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**Melissa E. Newman**  
Vice President-Federal Regulatory

EX PARTE

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June 16, 2005

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

RE: WC Docket No. 05-65 *In the Matter of SBC/AT&T Applications for Approval of Transfer of Control*; WC Docket No. 05-75 *In the Matter of Verizon/MCI Applications for Approval of Transfer of Control*

Dear Ms. Dortch:

On June 14, 2005, Gary Lytle and Melissa Newman of Qwest met with Commissioner Jonathan Adelstein, Scott Bergmann, Barry Ohlson, and Coriell Wright to discuss the above-named dockets.

Consistent with Qwest's comments in this proceeding, Qwest explained the concerns it has with the proposed mergers of SBC/AT&T and Verizon/MCI with particular focus on the enterprise business market. Qwest discussed its out-of-region operations, including the services Qwest provides out-of-region and the manner in which it provides these services, consistent with the ex partes Qwest has filed in these dockets. Specifically, Qwest is concerned about the impact on special access services offered by SBC and Verizon if the mergers were granted. Qwest believes that conditions are appropriate to ensure that other competing carriers can continue to gain access to the wholesale services they need to serve the enterprise business market.

Sincerely,

/s/ Melissa E. Newman

Copy to:  
Commissioner Jonathan Adelstein  
Barry Ohlson  
Scott Bergmann  
Coriell Wright