. He became an officer of the company when named to his current position on November 1, 1999.

Mr. Hamby holds leadership positions in a number of state and local organizations. In 2006, he is serving his second year of a two-year term as Chairman of the Metropolitan Development Board in Birmingham. He is chairman of the board of the Birmingham Museum of Art for 2006 and is chairman of the Business Council of Alabama. He is also a director on such boards as the Birmingham Civil Rights Institute, Protective Life Corporation, and Regions Bank's local board. He was chairman of the executive committee for the Birmingham Regional Chamber of Commerce for 2004. In 2003 Governor Bob Riley appointed him chairman of the governor's Education Spending Commission. He is a past board member at the Alabama Institute of the Deaf and Blind in Talladega and the Alabama Shakespeare Festival in Montgomery.

Phil S. Jacobs, President – BellSouth Community Technologies

As President of BellSouth Community Technologies, Phil S. Jacobs leads the development and implementation of BellSouth's competitive sales and distribution strategy focused on multi-dwelling units, such as apartments and condominiums, and master planned communities.

Mr. Jacobs began his 32-year career at BellSouth in marketing and consumer services before being named Marketing Manager for Atlanta in 1979. In 1983, he was named Operations Manager of Strategic Planning in the newly-formed BellSouth Corporation. Moving back to sales in 1984, he was appointed Regional Sales Manager of BellSouth Advanced Systems, where he was responsible for the Georgia, North Carolina and South Carolina operations until he was promoted to Vice President.

Mr. Jacobs was elected an officer of the corporation in 1993, assuming control of BellSouth Business Systems, the \$4 billion multi-state large business services marketing unit. In 1996, he was named Chief Operating Officer of Optus Communications, a local competitive telephone company headquartered in Sydney, Australia. At Optus he was responsible for overseeing all operations of the \$3 billion Australian company of which BellSouth owned 24.5%. Upon

returning to Atlanta with the sale of Optus in 1998, he was named President of Georgia Operations, a position he held until 2005.

A native of Washington, D.C., Mr. Jacobs received his undergraduate degree from Denison University located in Granville, Ohio.

For his leadership in BellSouth and extensive community involvement, Georgia Trend magazine named Mr. Jacobs the Most Respected CEO in Georgia for 2005. He currently serves on Boards for the Georgia Department of Economic Development as Board Chair, Georgia Partnership for Excellence in Education as Board Chair, the CDC Foundation as Board Chair, the Georgia Chamber of Commerce, the United Way of Metropolitan Atlanta, Georgia Aquarium, and the Woodruff Arts Center Board of Trustees. He previously served on the Boards of the High Museum of Art, Atlanta Neighborhood Development Partnership, Smart Start Georgia, the Governor's Task Force on Tourism, and as Honorary Chairman for the 1998-2001 Empty Stocking Fund Campaigns as well as the 1999-2001 UNCF Corporate Campaign Chair.

Donna A. Lee, Chief Marketing Officer – Business Markets

Donna A. Lee is the Business Markets Chief Marketing Officer for BellSouth. She is responsible for marketing, product management, strategic pricing, sales operations and IT for business markets. Prior to this role, she was responsible for market planning and research, strategic pricing and offer management for consumer and business markets. She also was instrumental in executing a comprehensive marketing strategy designed to effectively address the interexchange carrier threat.

Before leading these marketing initiatives, Ms. Lee was president of BellSouth's entrepreneurial data technology services company, Managed Network Solutions Inc., where she led the start-up company to more than \$100 million in total contract value in just 18 months.

In July 2005, she was named an Atlanta "Business Diva" by *Business to Business* magazine, which acknowledges women who are outstanding in their fields. She was honored for leading BellSouth into the very competitive world of broadband.

Women in Technology (WIT), a society of the Technology Association of Georgia (TAG), named Ms. Lee a finalist for the 2001 "Woman of the Year in Technology" award, a Georgia-based award acknowledging women active in the technology industry in a business, leadership or scientific role. The judges noted Ms. Lee's leadership in moving BellSouth's marketing from the traditional model to an Internet-driven infocom model.

In 2000, Ms. Lee was honored with an "Ovations" award for innovation, execution and vision in the area of business development. The Ovations are

jointly sponsored by *tele.com* magazine and ComNet, the largest technology and conference exhibition dedicated to global networking.

Mo Grzelakowski noted Ms. Lee as a respected business woman leader in her book “Mother Leads Best: 50 Women Who are Changing the Way Organizations Define Leadership.” The book outlines business women roles in and out of the office.

Prior to joining BellSouth in 1998, Ms. Lee spent more than 20 years with AT&T in a variety of engineering, operations, sales and product management positions.

Ms. Lee has served on the board of directors of Air2Web and BeVocal, entrepreneurial ventures that are focused on wireless and voice enablement technologies. She is also on the board of the Atlanta College of Art.

A native of Norfolk, Va., Ms. Lee graduated summa cum laude from Mary Washington College with a bachelor’s degree in mathematics. She is a member of Phi Beta Kappa honor society and holds a master’s degree in business administration from Georgia State University. In addition, she has completed the Advanced Management Program at Harvard University.

Harry M. Lightsey, III, State President – South Carolina

Harry M. Lightsey, III is the State President of BellSouth in South Carolina responsible for BellSouth’s operations in the state. He began his telecommunications career in 1982 when he joined Southwestern Bell. Four years later, he transferred to BellSouth Corporation. He has held numerous positions in BellSouth in Atlanta, South Carolina and Florida.

Dedicated to education, Mr. Lightsey is the founder of Palmetto Partners for Science and Technology, the Palmetto Regional for the FIRST Robotics Competition and co-chair of Project Lead the Way, which are programs designed to increase the number of high school students involved in math, science and engineering in South Carolina. He is also chairman of the South Carolina Chamber of Commerce’s Excellence in Education Council, and is a member of the K-12 School Technology Initiative, the groundbreaking public/private partnership that has spearheaded efforts to deploy technology in South Carolina classrooms and public libraries. Harry is the Chair of the Board of Trustees of Hammond School which is the largest independent K-12 school in the state.

Mr. Lightsey has also focused on economic development over the past five years, especially efforts to move South Carolina into the forefront of the new knowledge-based economy. In 2002 Governor Jim Hodges awarded Mr. Lightsey the Order of the Palmetto, which is the state’s highest recognition, for his results as chairman of the steering committee for the South Carolina Technology Transition Team, which led efforts to diversify South Carolina’s economy by

encouraging knowledge-based industry and companies to be formed or located in the state. He is a member of the South Carolina Research Centers of Excellence Committee which oversees the State's acclaimed "Endowed Chairs" program fostering cutting-edge research in the state's universities.

Mr. Lightsey is a member of the Board of Directors for the Fifth District of the Federal Reserve Bank in Richmond, Virginia. He is on the Executive Committee of the South Carolina Chamber of Commerce and is a member of its long range planning committee and Board of Directors. He is a member of the Palmetto Business Forum, the BIPEC Distinguished Advisory Council and serves on the University of South Carolina Darla Moore School of Business Advisory Board, the Clemson University Presidential Advisory Council, Wofford College Presidential Advisory Board, the Furman University Presidential Advisory Board, The Riley Institute at Furman, and the R. L. Bryan Company Board of Directors

Mr. Lightsey received his undergraduate degree from Princeton University in 1978, majoring in Japanese Studies. He graduated from the University of South Carolina School of Law in 1981. Mr. Lightsey has served on the Education Oversight Committee, which oversees the recognized South Carolina accountability program, the Princeton National Alumni Executive Board and on the Board of Trustees of the College of Charleston in addition to numerous other charities and organizations.

John M. McCullouch, State President – Mississippi

John M. McCullouch is President - BellSouth Mississippi Operations. A native of Mississippi State University in 1971 and a J.D. degree from the University of Mississippi in 1978. In law school, he was elected Student Body President and received the Dean's Distinguished Service Award. Prior to law school, he served in the U.S. Army for two years as a personnel specialist assigned to the Pentagon, and then worked in sales for more than four years.

Mr. McCullouch began his telecommunications career in 1979 as an attorney for South Central Bell in Jackson, Miss. In 1984, he moved to Birmingham, Ala., to work in the South Central Bell headquarters legal department. In 1985, he was named general counsel for BellSouth Advanced Systems, Inc., and he was named general counsel for BellSouth in Mississippi in 1986. Mr. McCullouch was named as President of Mississippi Operations in 2000.

Active in business and community affairs, Mr. McCullouch currently serves on the following:

Business/Civic Organizations

- Mississippi Economic Council – Board of Directors, Immediate Past Chair

- Mississippi World Trade Center, Inc. – Board of Directors, Immediate Past President
- Momentum Mississippi – Chairman, Business Climate & Image Committee
- Partnership for Economic Development – Board of Directors, Executive Committee
- Partnership for Healthy Mississippi – Board of Directors, Vice Chairman
- Mississippi Technology Alliance – Board of Directors
- BellSouth Foundation – Board of Directors
- Trustmark National Bank and Trustmark Corporation – Board of Directors
- U.S. Chamber – Board of Directors
- William Winter Institute for Racial Reconciliation – Advisory Board

Community Organizations

- Downtown Jackson Rotary Club – Vice President, Elected President July 07 – June 08
- Big Brothers Big Sisters of Mississippi – Board of Directors, Immediate Past Chairman
- University Club – Board of Governors
- Jr. League of Jackson – Community Advisory Board
- The Country Club of Jackson – Board of Governors
- B. B. King Museum Foundation – Steering Committee

Past Business/Community Involvement

Mr. McCullough served as Chairman of the Business Climate Working Group with Blueprint Mississippi. He also served on the Board of Directors for the Metro Jackson Chamber of Commerce and Stewpot Community Services. He is past President of the following organizations: the Hinds County Bar Association; the University of Mississippi Law Alumni Association; the Mississippi Corporate Counsel Association; and the Mississippi Chapter of the Federal Bar Association. He was also a member of the Board of Commissioners of the Mississippi Bar and a Fellow of the Mississippi Bar Foundation.

Roderick D. Odom, Jr., President – Network Services

Rod D. Odom, Jr. is President - Network Services for BellSouth Corporation, based in Atlanta.

He began his career with Southern Bell in West Palm Beach, Florida, in 1972 as a communications consultant and held a number of sales operations and training assignments over the next several years with Southern Bell and AT&T.

Mr. Odom joined BellSouth in 1983 as Director of New Venture Planning. Since that time he has held a variety of sales, marketing and operations positions including Vice President of Marketing for BellSouth Telecommunications,

President of Small Business Services and BellSouth Business Systems. In January 2000 he was named Executive Vice President of Network Operations and in January 2002 was named to his current position.

He serves on the Board of Oglethorpe University, the Board of Sheltering Arms, the Board of Piedmont Hospital, the University of Florida Engineering Advisory Board and the Corporate Foundation Committee of the Florida Foundation. He is a member of Mt. Piscah United Methodist Church.

A native of Miami, Odom is a graduate of the University of Florida.

William A. Oliver, State President – Louisiana

William A. Oliver, President of Louisiana Operations for BellSouth, began his career with the telephone company in 1973 as an engineer. After spending 11 years in the network department, Mr. Oliver joined the marketing organization and in 1987-1988 he served as BellSouth's Operations Manager for the Republican National Convention in New Orleans.

In 1994, he was promoted to Regulatory and Governmental Affairs Vice President, heading up BellSouth's external affairs department and serving as the company's liaison to the Louisiana Congressional delegation. In 2000, he assumed responsibility for the regulatory department and began representing the company in matters concerning the Louisiana Public Service Commission. He held this position until he was named President of Louisiana Operations for BellSouth on May 1, 2001.

During his tenure with BellSouth, Mr. Oliver also served 21 years in the U.S. Army Reserve as an officer, retiring in 1991 with the rank of major.

Mr. Oliver serves on the board of directors for several business, educational and civic organizations, including Greater New Orleans, Inc., New Orleans Business Council, World Trade Center, Council for A Better Louisiana, Public Affairs Research Council of Louisiana, Bureau of Governmental Research, LSU Manship School of Mass Communications Board of Visitors, Ochsner Clinic Foundation, United Way, Boy Scouts of America New Orleans Area Council (currently serving on the Executive Committee), YMCA, New Orleans Police Foundation, Louisiana Museum Foundation, New Orleans Center for Creative Arts, Ogden Museum of Southern Art Foundation, Greater New Orleans Sports Foundation, Committee of 100 and SECURE. He is also a member of the Reserve Officers Association and the BellSouth Pioneer Volunteers.

Mr. Oliver, a native of Lake Charles, graduated from McNeese State University with a B.S. in mathematics. He was recognized in November 2005 with the McNeese State University 2005 Distinguished Alumnus Award, becoming the 19th recipient of the award. In addition, he has an M.B.A. from Tulane University.

William C. Pate, Chief Marketing Officer – Retail Markets

William C. Pate is Chief Marketing Officer of BellSouth's Retail Markets, a multi-billion dollar division that provides voice, Internet, entertainment and wireless products and services to consumers and small businesses.

Mr. Pate is responsible for promotions, advertising, strategic planning, business development, market research, competitive analysis, pricing and product and lifecycle management.

Prior to joining BellSouth in 1996, Mr. Pate was a marketing executive with MCI telecommunications. He has also worked in agencies, associations and the non-profit sector. His work has been recognized by numerous organizations including The American Marketing Association, The Public Relations Society of America, and The International Association of Business Communicators and Advertising Age.

Mr. Pate has also held many leadership roles outside of BellSouth, including chairman of the board of the Chick-fil-A Peach Bowl and the Atlanta Convention and Visitors bureau. He is currently Chairman of the Atlanta Sports Council and is a member of the Georgia State University Board of Trustees.

Mr. Pate serves on the board of directors of The Ad Council, the Association of National Advertisers, The Metro Atlanta Chamber of Commerce and The Alliance Theater of Atlanta. He is a member of the American Advertising Federation and the Public Relations Society of America.

He is an Atlanta native and received his undergraduate and graduate degrees from Georgia State University.

E.C. (Eddy) Roberts, Jr., State President – Kentucky

E.C. (Eddy) Roberts, Jr. is State President - Kentucky for BellSouth, which provides telecommunications products and services to over 850,000 million customers throughout the state. His responsibilities include planning, organizing and directing the Regulatory, Corporate and External Affairs for BellSouth Telecommunications' operations in Kentucky.

A native of Birmingham, Alabama, he was graduated from the University of Alabama in 1972 with a Bachelor of Science degree in marketing. In 1973, he received a Master's Degree in Business Administration from the University of Alabama. He began his career in 1973 as a supervisor in South Central Bell's Executive Department in Alabama. Prior to assuming his current responsibilities, he served in a variety of positions throughout the company before moving to Louisville in 1991, becoming regional vice president in the regulatory department before his current assignment.

His civic activities include: Greater Louisville Inc. Executive Committee/Former Chairman of the Board; Greater Louisville Fund for the Arts Executive Committee/Former Chairman of the Board; Baptist Hospital East Administrative Board Chairman; Baptist Healthcare System Board/Executive Committee, Chairman Government Relations Committee and member of Governance Committee; University of Louisville Board of Overseers and Executive Committee, Chairman; Center for Information Technology Enterprise Board of Advisors; WDRB TV Editorial Advisory Board; Centre College Board of Trustees; and Regional Leadership Coalition Board.

David W. Scobey, Jr., President – Retail Markets

David W. Scobey, Jr., is president of BellSouth Retail Markets, a multi-billion dollar business unit backed by award-winning customer service that offers the most comprehensive and innovative package of voice, Internet, entertainment and wireless services available in the market.

Mr. Scobey demonstrates strong leadership skills and has earned a reputation creating successful teams focused on customers, results and developing people. Within leadership circles, he is known as a change-management expert and an advocate for small businesses. He contributed ideas and vision to *The Customer-Approved Small Business*, a book providing real-world advice on how to grow and develop a small business.

During his 28-year career at BellSouth, Mr. Scobey has held many leadership positions across the corporation, including president of BellSouth Small Business Services and BellSouth Long Distance. As president of BellSouth Long Distance, he prepared the business unit for all aspects of its nine-state long distance launch, the largest product roll-out in BellSouth's history. He began his career in network engineering and operations, and moved on to product development, product management, marketing and sales. He also held leadership positions in BellSouth Telecommunications, BellSouth Advertising and Publishing – The Real Yellow Pages, and at BellSouth headquarters.

An active member in his community, Mr. Scobey serves on the Industrial Advisory Board for the Auburn University School of Electrical Engineering, the President's Council at Harding University and the Board of Elders at the North Atlanta Church of Christ. He was the recipient of the 2005 Distinguished Auburn Engineer Award and the Lipscomb University Christian Businessman of the Year for 2005. Mr. Scobey was also honored in 2005 by being named to the State of Alabama Engineering Hall of Fame. In addition, he volunteers his skills as a private and instrument-rated pilot for charitable causes.

A native of Nashville, Tenn., Mr. Scobey holds a Bachelor of Science degree in Electrical Engineering from Auburn University, and completed the Advanced Management Program at Harvard University in Boston, Mass.

Richard D. Sibbernsen, Vice President – Human Resources

Richard D. Sibbernsen is Vice President - Human Resources and an officer of BellSouth Corporation headquartered in Atlanta.

He joined BellSouth Oct. 1, 1997. In his position, he is responsible for the development and direction of human resource strategies, plans, programs and policies corporate-wide. He also is responsible for leadership and executive development, succession planning, and overall corporate education.

Prior to joining BellSouth, Mr. Sibbernsen was head of corporate human resources for TNT Limited, the worldwide transportation company based in Sydney, Australia. He also spent 18 years at Tenneco Inc. and a number of its subsidiaries in various Human Resources positions of increasing responsibility. When he left Tenneco in 1993, he was Senior Vice President of Corporate Relations at the company's J. I. Case subsidiary.

A native of Omaha, Neb., Mr. Sibbernsen graduated Phi Beta Kappa with a Bachelor of Arts degree from Marquette University in 1971, and earned a law degree from Creighton University in 1974.

William L. Smith – Chief Technology Officer

William L. Smith is Chief Technology Officer for BellSouth Corporation. In this role, he is responsible for setting the technology direction of BellSouth's core infrastructure. His department includes, network and operations technology, Internet protocol (IP) applications, next generation strategy as well as BellSouth Entertainment, LLC.

A native of Asheville, North Carolina, he attended North Carolina State University at Raleigh, where he graduated with honors in 1979.

Mr. Smith began his career with BellSouth in 1979 and moved through a variety of job responsibilities over the next several years. He has been involved in BellSouth's advanced technology efforts since returning from an assignment at Bell Communications Research in New Jersey in 1987. He has held a number of assignments dealing with a variety of issues including technology, operations, marketing, and public policy. He was also an active participant in National and International Telecommunications Standards. Most recently Bill was responsible for BellSouth's DSL, Internet and wholesale business units.

Mr. Smith also serves as Chairman of the Board of the Alliance for Telecommunications Industry Solutions (ATIS); a Washington, D.C. based technical planning and standards organization serving the telecommunications industry. He serves on the Board of Directors of eAccess, Ltd., a communications firm based in Tokyo, Japan. He is also involved in a number of organizations

within the Atlanta community, including serving on the Executive Board of the Atlanta Area Council of the Boy Scouts of America, and as Chairman of the Board of the Make-A-Wish Foundation of Georgia and Alabama. Mr. Smith is also on the Board of Advisors for the Graduate School at North Carolina State University.

Krista S. Tillman, State President – North Carolina

Krista S. Tillman was named State President - North Carolina in June 2000. In this position, she is responsible for the state operations for North Carolina including the external community, regulatory and public policy.

She was named an officer of BellSouth Telecommunications and President of Small Business Services in October of 1997. In that position, she was responsible for all customer operations for BellSouth's 1.1 million small business customers.

Ms. Tillman career began in 1979 as an engineer with Southern Bell. Her rise in the organization brought positions of increasing responsibility with switch and services planning, network implementation, market analysis and new business development. She served a two-year assignment at Bellcore in New Jersey where she worked closely with other Regional Bell Operating Companies on public policy and regulatory issues. She also served as Operations Vice President for BellSouth Interconnection Services where she was responsible for the ordering, testing, maintenance, billing and collections for all carrier services. She has also held positions in the Strategic Management Unit of BellSouth Telecommunications, Market and Business Analysis at BellSouth Enterprises, Public Policy Planning at Bellcore and Network Planning and Engineering at Southern Bell.

Ms. Tillman has a Masters of Science Degree in Applied Statistics from Georgia Institute of Technology and a Bachelors of Science in Mathematics from Georgia State. She has participated in the executive management development programs at Emory Business School and the Management Leadership Institute of Boston University.

Ms. Tillman currently serves as the Chair of the Board of Trustees of the University of North Carolina at Wilmington. She is a past chair of the Charlotte Center City Partners and the North Carolina Business Committee for Education. She is a trustee of the North Carolina Blumenthal Performing Arts Center, Communities in Schools of Charlotte-Mecklenburg, Presbyterian Healthcare/Novant Health and the BellSouth Foundation. She also serves as a member of the Central Piedmont Community College President's Council, the Charlotte-Mecklenburg Task Force to Study Charlotte-Mecklenburg Schools' Structure and Governance, and the 2006 Charlotte Metro Heart Walk Executive Committee

She is a member of the Business Advisory Council of Belk Business College at the University of North Carolina – Charlotte, the Phillip O. Berry Academy of Technology Advisory Board and the Mint Museum Advisory Board.

Previous affiliations include co-chair of the State Board of Education Select Committee on lateral Entry, co-chair of the Governor's Education First Commission and chair of the Oversight Committee for Greater Enrichment programs.

Lynn A. Wentworth, Vice President and CFO Communications Group

Lynn A. Wentworth is vice president and chief financial officer-Communications Group of BellSouth Corporation, headquartered in Atlanta.

In addition to serving as chief financial officer for BellSouth's domestic operations, she has responsibility for corporate financial planning.

Ms. Wentworth has held a variety of positions across the company since joining BellSouth in 1985, including in departments handling tax, strategic planning, investor relations, financial planning and treasury. In addition, her experience includes financial and operational leadership positions in BellSouth Cellular, BellSouth Long Distance, and Georgia Consumer Operations. Prior to joining BellSouth, she held various tax and audit positions in public accounting.

She currently serves on the board for The Community Foundation of Atlanta. She is BellSouth's executive sponsor for the March of Dimes WalkAmerica campaign and a tutor at C.W. Hill Elementary School, an inner-city public school in Atlanta. Ms. Wentworth previously served on the Governor's Task Force on Receivables Management under the Commission for a New Georgia, and on the board for the Georgia affiliate of the National Alliance for the Mentally Ill and the Council for Battered Women (now Partnership Against Domestic Violence). She is a graduate of Georgia 100, a mentoring program for outstanding women in business and is a mentor in BellSouth's formal mentoring programs.

Ms. Wentworth earned a Bachelor of Science in Business Administration degree from Babson College in Wellesley, Mass., a Master of Science in Taxation degree from Bentley College in Waltham, Mass., and a Master of Business Administration degree from Georgia State University. She is a certified public accountant. She is a member of the American Institute of Certified Public Accountants (AICPA) and the Georgia Society of Certified Public Accountants.