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Melissa E. Newman
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EX PARTE

File via ECFS

October 14, 2005

Marlene H. Dortch
Secretary
Federal Communications Commission
Room TW B-204
445 12th Street SW
Washington, DC 20554

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

Dear Ms. Dortch:

On October 12, 2005, Dick Notebaert, CEO, and Melissa Newman, Vice President-Federal Regulatory, of Qwest, met with Commissioner Michael Copps and Jessica Rosenworcel, Legal Advisor, to discuss the above-captioned dockets.

The purpose of the meeting was to discuss special access conditions in light of the proposed mergers of SBC/AT&T and Verizon/MCI and the proposed elimination of AT&T and MCI in the marketplace. The discussion was consistent with *ex partes* that Qwest has filed in these proceedings.

Most importantly, Qwest believes that the merged entities must be required to provide price discounts to carriers purchasing SBC and Verizon wholesale services in order to replicate the competitive pressure exerted on the wholesale market by AT&T and MCI today, and prevent abuses of SBC's and Verizon's market power in the future. In addition, Qwest discussed the need for nondiscrimination conditions and reciprocity if other carriers are to have a reasonable opportunity to compete against SBC/AT&T and Verizon/MCI post merger. In particular, we discussed the need for the merged entities to offer to other carriers any service arrangement that it offers to its partners/affiliates/business units under the same terms and conditions; not discriminate against other carriers to the benefit of each other; offer wholesale customers the

Marlene H. Dortch
October 14, 2005

Page 2 of 2

same terms and conditions the merged entity obtains from others (reciprocity); and deliver quality service on a timely and nondiscriminatory basis that allows purchasing carriers to meet their end user requirements.

Sincerely,

/s/Melissa Newman
Vice President-Federal Regulatory
Qwest

Copy to:

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