

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

WASHINGTON HARBOUR, SUITE 400

3050 K STREET, NW

WASHINGTON, D.C. 20007-5108

(202) 342-8400

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(202) 342-8451

www.kelleydrye.com

NEW YORK, NY
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JUL 15 2008

DIRECT LINE: 202-342-8614

EMAIL: dsmith@kelleydrye.com

Federal Communications Commission
Office of the Secretary

July 15, 2008

BY HAND DELIVERY

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

ORIGINAL

Re: *Notice of Ex Parte Presentation*: In the Matter of Petitions of Qwest Corporation for Forbearance Pursuant to 47 U.S.C. § 160(c) in the Denver, Minneapolis-St. Paul, Phoenix, and Seattle Metropolitan Statistical Areas, WC Docket No. 07-97

REDACTED FOR PUBLIC INSPECTION

Dear Ms. Dortch:

Yesterday, Carl Grivner, Heather B. Gold and Lisa Youngers of XO Communications, LLC ("XO"), Brad Mutschelknaus of Kelley Drye & Warren, LLP, and Kevin Joseph of The Joseph Group, met with Commissioner Jonathan S. Adelstein, and Scott Bergmann, Senior Legal Advisor for Wireline Issues to Commissioner Adelstein. During that meeting information was presented addressing Qwest's forbearance requests in Denver, Minneapolis, Phoenix and Seattle. Attached to this *Notice of Ex Parte Presentation*, is a redacted version of the presentation provided at the meeting.

In accordance with paragraph 14 of the *Second Protective Order*, dated June 1, 2007 (DA 07-2293) in the above-captioned proceeding, a copy of the presentation, containing Highly Confidential information is being submitted to your attention under separate cover.

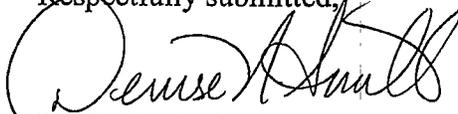
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KELLEY DRYE & WARREN LLP

Ms. Marlene H. Dortch
July 15, 2008
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Kindly date stamp the duplicate of this letter and return it to the courier. Please contact the undersigned at (202) 342-8614, if you have any questions about this letter.

Respectfully submitted,



Denise N. Smith

Enclosures



21st Century Communications

QWEST FORBEARANCE REQUESTS IN DENVER, MINNEAPOLIS, PHOENIX AND SEATTLE

Presentation by:

Carl Grivner, Chief Executive Officer, XO Communications

**Heather B. Gold, Senior Vice President/External Affairs,
XO Communications**

**Lisa Youngers, Director/Federal Regulatory, XO
Communications**

Brad Mutschelknaus, Kelley Drye & Warren LLP

Kevin Joseph, Principal, The Joseph Group

July 14, 2008

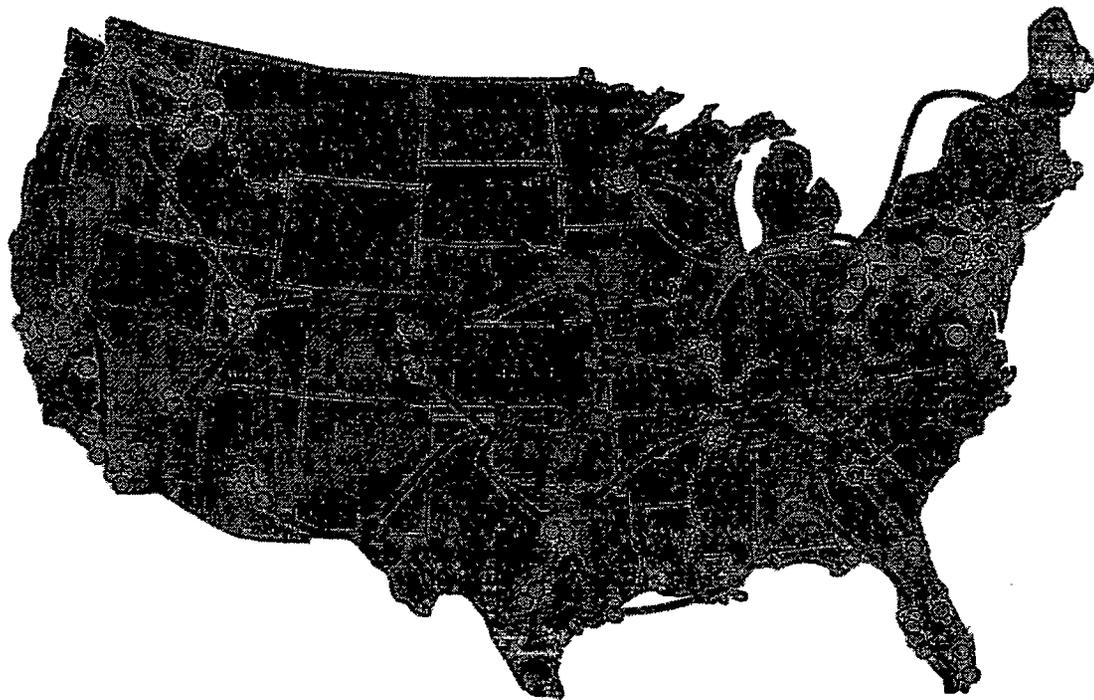
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XO Communications

For Public Inspection



XO HAS SERIOUS "SKIN IN THE GAME"



\$7+ Billion Network Investment

- 37 Metro networks in 75 Markets
- 60 Class 5 switches
- 100 Sonus Networks softswitches
- 4,000 Traffic Aggregation Points
- 1M Metro Fiber Miles
- OC-192 IP Network
- 18,000 Route Miles
- 1.2 terabytes Capacity

Fixed Wireless

- Average 1 GHz Spectrum in 81 Markets
- Deliver 10-622 Mbps Services

REDACTED

For Public Inspection



XO HAS BUILT FIBER BACKBONE NETWORKS IN EACH OF THE MSAs COVERED BY THE QWEST PETITIONS

- Minneapolis/St. Paul - 133 route miles (or 14,000 fiber miles)
- Seattle - 192 route miles (or 25,000 fiber miles)
- Phoenix - 90 route miles (or 10,000 fiber miles)
- Denver - 200 route miles (or 21,000 fiber miles)

REDACTED

For Public Inspection



**EVEN WITH XO'S ENORMOUS INVESTMENTS WE
MUST RELY ON ILEC LAST MILE FACILITIES**

- XO Relies on ILEC Loop Facilities to Provision the Last Mile
***[Begin Highly Confidential Information]**



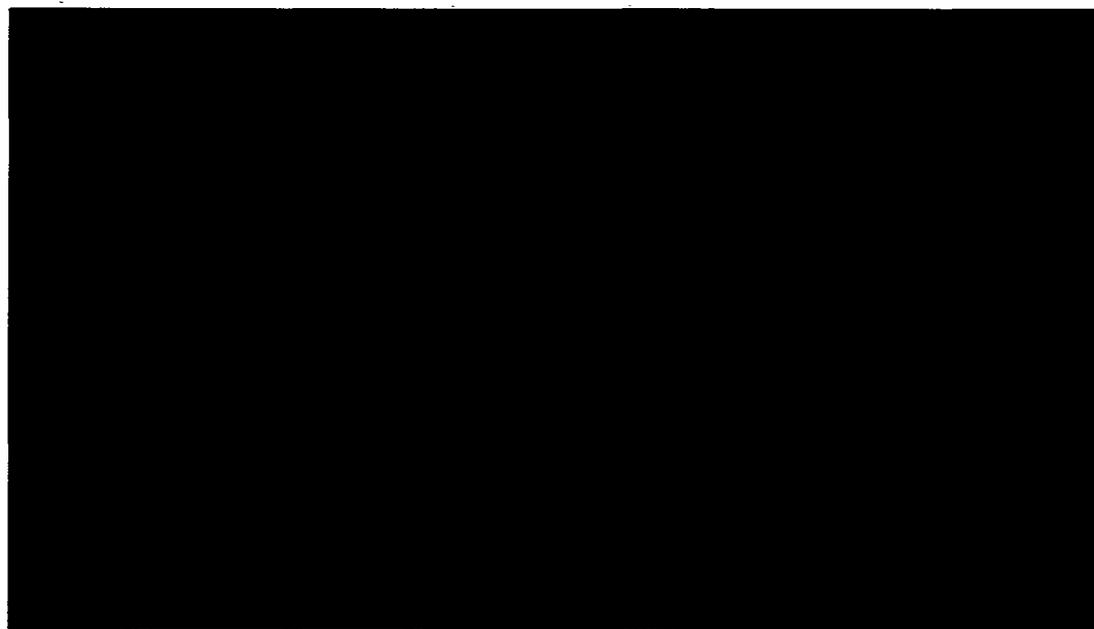
[End Highly Confidential Information]*

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**XO'S CURRENT FACILITIES-BASED LIT COMMERCIAL BUILDING
MARKET PENETRATION [BEGIN HIGHLY CONFIDENTIAL]**



[END HIGHLY CONFIDENTIAL]

REDACTED

For Public Inspection



**MOST COMMERCIAL BUILDINGS ARE TOO DISTANT FROM
XO'S FIBER BACKBONE NETWORKS TO JUSTIFY
CONSTRUCTION OF LATERALS**

[BEGIN HIGHLY CONFIDENTIAL]



[END HIGHLY CONFIDENTIAL]

REDACTED

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ALL CLECS COMBINED CONNECT WITH THEIR OWN FACILITIES TO A MINOR PORTION OF COMMERCIAL BUILDINGS IN THE AFFECTED MSAs

MSA	Total Number of Commercial Buildings in MSA	% of Commercial Buildings Served by Facilities-Based CLECs
Denver	104,385	0.24%
Minneapolis/ St. Paul	124,740	0.26%
Phoenix	127,763	0.17%
Seattle	127,880	0.18%

REDACTED

For Public Inspection



EVEN IN THE MOST COMPETITIVE WIRE CENTERS, ALL CLECS COMBINED CONNECT WITH THEIR OWN FACILITIES TO VERY FEW COMMERCIAL BUILDINGS

MSA	Wire Center with Highest Percentage of Commercial Buildings Served by Facilities-Based CLECs	Total Number of Commercial Buildings in Wire Center	Percentage of Commercial Buildings Served by Facilities-Based CLECs
Denver	ENWDCOMA	2433	2.28%
Minneapolis/ St. Paul	MPLSMNDT	1574	3.63%
Phoenix	PHNXAZSE	1095	1.46%
Seattle	STTLWael	666	3.15%

REDACTED

For Public Inspection



ALL CLECS COMBINED SELDOM CAN SERVE MORE THAN 5% OF THE AFFECTED COMMERCIAL MARKET OVER THEIR OWN FACILITIES

MSA	Number of Wire Centers in MSA with Facilities-Based CLEC Addressable Demand Market Share Between 0%-5%	Number of Wire Centers in MSA with Facilities-Based CLEC Addressable Demand Market Share Between 5%-10%	Number of Wire Centers in MSA with Facilities-Based CLEC Addressable Demand Market Share Between 10%-15%	Number of Wire Centers in MSA with Facilities-Based CLEC Addressable Demand Market Share Above 15%
Denver	41	3	3	0
Minneapolis/ St. Paul	133	6	1	0
Phoenix	72	4	0	0
Seattle	66	2	1	0

REDACTED

For Public Inspection



FIXED WIRELESS IS STILL AN EMERGING SOLUTION

- Early Success Has Largely Been in Cellular Backhaul and Diversity Solutions
- Given the State of the Available Technology, Fixed Wireless is NOT a Viable Alternative to UNEs at This Point

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QWEST HAS NOT PRODUCED DATA THAT MEETS ITS BURDEN OF PROOF FOR MASS MARKET SHARE LOSS

- White Page Directory Listing Data Showed Collective Competitor Market Share Far Below the Required Threshold in Denver, Minneapolis-St. Paul and Seattle
- Cox and Qwest Supplied Data Regarding Collective Competitive Market Share in Phoenix Fails the Test After Non-Qualifying Lines are Subtracted
 - Exclude QPP and resale lines from competitor tally
 - Omit cut-the-cord wireless from wireline market analysis; or, at a minimum:
 - Employ granular, market specific data from neutral source
 - Delete 18-24 year old age group
 - Not substitutable for business at any level and broadband services

REDACTED

For Public Inspection



GRANTING FORBEARANCE WOULD RESULT IN AN IMMEDIATE WHOLESALE COST INCREASE

- Cost-Based Rates for UNE Facilities Would Immediately be Re-priced at Non-Cost Based Special Access Prices
- Even When Purchased at Discounted Pricing Available Under Special Access Volume and Term Plans, the Increases in Monthly Recurring Charges Would be Prohibitive
 - **DS0 costs would triple**
 - **DS1 costs would increase 50%**
 - **DS3 costs would double**

REDACTED

For Public Inspection



STATE, LOCAL OFFICIALS AND PUBLIC INTEREST GROUPS HAVE CONDEMNED THE QWEST PETITION

- Arizona Corporation Commission
- Arizona State Attorney General's Office
- Members of Arizona House of Representatives and Senate
- City of St. Paul, Minnesota
- Colorado Public Utility Commission
- Consumer Federation of America
- Consumers Union
- Educause
- Free Press
- The Greater Metro Telecommunications Consortium (Denver)
- Media Access Project
- Minnesota Public Utilities Commission
- Minnesota Association of Telecommunications Administrators
- National Association of Telecommunications Officers and Advisors
- National Association of State Utility Consumer Advocates
- New America Foundation
- The New Jersey Division of Rate Counsel
- Public Knowledge
- U.S. Public Interest Research Group
- Washington State Attorney General's Office
- Washington Independent Business Association
- Washington Utilities and Transportation Commission

REDACTED

For Public Inspection