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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Magalie Roman Salas, Secretary
Federal Communications Commission
Room 222
1919 M Street, N. W.
Washington, D.C. 20554

Re: Joint Application of GTE Corp. and Bell Atlantic Corp. For Consent to
Transfer Control, CC Docket No. 98-184 (filed Oct. 2, 1998)

Dear Secretary Salas:

Prior to filing the captioned transfer application, the Commission's staff requested that the Applicants waive, on a limited basis, the confidentiality provisions governing the documents submitted to the Department of Justice in connection with its investigation of the merger of Bell Atlantic and GTE. The requested waiver would permit representatives of the Department to engage in discussions with the Commission's staff with respect to those documents and the status of the Department's investigation of the proposed merger, and would permit the Commission's staff to review on site the documents in the Department's possession.

Bell Atlantic and GTE have agreed to the Commission's request, on the understanding that the discussions with the Department will be treated as exempt *ex parte* presentations under section 1.1204 of the Commission's rules, and will not be disclosed except as required under that section. A copy of a letter to the Department reflecting this limited waiver is attached.

In addition, the Commission's staff indicated that the Commission may, at some future time, request that it be provided with copies of certain of the documents submitted to the Department, and that, if it does so, the documents will be made available to certain counsel to parties which participate in this proceeding under the terms of a protective order to be issued by the Commission. This protective order will also apply to any other confidential documents reviewed by the Commission in connection with the captioned license transfer application. We previously submitted a copy of a draft protective order that is identical in all material respects to the order issued in the SBC/Ameritech proceeding. A copy of that draft is attached.

The agreements and waivers set forth above are based on the Applicants' understanding that if, in connection with its decision in this proceeding the Commission relies upon or otherwise refers to the contents of any documents submitted to the

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Department, or any other confidential material, it will do so in the manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd 19985 (19997). In that Order, the Commission included its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned with any questions.

Sincerely,



Gordon R. Evans



Alan Ciamporero

Attachments

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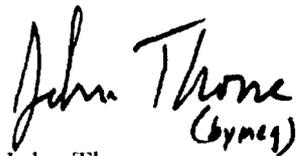
Ms. Hillary Burchuk
Telecommunications Task Force
Antitrust Division
U.S. Department of Justice
1401 H Street, N.W.
Suite 8000
Washington, D.C. 20554

Re: Bell Atlantic- GTE Merger

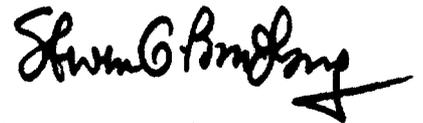
Dear Ms. Burchuk:

This letter confirms that Bell Atlantic and GTE agree to waive, on the limited basis described here, the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the documents furnished by Bell Atlantic or GTE to the Department of Justice in connection with its investigation of the proposed merger of Bell Atlantic and GTE. This waiver is granted to permit representatives of the Department to engage in discussions with representatives of the Federal Communications Commission with respect to those documents and the status of the Department's investigation of the proposed merger. This waiver also permits the Department to allow representatives of the Commission to review on site, but not copy, the documents in the Department's possession. This waiver is granted based on the understanding that the discussions will be treated as exempt *ex parte* presentations under section 1.1204 of the Commission's rules and will not be disclosed except as required under that section.

Sincerely,



John Thorne
Counsel for Bell Atlantic



Steven G. Bradbury
Counsel for GTE