

May 31, 2005

Jenner & Block LLP Chicago
601 Thirteenth Street, NW Dallas
Suite 1200 South Washington, DC
Washington, DC 20005-3823
Tel 202 639-6000
www.jenner.com

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

RECEIVED FILE COPY CONTROL

MAY 31 2005

Federal Communications Commission
Office of Secretary

Mark D. Schneider

**Re: REDACTED -- FOR PUBLIC INSPECTION
Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer
of Control (WC Docket No. 05-75) SUPPLEMENTAL FILING**

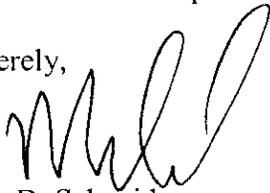
Dear Ms. Dortch:

This letter provides notice for the public record that, on behalf of MCI, Inc. ("MCI"), undersigned counsel today transmitted to the Commission certain supplemental material in the above-named matter – including highly confidential material subject to the Second Protective Order¹ adopted in this proceeding. This material pertains to and supplements MCI's filing of May 26, 2005. Specifically, MCI is filing today: Highly Confidential Exh. 3(c) (redacted); Highly Confidential Exh. 5(c) (redacted); a public copy of Exh. 3(a)(2); and a supplemental version of Highly Confidential Exh. 10(f) (redacted).

Pursuant to our prior agreement, MCI will file two paper copies of today's redacted exhibits. As required by the Protective Order, MCI is also submitting separately a copy of today's confidential, unredacted exhibits, and two electronic copies of today's exhibits.

As specified in the May 5th request and pursuant to conversations with FCC staff, Gary Remondino will be provided with five electronic copies of the confidential, unredacted exhibits.

Sincerely,



Mark D. Schneider

MDS:clo

¹ See *Verizon Communications Inc. and MCI, Inc. Applications for Approval of Transfer of Control*, WC Docket No. 05-75, DA 05-1538, ¶ 1 & Appendix A (FCC rel. May 25, 2005).

No. of Copies rec'd. 0+1
List ABOVE

In the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

RECEIVED

MAY 31 2005

Federal Communications Commission
Office of Secretary

In the Matter of)

Verizon Communications Inc. and)
MCI, Inc. Applications for)
Approval of Transfer of Control)

WC Docket No. 05-75

**RESPONSE OF MCI, INC.
TO THE COMMISSION'S MAY 5, 2005,
INFORMATION AND DOCUMENT REQUEST**

SUPPLEMENTAL PUBLIC INSPECTION MATERIAL

**REDACTED - FOR PUBLIC INSPECTION - SUBJECT TO SECOND PROTECTIVE
ORDER IN WC DOCKET NO. 05-75**

May 31, 2005

INDEX

MCI Exhibit 3(a)(2): Verizon Region MSAs List

MCI Exhibit 3(c) Highly Confidential: Number of Data Lines by Capacity

MCI Exhibit 5(c) (Redacted): Private Line Service Revenues and Circuits

MCI Exhibit 10(f) (Redacted): Dedicated Internet Connectivity Services May 27, 2005
Price List



A

MSA's that Include Verizon Territory

1999 MSA/PMSA Name

Akron, OH PMSA
Albany-Schenectady-Troy, NY MSA
Allentown-Bethlehem-Easton, PA MSA
Altoona, PA MSA
Ann Arbor, MI PMSA
Appleton-Oshkosh-Neenah, WI MSA
Asheville, NC MSA
Atlantic-Cape May, NJ PMSA
Augusta-Aiken, GA-SC MSA
Austin-San Marcos, TX MSA
Bakersfield, CA MSA
Baltimore, MD PMSA
Bangor, ME MSA
Barnstable-Yarmouth, MA MSA
Beaumont-Port Arthur, TX MSA
Bellingham, WA MSA
Benton Harbor, MI MSA
Bergen-Passaic, NJ PMSA
Binghamton, NY MSA
Bloomington, IN MSA
Bloomington-Normal, IL MSA
Boston, MA-NH PMSA
Brazoria, TX PMSA
Bridgeport, CT PMSA
Brockton, MA PMSA
Brownsville-Harlingen-San Benito, TX MSA
Bryan-College Station, TX MSA
Buffalo-Niagara Falls, NY MSA
Burlington, VT MSA
Canton-Massillon, OH MSA
Champaign-Urbana, IL MSA
Charleston-North Charleston, SC MSA
Charleston, WV MSA
Charlotte-Gastonia-Rock Hill, NC-SC MSA
Charlottesville, VA MSA

Chicago, IL PMSA
Cincinnati, OH-KY-IN PMSA
Cleveland-Lorain-Elyria, OH PMSA
Columbia, SC MSA
Columbus, OH MSA
Corpus Christi, TX MSA
Cumberland, MD-WV MSA
Dallas, TX PMSA
Danbury, CT PMSA
Danville, VA MSA
Davenport-Moline-Rock Island, IA-IL MSA
Dayton-Springfield, OH MSA
Decatur, IL MSA
Detroit, MI PMSA
Dover, DE MSA
Dutchess County, NY PMSA
Elkhart-Goshen, IN MSA
Elmira, NY MSA
Erie, PA MSA
Evansville-Henderson, IN-KY MSA
Fitchburg-Leominster, MA PMSA
Flint, MI PMSA
Florence, SC MSA
Fort Wayne, IN MSA
Fort Worth-Arlington, TX PMSA
Fresno, CA MSA
Galveston-Texas City, TX PMSA
Gary, IN PMSA
Glens Falls, NY MSA
Grand Rapids-Muskegon-Holland, MI MSA
Greenville-Spartanburg-Anderson, SC MSA
Hagerstown, MD PMSA
Hamilton-Middletown, OH PMSA
Harrisburg-Lebanon-Carlisle, PA MSA
Honolulu, HI MSA
Houston, TX PMSA
Huntington-Ashland, WV-KY-OH MSA

Indianapolis, IN MSA
Jackson, MI MSA
Janesville-Beloit, WI MSA
Jersey City, NJ PMSA
Johnson City-Kingsport-Bristol, TN-VA MSA
Johnstown, PA MSA
Kalamazoo-Battle Creek, MI MSA
Kankakee, IL PMSA
Kenosha, WI PMSA
Kokomo, IN MSA
Lafayette, IN MSA
Lakeland-Winter Haven, FL MSA
Lancaster, PA MSA
Lansing-East Lansing, MI MSA
Lawrence, MA-NH PMSA
Lewiston-Auburn, ME MSA
Lima, OH MSA
Longview-Marshall, TX MSA
Los Angeles-Long Beach, CA PMSA
Louisville, KY-IN MSA
Lowell, MA-NH PMSA
Lynchburg, VA MSA
Madison, WI MSA
Manchester, NH PMSA
Mansfield, OH MSA
McAllen-Edinburg-Mission, TX MSA
Merced, CA MSA
Middlesex-Somerset-Hunterdon, NJ PMSA
Milwaukee-Waukesha, WI PMSA
Monmouth-Ocean, NJ PMSA
Myrtle Beach, SC MSA
Nashua, NH PMSA
Nassau-Suffolk, NY PMSA
New Bedford, MA PMSA
New London-Norwich, CT-RI MSA
New York, NY PMSA
Newark, NJ PMSA

Newburgh, NY-PA PMSA
Norfolk-Virginia Beach-Newport News, VA-NC MSA
Oakland, CA PMSA
Orange County, CA PMSA
Parkersburg-Marietta, WV-OH MSA
Peoria-Pekin, IL MSA
Philadelphia, PA-NJ PMSA
Pittsburgh, PA MSA
Pittsfield, MA MSA
Portland, ME MSA
Portland-Vancouver, OR-WA PMSA
Portsmouth-Rochester, NH-ME PMSA
Providence-Fall River-Warwick, RI-MA MSA
Raleigh-Durham-Chapel Hill, NC MSA
Reading, PA MSA
Richland-Kennewick-Pasco, WA MSA
Richmond-Petersburg, VA MSA
Riverside-San Bernardino, CA PMSA
Roanoke, VA MSA
Rochester, NY MSA
Rockford, IL MSA
Sacramento, CA PMSA
Saginaw-Bay City-Midland, MI MSA
St. Louis, MO-IL MSA
Salem, OR PMSA
Salinas, CA MSA
San Angelo, TX MSA
San Antonio, TX MSA
San Francisco, CA PMSA
San Jose, CA PMSA
San Luis Obispo-Atascadero-Paso Robles, CA MSA
Santa Barbara-Santa Maria-Lompoc, CA MSA
Santa Rosa, CA PMSA
Sarasota-Bradenton, FL MSA
Scranton-Wilkes-Barre-Hazleton, PA MSA
Seattle-Bellevue-Everett, WA PMSA
Sharon, PA MSA

Sheboygan, WI MSA
Sherman-Denison, TX MSA
South Bend, IN MSA
Spokane, WA MSA
Springfield, IL MSA
Springfield, MA MSA
Stamford-Norwalk, CT PMSA
State College, PA MSA
Steubenville-Weirton, OH-WV MSA
Stockton-Lodi, CA MSA
Sumter, SC MSA
Syracuse, NY MSA
Tacoma, WA PMSA
Tampa-St. Petersburg-Clearwater, FL MSA
Terre Haute, IN MSA
Toledo, OH MSA
Trenton, NJ PMSA
Tyler, TX MSA
Utica-Rome, NY MSA
Ventura, CA PMSA
Victoria, TX MSA
Vineland-Millville-Bridgeton, NJ PMSA
Visalia-Tulare-Porterville, CA MSA
Washington, DC-MD-VA-WV PMSA
Wausau, WI MSA
Wheeling, WV-OH MSA
Williamsport, PA MSA
Wilmington-Newark, DE-MD PMSA
Worcester, MA-CT PMSA
Yakima, WA MSA
Yolo, CA PMSA
York, PA MSA
Youngstown-Warren, OH MSA
Yuba City, CA MSA

MCI Ex. 3(c) (Supplemental), Tab 2- Summary of Consolidation, Page 1

MktSegment	Period	MSA	MSAName	AccessLevel	SumOf Circuits	SumOfTotRevenue
------------	--------	-----	---------	-------------	----------------	-----------------



Private Line-Domestic

AccessLevel	Data
1992	DSO

Period	MSA	MSA Name	Circuits	Revenue	Circuits	Revenue	Circuits
--------	-----	----------	----------	---------	----------	---------	----------

MktgSegment
COMMERCIAL ACCOUNTS

DS0: Provides a dedicated interLATA private line service with analog and/or digital handoffs that are capable of supporting voice, data, and video communications. Includes Voice Grade Private Line (VGPL), an analog DS0 service with point-to-point up to 19.2 Kbps and multipoint up to 9.6 Kbps, as well as Digital DS0, with point-to-point from 2.4 Kbps to 64 Kbps and multipoint/multidrop from 2.4 Kbps to 56 Kbps.

DS1: Provides a dedicated interLATA private line service with analog and/or digital handoffs that are capable of supporting voice, data, and video communications. Includes fractional DS1 with digital point-to-point 112/128 kbps to 1288/1472 Kbps (multiples of 56/64 Kbps); DS1 digital point-to-point, full duplex at 1.544 Mbps; and NxDS1, which combines two-to-eight DS1s to create a high-speed facility from 3.088 Mbps to 12.352 Mbps.

DS3: Provides a dedicated interLATA private line service with analog and/or digital handoffs that are capable of supporting voice, data, and video communications. Provides digital point-to-point service for customers with high capacity requirements with full-duplex signals over fiber optic facilities at 44.736 Mbps.

SONET: STS-1 digital point-to-point service for customers with high capacity requirements with signals at 50 Mbps.

OC-3: Provides high quality, restorable point-to-point interLATA communications service with a SONET handoff over SONET self-healing ring technology at speed of OC-3 (155 Mbps), available with concatenation (full bandwidth) or channelized handoffs to the customer (ICB). This service meets customer demands for ultra high bandwidth for applications supporting business continuity, disaster recovery, multi-media, real-time imaging, consolidated voice/data/video, banking, and medical services.

OC-12 ("O12"): Provides high quality, restorable point-to-point interLATA communications service with a SONET handoff over SONET self-healing ring technology at speed of OC-12, available with concatenation (full bandwidth) or channelized handoffs to the customer (ICB). This service meets customer demands for ultra high bandwidth for applications supporting business continuity, disaster recovery, multi-media, real-time imaging, consolidated voice/data/video, banking, and medical services.

F

Whoelsale Burnstable Select -- Dedicated Internet-May 2005

Burnstable Per Meg T3	Non-Recurring Charge	Monthly Recurring Charge	Discount Range
5 Mbps port			
10 Mbps port			
15 Mbps port			
20 Mbps port			
25 Mbps port			
30 Mbps port			
35 Mbps port			
40 Mbps port			

Burnstable Per Meg OC3	Non-Recurring Charge	Monthly Recurring Charge	Discount Range
30 Mbps port			
40 Mbps port			
50 Mbps port			
60 Mbps port			
80 Mbps port			
100 Mbps port			
120 Mbps port			
135 Mbps port			

Burnstable Per Meg OC12	Non-Recurring Charge	Monthly Recurring Charge	Discount Range
50 Mbps port			
75 Mbps port			
100 Mbps port			
150 Mbps port			
200 Mbps port			
250 Mbps port			
300 Mbps port			
400 Mbps port			
500 Mbps port			

Burnstable Per Meg OC48	Non-Recurring Charge	Monthly Recurring Charge	Discount Range
200 Mbps port			
300 Mbps port			
400 Mbps port			
500 Mbps port			
600 Mbps port			
750 Mbps port			
1000 Mbps port			
1250 Mbps port			
1500 Mbps port			
1750 Mbps port			
2000 Mbps port			

GigE Port Only	Non-Recurring Charge	Monthly Recurring Charge	Discount Range
Port Speed			
75 Mbps port			
100 Mbps port			
150 Mbps port			
200 Mbps port			
250 Mbps port			
300 Mbps port			
300 Mbps port			
400 Mbps port			
500 Mbps port			
600 Mbps port			
750 Mbps port			

Wholesale Dedicated Internet Access--May 2005

DS1

Burnstable

Port Size

Non-Recurring Charge Monthly Recurring Charge

Discount Range

0-128K

129-256

257-384

384-512

513-1.5M

Shadow DS1

Price Protected

Public/Diverse

DS3

Shadow DS3

Price Protected

Public/Diverse

Tiered DS3

3Mbps

6

9

12

15

18

21

24

27

30

33

36

39

45

OC3

Shadow OC-3

Price Protected

Public/Diverse

Tiered OC3

60 Mbps

70

80

90

100

155

OC12

Shadow OC-12

Price Protected

Public/Diverse

Tiered OC12

150 Mbps

160

180

200

250

300

350

622

OC48

Shadow OC-48

Price Protected

Public/Diverse

2004/2005

MAE EXTENDED SERVICES

**MAE TRANSIT -
FULL INTERNET DEDICATED ROUTES**

**MAE TRANSIT -
PARTIAL INTERNET DEDICATED ROUTE ONLY**