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May 27, 2005

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Room TW-325
445 12th Street, S.W.
Washington, DC 20554

**Re: Verizon Communications Inc. and MCI, Inc. Applications for Approval of
Transfer of Control, WC Docket No. 05-75
Submission of Acknowledgments Concerning Compliance with Second Protective
Order**

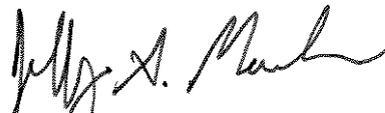
Dear Madam Secretary:

Pursuant to the protective order issued by the Federal Communications Commission (the "Commission") in the above-referenced matter, *Verizon Communications Inc. and MCI, Inc., Applications for Approval of Transfer of Control, Order Adopting Second Protective Order*, WC Docket No. 05-75 (DA 05-1538, rel. May 25, 2005) ("*Second Protective Order*"), enclosed herewith are Acknowledgements of Confidentiality (*Second Protective Order*, Attachment B) executed by each of Teresa D. Baer (Partner), E. Marcellus Williamson (Partner), Jeffrey A. Marks (Associate) and Douglas A. Svor (Project Assistant) of this firm, outside counsel to Global Crossing North America, Inc.

Pursuant to paragraph 7 of the Protective Order, copies of this letter and the enclosed Acknowledgements of Confidentiality are being served on counsel for Verizon Communications Inc. and MCI, Inc.

Please direct any communications regarding this submission to the undersigned.

Respectfully submitted,



Jeffrey A. Marks

Enclosures

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-75

I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Second 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 Second Protective Order is due solely to my capacity as Outside Counsel of Record or consultant to a party or other person described in paragraph 4 of the foregoing Second 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 Second Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Highly Confidential Documents and Highly Confidential Information are used only as provided in the Protective Order; and (2) Stamped Highly 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 Highly Confidential Documents or Highly 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 Washington, DC this 26th day of May, 2005

Teresa D. Baer

[Name] TERESA D. BAER

[Position] PARTNER, LATHAM + WATKINS LLP

[Address] 555 ELEVENTH ST., NW, SUITE 1000,

[Telephone] 202-637-2226 WASHINGTON, DC 20004

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Executed at Washington DC this 27th day of May, 2005.

[Name] E. Marcellus Williamson

[Position] Partner

[Address] Cotton & Watkins, 555 11th St, NW

[Telephone] Washington, DC 20004-1304

202-637-2200

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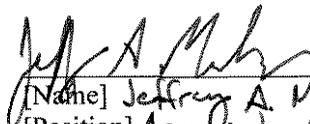
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Executed at Washington, DC this 27th day of May, 2005


[Name] Jeffrey A. Marks
[Position] Associate, Latham & Watkins LLP
[Address] 555 11th St. NW Ste. 1000, Washington DC 20004
[Telephone] 202-637-2120

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Executed at WASHINGTON DC this 26th day of May, 2005



[Name] DOUGLAS A. SIOR

[Position] PROJECT ASSISTANT, LATAM & WATERUS LLP

[Address] 555 11th Street NW Ste. 1000 WASHINGTON, DC 20004

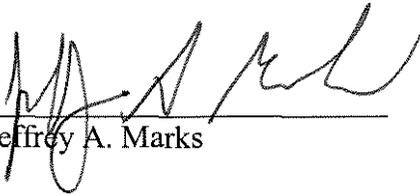
[Telephone] (202) 637-2111

CERTIFICATE OF SERVICE

I, Jeffrey A. Marks of Latham & Watkins, LLP, do hereby certify that on this 27th day of May, 2005, I caused to be served a true and correct copy of the foregoing Acknowledgements by delivering copies thereof via hand delivery to the following:

Nancy J. Victory
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, DC 20006
Counsel for Verizon Communications Inc.

Gil M. Strobel
Lawler, Metzger, Milkman & Keeney, LLC
2001 K Street, N.W., Suite 802
Washington, DC 20006
Counsel for MCI, Inc.



Jeffrey A. Marks