

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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JAKARTA, INDONESIA
MUMBAI, INDIA

August 18, 2005

BY ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th 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
and In the Matter of SBC Communications Inc. and AT&T Corp.
Applications for Approval of Transfer of Control, WC Docket No. 05-65
Acknowledgements of Confidentiality

Dear Ms. Dortch:

Enclosed for filing in the above-referenced proceedings is a letter from the undersigned to Mr. Gary Remondino of the Wireline Competition Bureau. The letter and attached Acknowledgments of Confidentiality were submitted to Mr. Remondino in accordance with paragraphs 7 of the March 10, 2005 *Order* and *Protective Order* (DA 05-647) and May 25, 2005 *Order* and *Second Protective Order* (DA 05-1538) issued by the Wireline Competition Bureau in WC Docket No. 05-75. Also enclosed are signed acknowledgements pursuant to the March 10, 2005 *Order* and *Protective Order* (DA 05-635) and May 9, 2005 *Order* and *Second Protective Order* (DA 05-1322) issued by the Wireline Competition Bureau in WC Docket 05-65. Copies of the letter and attachments were served upon the individuals listed on the attached Certificate of Service.

Kindly include this letter and its attachments in dockets WC 05-75 and WC 05-65.

KELLEY DRYE & WARREN LLP

Ms. Marlene H. Dortch
August 18, 2005
Page Two

Please contact the undersigned at (202) 955-9886 if you have any questions about this letter.

Respectfully submitted,



Denise N. Smith

Enclosures

KELLEY DRYE & WARREN LLP

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August 18, 2005

By ECFS

Mr. Gary Remondino
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: In the Matter of SBC Communications Inc. and AT&T Corp. Applications
for Approval of Transfer of Control, WC Docket No. 05-65 and In the
Matter of Verizon Communications Inc. and MCI, Inc. Applications for
Approval of Transfer of Control, WC Docket No. 05-75
Acknowledgements of Confidentiality

Dear Mr. Remondino:

Attached please find signed Acknowledgements of Confidentiality for Harry M. Davidow, Partner, Kelley Drye & Warren LLP and Karen Potkul, Vice President, Regulatory and External Affairs of XO Communications, Inc. in the above-referenced proceedings. Ms. Potkul is not involved in competitive decision-making for XO Communications.

Specifically, enclosed are signed acknowledgements pursuant to the March 10, 2005 *Order* and *Protective Order* (DA 05-635) and May 9, 2005 *Order* and *Second Protective Order* (DA 05-1322) issued by the Wireline Competition Bureau in WC Docket 05-65. Also enclosed are signed acknowledgments pursuant to the March 10, 2005 *Order* and *Protective Order* (DA 05-647) and May 25, 2005 *Order* and *Second Protective Order* (DA 05-1538) issued by the Wireline Competition Bureau in WC Docket No. 05-75.

Pursuant to Paragraphs 7 of those protective orders, copies of this letter have been served upon counsel for AT&T Corp., SBC Communications Inc., MCI, Inc. and Verizon Communications Inc. and this filing begins the five (5) business day waiting period after which the above-named individual may access confidential and highly confidential materials filed in these proceedings.

Mr. Gary Remondino
August 18, 2005
Page 2

Please contact the undersigned at (202) 955-9886 if you have any questions about this letter.

Respectfully submitted,



Denise N. Smith

Enclosures

Federal Communications Commission**DA 05-647****APPENDIX B****Acknowledgment of Confidentiality****WC Docket No. 05-75**

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

I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 1 of the Protective Order.

I acknowledge that it is my obligation to ensure that: (1) Stamped Confidential Documents and Confidential Information are used only as provided in the Protective Order; and (2) Stamped 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 Confidential Documents or 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 WALTHAM, MA this 18 day of AUGUST, 2005.



Karen Potkul
XO Communications
1924 Deere Avenue
Santa Ana, CA 92705
Phone: (949) 417-7766

Federal Communications Commission**DA 05-1538****APPENDIX B****Acknowledgment of Confidentiality****WC Docket No. 05-75**

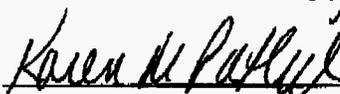
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential 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 WALTHAM MA this 18 day of August 2005.



Karen Potkul
XO Communications
1924 Deere Avenue
Santa Ana, CA 92705
Phone: (949) 417-7766

Federal Communications Commission

DA 05-635

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

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I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 1 of the Protective Order.

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Executed at WALTHAM, MA this 18 day of August, 2005.

Karen M Potkul

Karen Potkul
XO Communications
1924 Deere Avenue
Santa Ana, CA 92705
Phone: (949) 417-7766

Federal Communications Commission

DA 05-1322

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

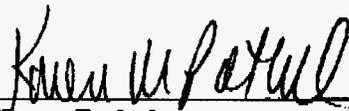
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Executed at WALTHAM, MA this 18 day of August, 2005.



Karen Potkul
XO Communications
1924 Deere Avenue
Santa Ana, CA 92705
Phone: (949) 417-7766

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

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Executed at New York this 17th day of August, 2005



Harry M. Davidow
Kelley Drye & Warren LLP
Partner
101 Park Avenue
New York, N.Y. 10178
Phone: (212) 808-7800

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-65

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

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Executed at New York this 17th day of August, 2005.



Harry M. Davidow
Partner
Kelley Drye & Warren LLP
101 Park Avenue
New York, N.Y. 10178
Phone: (212) 808-7800

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-75

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

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Executed at New York this 17 day of August, 2005.



Harry M. Davidow
Kelley Drye & Warren LLP
Partner
101 Park Avenue
New York, N.Y. 10178
Phone: (212) 808-7800

APPENDIX B

Acknowledgment of Confidentiality

WC Docket No. 05-75

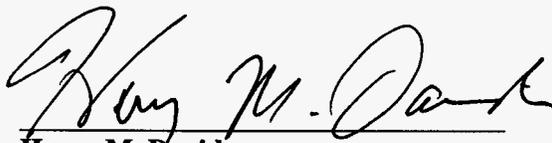
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Executed at New York this 17th day of August, 2005



Harry M. Davidow
Kelley Drye & Warren LLP
Partner
101 Park Avenue
New York, N.Y. 10178
Phone: (212) 808-7800

CERTIFICATE OF SERVICE

I, Patricia A. Bell, do hereby certify that a true and correct copy of the foregoing “Letter and Acknowledgements of Confidentiality,” in WC Docket Nos. 05-65 and 05-75, was served this 18th of August 2005, via electronic mail, hand delivery and/or first class mail, postage prepaid, upon the following:

Gary Remondino[^]
Wireline Competition Bureau
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554
gary.remondino@fcc.gov

Peter J. Schildkraut[†]
Counsel for SBC Communications Inc.
Arnold & Porter LLP
555 12th Street, NW
Washington, D.C. 20004

Gil M. Strobel[†]
Counsel for MCI, Inc.
Lawler, Metzger, Milkman & Keeney, LLC
2001 K Street NW, Suite 802
Washington, DC 20006

Nancy J. Victory[†]
Counsel for Verizon Communications Inc.
Wiley Rein & Fielding LLP
1776 K Street NW
Washington, DC 20006

Wayne Watts^{*}
SBC Communications Inc.
175 East Houston
San Antonio, TX 78205

David L. Lawson[†]
Counsel for AT&T Corp.
Sidley Austin Brown & Wood LLP
1501 K Street, NW
Washington, D.C. 20005

Lawrence J. Lafaro^{*}
AT&T Corp.
Room 3A214
One AT&T Way
Bedminster, NJ 07921


Patricia A. Bell

[^] Via electronic mail.
[†] Via hand delivery.
^{*} Via first class mail.