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May 11, 2005

ATTORNEYS AT LAW

VIA ECFS

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

Re: Order Adopting Protective Order in *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, WC Docket No. 05-65

Dear Mr. Remondino:

Pursuant to the Commission's March 10, 2005 Order Adopting Protective Order in *SBC Communications Inc. and AT&T Corp. Applications for Approval of Transfer of Control*, WC Docket No. 05-65, attached are Acknowledgements of Confidentiality (Attachment B) executed by William P. Hunt, John M. Ryan, Tom Boasberg, and Cindy Schonhaut of Level 3 Communications, LLC, and John Nakahata of Harris, Wiltshire & Grannis. Copies of this letter and the attached Acknowledgements of Confidentiality are being served on counsel for SBC Communications Inc. and AT&T Corp.

Please contact me at 202 730 1300 with any questions regarding this submission.

Sincerely,

A handwritten signature in black ink, appearing to read "John Nakahata", is written over a horizontal line.

John Nakahata
Counsel to Level 3 Communications LLC

Enclosures

cc. Counsels of Record for Parties on Attached Certificate of Service

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.

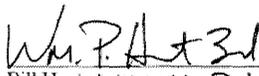
Without limiting the foregoing, to the extent that I have any employment, affiliation or role with any person or entity other than a conventional private law firm (such as, but not limited to, a lobbying or public interest organization), I acknowledge specifically that my access to any information obtained 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.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped Confidential Documents are not duplicated except as specifically permitted by the terms of paragraph 9 of the Protective Order, and I certify that I have verified that there are in place procedures, at my firm or office, to prevent unauthorized disclosure of Stamped Confidential Documents or Confidential Information.

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

Executed at Broomfield, CO this 9 day of May, 2005.


~~Bill Hunt~~ WILLIAM P. HUNT III

Vice President
Level 3 Communications, LLC
1025 Eldorado Blvd
Broomfield, CO 80021
(720) 888-2516

Acknowledgment of Confidentiality

WC Docket No. 05-65

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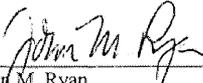
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Executed at Broomfield, CO this 9th day of May, 2005.



John M. Ryan
Senior Vice President
Level 3 Communications, LLC
1025 Eldorado Blvd
Broomfield, CO 80021
(720) 888-6150

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Executed at Broomfield, CO this 10 day of May, 2005.



Tom Boasberg
Senior Vice President
Level 3 Communications, LLC
1025 Eldorado Blvd
Broomfield, CO 80021
(720) 888-3232

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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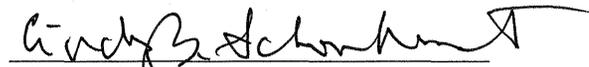
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Executed at 3:15 this 11th day of MAY, 2005.



Cindy Schonhaut
Director – Federal Regulatory
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021
(720) 888- 2794

APPENDIX B

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Executed at Washington DC this 10th day of May, 2005


 [Name] Partner
 [Position] Harris, Wiltshire & Grannis, LLP
 [Address] 1200 18th St, NW #1200
 Washington DC 20036
 202-730-1300

CERTIFICATE OF SERVICE

I, John Nakahata, do hereby certify that I have caused the foregoing Letter and Acknowledgements of Confidentiality 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 below; 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).

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John Nakahata