

# SWIDLER BERLIN LLP

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May 9, 2005

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

***Re: Applications for Consent to Transfer of Control of SBC Communications, Inc.  
and AT&T Corp., WC Docket No. 05-65***

Dear Ms. Dortch:

Today WilTel Communications, LLC ("WilTel") met with Commission staff to discuss the above-referenced application. Present on behalf of WilTel were Jeff Storey, President and Chief Executive Officer of WilTel; H. E. Scruggs, President, Asset Management Group, Leucadia National Corporation; Eric Branfman of Swidler Berlin LLP, and Peter Rohrbach of Hogan & Hartson. Present on behalf of the staff were the parties copied on this ex parte notice.

The purpose of the meeting was to discuss WilTel's reply comments to be filed in this matter, consistent with the attachment here that was provided to the staff. During the course of the meeting the parties also responded to assertions that have been made by SBC Communications Inc. ("SBC") concerning the service SBC offers under its Alliance Agreements with WilTel. WilTel also discussed the important role played by independent interexchange carriers in supplying service to VoIP providers and other emerging innovators. Finally, WilTel also noted that the transaction raised general questions for the nation's telecommunication market to be considered in the course of this proceeding, including how the merger would reduce competition in wholesale local network services, and therefore increase the need for regulatory action and conditions related to SBC's access rates.

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One electronic copy of this Notice is being submitted to the Office of the Secretary of the FCC in accordance with Section 1.120(b)(1) of the Commission's Rules.

Sincerely,



Eric J. Branfman

## Attachment

cc: Marcus Maher  
Joel Rabinowitz  
Neil Dellar  
Mark Uretsky  
David Krech  
Takeo Iijima  
Chuck Needy  
Rodger Woock  
Pam Megna  
Jim Bird  
C. Anthony Bush  
Paul Zimmerman  
Gail Cohen  
Jon Minkoff  
Craig Stroup  
Ben Childers  
Kent Nilsson  
Bill Dever  
Ann Bushmiller



## The WilTel-SBC Alliance

SBC already has a national network on even better and more “integrated” terms than are available to the systems integrators that the company characterizes as effective national competitors.

### 1. Background

- SBC and WilTel entered into a set of “Alliance Agreements” in February 1999 in anticipation of SBC receiving 271 authority.
- For 6 years SBC and WilTel have worked together in what SBC has called “the largest corporate alliance in America.”

### 2. Features

- Supply SBC with nationwide wholesale voice and data services.
- SBC provides platform services for WilTel.
- Integrated product and technology development as well as marketing.

### 3. Joint Governance by SBC and WilTel

- An officer-level Alliance Council directs the overall goals of the Alliance.
- A Network Transport and Technology Alliance Committee jointly designs, plans and implements the WilTel network architecture and infrastructure.
- Multiple other Alliance committees jointly address other functional areas, including: Service Assurance, Service Delivery, Product Development, Sales and Marketing, Platform/Wholesale Committee, Information Technology, International and Finance.

### 4. Services

- Complete voice services portfolio (One plus, toll free, card, operator, DA, IP-enabled)
- Data services (WAN, frame relay, ATM, optical wave, private line)
- IP services (dedicated internet access, IP VPN)
- Video (videoconferencing, video transport)

5. Network

- Ubiquitous nationwide network with 30,000 miles of lit fiber, OC192 IP backbone, 19 domestic voice switches, 2 international gateways accommodating 12,500 interconnection points.
- SBC owns the AIN platform that controls routing and features of the WilTel voice network.
- 100% on-net nationwide FG-D, fully SS7-enabled.
- Network is scalable with next generation components; 96 fibers in every build and multiple conduits for future expansion.

6. Service Quality

- Service levels developed based on industry benchmarks and monitored by joint Service Assurance Committee. WilTel has been recognized by Atlantic ACM as the number one wholesale carrier in service metrics for three consecutive years.
- SBC has visibility into multiple WilTel systems for network management and coordination, and the two companies work jointly to address service issues.
- SBC has direct order entry for services on the WilTel network.
- SBC fraud monitoring boxes are deployed throughout network.
- Call detail records sent to SBC daily.

7. Customer Success

- In 2004: tens of billions of domestic MOUs, billions of international MOUs, millions of customers.
- SBC successfully markets to enterprise and government customers.