



Qwest
1801 California Street, 10th Floor
Denver, Colorado 80202
Phone 303 383-6579
Facsimile 303 896-1107

Blair A. Rosenthal
Associate General Counsel

FILED VIA ECFS

March 25, 2005

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W., Room TW B204
Washington, DC 20554

Re: In the Matter of SBC Communications Inc. and AT&T Corp.
Applications for Approval of Transfer of Control, WC Docket
No. 05-65
Access to Confidential Information

Dear Ms. Dortch:

Enclosed for filing in the above-referenced proceeding is a letter from the undersigned to Gary Remondino of the Wireline Competition Bureau of the Federal Communications Commission. This submission is made to Mr. Remondino, along with the enclosed executed Acknowledgments of Confidentiality, pursuant to the procedures established by the March 10, 2005 *Order* and *Protective Order*, DA 05-635, *In the Matter of SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control, Order Adopting Protective Order*. Please include this filing as part of the record in WC Docket No. 05-65.

Thank you for your assistance with this matter. If you have any questions about this correspondence, please contact me at the above telephone number.

Sincerely,

/s/ Blair A. Rosenthal

cc: Gary Remondino, WCB, via e-mail at gary.remondino@fcc.gov
Counsel for parties on attached Certificate of Service

Enclosures



Qwest
1801 California Street, 10th Floor
Denver, Colorado 80202
Phone 303 383-6579
Facsimile 303 896-1107

Blair A. Rosenthal
Associate General Counsel

FILED VIA ECFS

March 25, 2005

Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: In the Matter of SBC Communications Inc. and AT&T Corp.
Applications for Approval of Transfer of Control, WC Docket
No. 05-65
Access to Confidential Information

Dear Mr. Remondino:

Enclosed for filing with the FCC in the above-referenced proceeding are the executed Acknowledgments of Confidentiality (that is, from Appendix B as attached to the March 10, 2005 *Order Adopting Protective Order*, DA 05-635, of the Wireline Competition Bureau), for the following employees of Qwest and its outside counsel:

- Richard Buckley – Staff Director, Public Policy for Qwest
- Robert Connelly – Vice President-Law for Qwest
- Ross Dino – Director, Law Dept. Resource Center for Qwest
- Richard Grozier – Lead Policy Rep, Law Dept. Resource Center for Qwest
- Susanne Mason – Director, Public Policy for Qwest
- Melissa Newman – Vice President, Federal Relations for Qwest
- Phillip Roselli – Associate General Counsel for Qwest
- Blair Rosenthal – Associate General Counsel for Qwest
- Gregory Smith – Manager, Public Policy for Qwest
- John Beahn – Outside Counsel for Qwest (Skadden, Arps, Slate, Meagher & Flom LLP)
- Antoinette Cook Bush – Outside Counsel for Qwest (Skadden, Arps, Slate, Meagher & Flom LLP)

These Qwest employees and outside counsel that have executed the enclosed Acknowledgments have also read the *Order* and *Protective Order*, and agree to be bound by the terms of those orders, including the obligation not to disclose any confidential information except as permitted by the orders. In addition, all of these persons are either in-house or outside

Mr. Gary Remondino
March 25, 2005

Page 2 of 2

counsel, or directly support in-house counsel, and thus disclosure of confidential information to them is permissible because they are “other employees . . . assisting Counsel in this proceeding[.]” (*see Protective Order* at para. 4). Qwest is submitting these executed Acknowledgments now, pursuant to the procedures established by the *Protective Order* (at para. 7), so that it can obtain access to any confidential material that is filed in WC Docket No. 05-65.

Qwest is serving these Acknowledgments on the counsel for the parties that filed applications in connection with the above-referenced proceeding, pursuant to paragraph 7 of the *Protective Order*, so that it may trigger on March 25, 2005 the start of the five-business-day waiting period for any confidential material filed to date by the parties.¹

If you have any questions about this matter, please contact me at the above telephone number.

Sincerely,

/s/ Blair A. Rosenthal

Enclosures

¹ As indicated on the attached Certificate of Service, Qwest is serving a copy of this correspondence, including the executed Acknowledgments of Confidentiality today via electronic mail on counsel of record for SBC Communications Inc. and AT&T Corp. (*see* para. 7 of the *Protective Order*).

APPENDIX B**Acknowledgment of Confidentiality****WC Docket No. 05-65**

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.

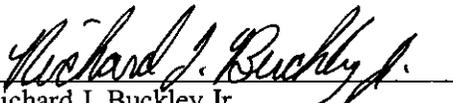
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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 4 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" as that term is used in the definition of In-House Counsel in paragraph 1 of the Protective Order.

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Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Order or Protective Order.

Executed at 1801 California St., this 21st day of March, 2005
Denver, CO 80202


Richard J. Buckley Jr.
Staff Director – Public Policy
1801 California St. #4760
Denver, CO 80202
(303) 896-1446

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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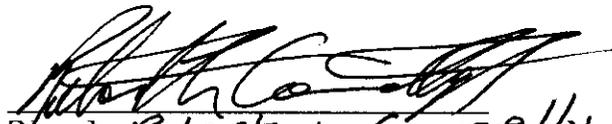
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Executed at Denver, CO this 22nd day of March, _____.



[Name] Robert L. Connelly, Jr.
 [Position] VP-Law
 [Address] 1801 California St., Ste 1000, Denver, CO
 [Telephone] 303-353-6747 80202

APPENDIX B**Acknowledgment of Confidentiality****WC Docket No. 05-65**

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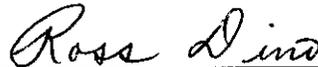
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Executed at Denver, Colo. this 21st day of March, 2005.



Ross Dino
Director, Resource Center
Qwest
1801 California Street, 10th Floor
Denver, Colo. 80202
303-383-6594

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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Executed at Denver this 22 day of March, 2005.



Richard Grozier
Lead Policy Rep
1801 California Street, 10th Floor
303-383-6597

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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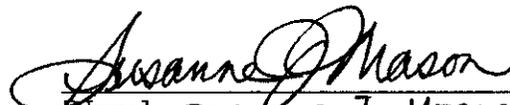
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Executed at Denver, CO this 21 day of March, 2005



[Name] Susanne J. Mason

[Position] Director - Public Policy

[Address] 1801 California Rm 4700, Denver, CO

[Telephone] 303-896-1020

APPENDIX B**Acknowledgment of Confidentiality****WC Docket No. 05-65**

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Executed at Qwest DC Office 607 14th St., NW, Washington, DC 20005 this 21st day of March, 2005.



Melissa Newman
V.P Federal Relations
607 14th St., NW, Washington, DC 20005
202-429-3120

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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Executed at Denver this 25th day of March, 2005

Philip J. Russell

[Name] Philip J. Russell
 [Position] Associate General Counsel, Quest
 [Address] 1801 California, Suite 1000, Denver, CO 80202
 [Telephone] 303-383-6613

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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Executed at Denver, CO this 24th day of March, 2005

Blair A. Rosenthal
 [Name] Blair A. Rosenthal
 [Position] Associate General Counsel, Qwest
 [Address] 1801 California St., 10th Floor
 [Telephone] Denver, Colorado 80202
 303-383-6879

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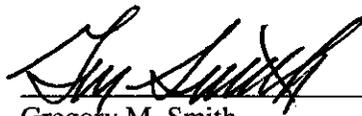
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Executed at ___Denver, Colorado___ this _21st day of March___, 2005.



Gregory M. Smith
Manager – Public Policy
Qwest
Suite 4700
1801 California St.
Denver, CO. 80202
303-965-8165

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Executed at Washington D.C. this 23RD day of March, 2005.



John M. Beahn
Associate
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Ave
Washington D.C. 20005
202-371-7392

APPENDIX B

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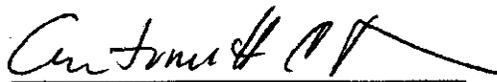
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Executed at Washington, D.C. this 23 day of March, 2005



Antoinette Cook Bush
Partner
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Avenue, N.W.
Washington, DC 20005
(202) 371-7230

CERTIFICATE OF SERVICE

I, Ross Dino, do hereby certify that I have caused the foregoing **LETTERS OF QWEST** to be: 1) filed with the FCC via its Electronic Comment Filing System in WC Docket No. 05-65; 2) served via electronic mail on counsel of record for SBC Communications Inc. and AT&T Corp., as indicated on the attached service list; and 3) served via electronic mail on a) Gary Remondino (gary.remondino@fcc.gov) of the Wireline Competition Bureau and b) the FCC's duplicating contractor, Best Copy and Printing, Inc. (fcc@bcpiweb.com).

/s/ Ross Dino _____
Ross Dino

March 25, 2005

Wayne Watts
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205

dw4808@sbc.com

Lawrence J. Lafaro
AT&T Corp.
Room 3A214
One AT&T Way
Bedminster, NJ 07921

llafaro@att.com

Peter J. Schildkraut
Counsel for SBC Communications Inc.
Arnold & Porter LLP
555 12th Street, N.W.
Washington, DC 20004

peter_schildkraut@aporter.com

David L. Lawson
Counsel for AT&T Corp.
Sidley Austin Brown & Wood LLP
1501 K Street, N.W.
Washington, DC 20005

dlawson@sidley.com