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June 6, 2005

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

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 Order[1] adopted in this proceeding. This material pertains to and supplements MCI's filing of May 26, 2005. Specifically, MCI is filing today additional materials that make up Highly Confidential Exh. 6(a)(1) (redacted), and an amended version of its narrative response to Specification 6(a)(1).

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, staff will be provided with electronic copies of the confidential, unredacted exhibits.

MCI's complete response to the May 5th request, including the materials referenced herein, will be made available for inspection, pursuant to the terms of the applicable protective order, at the offices of Jenner & Block LLP. Counsel for parties to this proceeding should contact Elaine Goldenberg at 202-637-6310 to coordinate access.

Sincerely,

Mark D. Schneider

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~~NON-PUBLIC~~

[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).

Specification 6:

According to paragraph 19 of the Declaration of Quintin Lew and Ronald H. Lataille, MCI owns local facilities in 39 different wire center clusters within Verizon's region. In paragraphs 20-25, Lew and Lataille declare that there are, generally, numerous providers of high-capacity local access services and that that the "combination of MCI and Verizon does not change the competitive landscape." In paragraph 7 of the Declaration of Jonathan P. Powell and Stephen M. Owens, state that in these 39 clusters, "MCI's local fiber networks span only a small part of each metropolitan area."

a. Separately for each MSA within Verizon's franchised territory in which MCI owns or leases facilities used to provide telephone exchange or exchange access service, provide in the form of lists and network maps of sufficiently precise detail a description of MCI's facilities, including the capacity of lit and number of strands of unlit fiber and the geographic area that practically can be reached by the network, via either (1) direct fiber connection or (2) special access loops or EELs. Please indicate the underlying facility ownership.

Amended Response to Specification 6(a):

In Highly Confidential Exhibit 6(a)(1) (redacted), MCI is providing maps of its local fiber networks. These maps identify whether the fiber facilities used in MCI's network are owned by MCI or leased from another carrier.

MCI has local networks that are largely or wholly within Verizon territory in 19 metropolitan areas. MCI is providing maps for 18 of these 19 metropolitan areas. In one of these MSAs –York-Hanover, PA – MCI's local network is very limited in scope; in fact, although MCI has on-net locations in the York-Hanover, PA metropolitan area that are associated with MCI's Philadelphia local network, those locations are served by MCI long distance network. MCI is not providing a network map for York-Hanover, PA because its local network in that area is very limited and because it does not maintain current network maps in the ordinary course of business. The maps that MCI is providing were prepared for merger-related reasons.

In an additional six metropolitan areas, MCI has local fiber networks that are largely within the territory of another incumbent LEC – Qwest, SBC, or BellSouth – but have small sections in Verizon territory. Those six MSAs are (1) Dallas-Fort Worth-Arlington, TX; (2)

Durham, NC; (3) Los Angeles-Long Beach-Santa Ana, CA; (4) Portland-Vancouver-Beaverton, OR-WA; (5) Seattle-Tacoma, WA; and (6) Bridgeport-Stamford-Norwalk, CT. The maps that MCI is providing for these metropolitan areas (other than Bridgeport-Stamford-Norwalk, CT) show the entire MCI local network in these areas, not just the section of MCI's network that is in Verizon territory. For Bridgeport-Stamford-Norwalk, CT, MCI's only wire center is in Greenwich, CT and so a network map is provided for that area only.

MCI also has collocations, but no local fiber, in five additional metropolitan areas – San Francisco-Oakland-Fremont, CA; Santa Barbara-Santa Maria-Goleta, CA; San Jose-Sunnyvale-Santa Clara, CA; and Poughkeepsie-Newburgh-Middletown, NY; and Reading, PA. These collocations are either "off-net," served over facilities leased from another carrier, or served directly by MCI's long distance network. As a result, no maps are provided for these areas.

The following table lists the metropolitan areas in which MCI has local fiber facilities that overlap with Verizon territory, provides the names of the MCI local network maps in Highly Confidential Exhibit 6(a)(1) that correspond to those areas, and provides the maps in each file. For larger cities, MCI is providing both an overview map and several more detailed maps.

Metropolitan Area	Network Map	Maps in File
Albany-Schenectady-Troy, NY	Albany	1
Allentown-Bethlehem-Easton, PA-NJ	Allentown	1
Baltimore-Towson, MD	Baltimore	6
Bridgeport-Stamford-Norwalk, CT	Greenwich	1
Boston-Cambridge-Quincy	Boston	15
Buffalo-Cheektowaga-Tonawanda, NY	Buffalo	1
Dallas-Fort Worth-Arlington, TX	Dallas	16
Durham, NC	Raleigh	1
Los Angeles-Long Beach-Santa Ana	Los Angeles	12
Manchester-Nashua, NH	Manchester Nashua	1 2
New York-Newark-Edison, NY-NJ-PA	Manhattan Long Island Newark Jersey City	18 3 1 3

	White Plains	1
Philadelphia-Camden-Wilmington, PA-NJ-DE	Philadelphia Wilmington	10 1
Pittsburgh, PA	Pittsburgh	1
Portland-South Portland, ME	Portland ME	2
Portland-Vancouver-Beaverton, OR-WA	Portland OR	1
Providence-New Bedford-Fall River, RI-MA	Providence	7
Richmond, VA	Richmond	4
Seattle-Tacoma-Bellevue, WA	Seattle	10
Springfield, MA	Springfield MA	1
Syracuse, NY	Syracuse	1
Tampa-St. Petersburg-Clearwater, FL	Tampa	8
Trenton-Ewing, NJ	Trenton	1
Washington-Arlington-Alexandria, DC-VA-MD-WV	Washington	18
Worcester, MA	Boston	15

Confidential Exhibit 6(a)(2) (redacted) provides the location and street addresses for MCI's local voice switches supporting services in Verizon's territory as of December 2004. One table shows those MCI local voice switches that are physically located in Verizon territory. The second table shows those MCI local voice switches that are located in the territory of another incumbent LEC but can, in some instances, serve rate centers in Verizon-West (former GTE) territory.

Confidential Exhibit 6(a)(3) (redacted) provides a list of MCI collocations in Verizon territory. The exhibit provides an indication of whether the collocation is served over MCI facilities ("on-net") or is served over leased facilities ("off-net"). The exhibit also provides the CLLI code of the Verizon central office, street address, and state, and an indication of whether the central office is in former Bell Atlantic/NYNEX territory ("Verizon") or is in former GTE territory ("Verizon West"). The information is provided as of December 31, 2004.

MCI's local core fiber network is constructed with a fiber cable containing between 288 and 432 fibers. The number of lit and unlit fibers varies along any given route by the method

used to connect building lateral routes to the core fiber cable. In other words, a specific number of lit/unlit fibers will exist between a local node and the first building lateral, a different number of lit/unlit fibers will exist between the first building lateral and the second building lateral and so on until the next local node. Therefore, the length of time required to research the number of lit and unlit fibers between each local node and building lateral, building lateral to building lateral, and building lateral to local node would be at least several months.

Nevertheless, MCI has been able to gather some data on the number of lit and unlit fibers by central office. Confidential Exhibit 6(a)(4) identifies the number of lit and unlit lateral fibers in central offices in Verizon territory (including former GTE territory) in which MCI is collocated and which are "on-net" for MCI (meaning they are reached by MCI-owned fiber). Information on the number and capacity of fibers for MCI collocations reached via leased facilities is not meaningful because MCI can always lease additional capacity.

The capacity of unlit fiber varies depending on the technology used to light the fiber. The ability to deploy optical technologies depends on a variety of factors, including cost, the nature of the services being provided, and the availability of adequate power, space, and other physical facilities at the ends of the fiber.

Information concerning MCI's "on-net" buildings is provided in MCI's response to specification 6(e).

Finally, specification 6(a) asks MCI to discuss "the geographic area that practically can be reached by the network, via either (1) direct fiber connection; or (2) special access loops or EELs." As a general matter, MCI, like any CLEC, can practically reach any area that can economically be served by extending its network through direct fiber connections or through special access loops or EELs. Whether it is economically feasible to serve a customer location

using MCI's own facilities depends on an analysis of the nonrecurring and recurring costs of extending MCI's network and the revenues that MCI would expect to earn from customers at that location. MCI is also able practically to reach all areas that can be served using special access or EELs depending on the availability and cost of special access or EELs (including any special construction costs) and the revenues that MCI would expect to earn from customers at that location.

MCI 6(a)(1)(supplemental) – Redacted

Greenwich, CT

REDACTED – FOR PUBLIC INSPECTION

MCI 6(a)(1) (supplemental) – Redacted

Allentown, PA

REDACTED – FOR PUBLIC INSPECTION

MCI 6(a)(1)(supplemental) – Redacted

Trenton, NJ

REDACTED – FOR PUBLIC INSPECTION