

June 7, 2005

*Via ECFS*

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

**RE: In the Matter of Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer of Control, WC Docket No. 05-75**

Dear Ms. Dortch:

Verizon Communications Inc. (“Verizon”) and MCI, Inc. (“MCI”) (collectively, “the Applicants”) are filing additional information to amend the parties’ applications to transfer control of MCI’s FCC licenses and authorizations to Verizon, filed in the above-referenced docket.

First, the Applicants hereby notify the Commission that, on May 17, 2005, Verizon closed on its agreement to purchase 43.4 million shares of common stock of MCI from Controladora de Servicios de Telecomunicaciones, S.A. de C.V.; Global Telecom LLC; Inmobiliaria Inbursa, S.A. de C.V.; Promotora Inbursa, S.A. de C.V.; Banco Inbursa S.A. Institucion de Banca Multiple Grupo Financiero Inbursa; Inmobiliaria para el Desarrollo de Proyectos, S.A. de C.V.; Orient Star Holdings LLC; and Commercial LLC. The shares have been transferred to a DOJ-approved trust (the “Trust”). Under the agreement with the DOJ, Verizon has no direct role in MCI management but may enforce the terms of its Merger Agreement and engage in lawful pre-merger planning. The trustee, former U.S. Attorney General Dick Thornburgh, will hold the shares on behalf of Verizon and will vote the shares in support of Verizon’s proposed acquisition of MCI at a future MCI shareholder meeting. If the transaction with MCI is consummated, or under certain other circumstances, the Trustee will transfer full ownership of the shares to Verizon. *See* Verizon Communications Inc., Schedule 13D, CUSIP No. 552691206 (filed May 17, 2005). Collectively, these shares represent an approximate 13.4 percent ownership stake in MCI. Accordingly, this letter notifies the Commission that the Trust is now a 10 percent or greater shareholder of MCI. Revised FCC Forms 602 for the Applicants to reflect this transaction are being filed concurrently with this letter.

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Second, this letter provides an updated and corrected description of the transaction structure by which Verizon will acquire control of MCI, incorporating previous amendments to date. This updated and corrected description is as follows:

Pursuant to an Agreement and Plan of Merger (the "Merger Agreement") dated as of February 14, 2005, as amended on March 4, 2005, March 29, 2005, and May 1, 2005, by and among Verizon and Eli Acquisition, LLC ("Eli"), a newly organized and direct, wholly-owned subsidiary of Verizon, on the one hand, and MCI, on the other, MCI shall merge into Eli. Eli shall be the surviving entity in the merger and shall remain a wholly-owned subsidiary of Verizon, and all property, rights, privileges, powers, and franchises of MCI and Eli shall vest in the surviving entity, and all debts, liabilities, and duties of MCI and Eli shall become the debts, liabilities and duties of the surviving entity. Under the terms of the Merger Agreement, MCI shareholders will receive a special cash dividend in the amount of \$5.60 for each MCI share owned plus the greater of 0.5743 Verizon shares for every MCI share or a sufficient number of Verizon shares to deliver \$20.40 of value (Verizon may elect to pay additional cash instead of issuing additional shares over the 0.5743 exchange ratio. In addition, the price is subject to a downward adjustment for certain MCI liabilities, including certain bankruptcy claims and international tax liabilities).

This updated and corrected description in no way alters the result of the transaction – that Verizon will acquire control of the FCC licenses and authorizations held by MCI and its subsidiaries.

Respectfully submitted,

/s/ Curtis L. Groves

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