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May 24, 2002

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

Re: Merger Conditions, *Bell Atlantic/GTE Merger Order*, CC Docket No. 98-184

Dear Ms. Dortch:

Yesterday, Mr. E. Shakin, Ms. A. Rakestraw and I, representing Verizon, met with Ms. S. Tetreault, Mr. A. Dale and Mr. M. Stone of the Enforcement Bureau regarding the above captioned proceeding. The Verizon representatives explained why the following investments should be credited to the out-of-region expenditures Verizon is obligated to make pursuant to the merger conditions.

NorthPoint: $90.4 million in out-of-region investment, of which $50.2 million to date has been identified as investment in out-of-region facilities.

Other out-of-region investment: $20.3 million. This includes $2.1 million investment in facilities for local switched voice services to out-of-region locations, and an additional $18.2 million for other out-of-region facilities capital expenditures.

These totals do not reflect all of Verizon's out-of-region expenditures to date, but only those that have been identified in the February 7, 2002 letter from Dee May to Dorothy Attwood, and related correspondence. Verizon reserves the right to detail additional investments in later filings.

Please do not hesitate to call if you have any questions.

Sincerely,

GR Evans

cc: S. Tetreault
A. Dale
M. Stone