

Eric J. Branfman  
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January 26, 2011

**VIA ELECTRONIC FILING**

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

***Re: In the Matter of Special Access for Price Cap Local Exchange Carriers, WC Docket No. 05-25; AT&T Petition for Rulemaking to Reform Regulation of Incumbent Local Exchange Carrier Rates for Interstate Special Access Services, RM-10593***

Dear Ms. Dortch:

Pursuant to the Modified Protective Order and the Second Protective Order adopted in the above-referenced proceedings<sup>1</sup>, Acknowledgments of Confidentiality have been signed by Russell M. Blau and myself, Outside Counsel of Record to Level 3 Communications, LLC ("Level 3") and M. Renee Britt, Paralegal Specialist, and were filed and submitted into the record on November 1, 2010 and January 10, 2011, respectfully. None of these individuals are involved in "competitive decision-making activities" as defined in Paragraphs 4 and 5 of the Modified Protective Order and the Second Protective Order, respectively.

By copy of this letter, the undersigned hereby requests access to the Confidential and Highly Confidential versions of all documents that have been filed, or that may be filed in the future, in the above referenced proceedings including, but not limited to filings submitted by the following carriers--AT&T Inc., BT Americas, Inc., Cbeyond, Inc., Clearwire Corporation, Covad Communications Group, Inc., Integra Telecom, Inc., One Communications Corp., Qwest Communications International Inc., Sprint Nextel Corporation, T-Mobile USA, Inc., tw telecom inc., U.S. Cellular, Verizon, Verizon Wireless, Windstream Communications, Inc., and/or XO Communications, LLC, including responses to the Commission's Public Notice released on October 28, 2010.<sup>2</sup>

<sup>1</sup> *In the Matter of Special Access or Price Cap Local Exchange Carriers*, WC Docket No. 05-25, RM-10593, *Modified Protective Order*, DA 10-2075 (rel. Oct. 28, 2010); ("Modified Protective Order"); *Second Protective Order*, DA 10-2419 (rel. Dec. 27, 2010) ("Second Protective Order").

<sup>2</sup> "Data Requested in *Special Access NPRM*," WC Docket No. 05-25; RM-10593, Public Notice, DA 10-2073 (rel. Oct. 28, 2010).

Boston  
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Ms. Marlene H. Dortch, Secretary  
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Pursuant to Paragraphs 8 and 12 of the Modified Protective Order and the Second Protective Order respectively, we request that a complete set of the Confidential and Highly Confidential documents be provided to the undersigned, at cost.

Consistent with the terms of the Modified Protective Order and the Second Protective Order, the undersigned, Mr. Blau, and Ms. Britt agree not to make any additional copies of the unredacted documents provided in response to this request, although they may disclose some or all of the confidential information to other individuals who have signed the appropriate Acknowledgments of Confidentiality.

Copies of this letter and the signed Acknowledgments of Confidentiality are being served on counsel for the parties referenced in Paragraph 2 preceding.

Sincerely yours,



Eric J. Branfman  
Counsel to Level 3 Communications, LLC

cc: See Attached Service List

## APPENDIX A

## Acknowledgment of Confidentiality

WC Docket No. 05-25, RM 10593

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceedings, 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 advocacy 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.

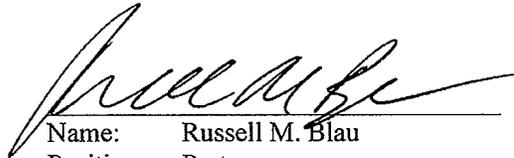
I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 4 of the Protective Order.

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 the Protective Order.

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 Protective Order.

Executed at Washington, D.C. this 2nd day of November, 2010.



Name: Russell M. Blau  
Position: Partner  
Bingham McCutchen LLP  
Address: 2020 K Street N.W.  
Washington D.C. 20006  
Telephone: 202-373-6035

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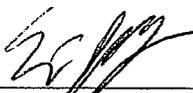
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Executed at Washington, D.C. this 2nd day of November, 2010.



Name: Eric J. Branfman  
Position: Partner  
Bingham McCutchen LLP  
Address: 2020 K Street N.W.  
Washington D.C. 20006  
Telephone: 202-373-6553

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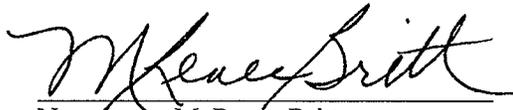
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Executed at Washington, D.C. this 2nd day of November, 2010.



Name: M. Renee Britt  
Position: Paralegal Specialist  
Bingham McCutchen LLP  
Address: 2020 K Street N.W.  
Washington D.C. 20006  
Telephone: 202-373-6530

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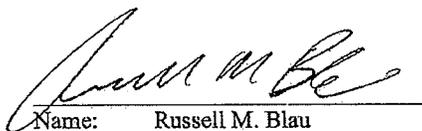
I hereby acknowledge that I have received and read a copy of the foregoing Second Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Second Protective Order and that I shall not disclose or use Stamped Highly Confidential Documents or Highly Confidential Information except as allowed by the Second 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 or Outside Counsel of Record or Outside Consultant to a party or other person described in paragraph 9 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 Second Protective Order; and (2) Stamped Highly Confidential Documents are not duplicated except as specifically permitted by the terms of the Second 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 Second Protective Order.

Executed at Washington, DC this 10th day of January, 2011.



Name: Russell M. Blau  
Position: Partner  
Address: Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006  
Telephone: 202-373-6035

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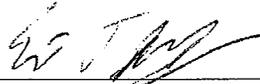
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Executed at Washington, DC this 10th day of January, 2011.

  
Name: Eric J. Branfman  
Position: Partner  
Address: Bingham McCutchen LLP  
2020 K Street, NW  
Washington, DC 20006  
Telephone: 202-373-6553

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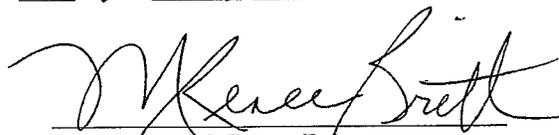
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Name: M. Renee Britt  
Position: Paralegal Specialist  
Address: Bingham McCutchen LLP  
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Telephone: 202-373-6530

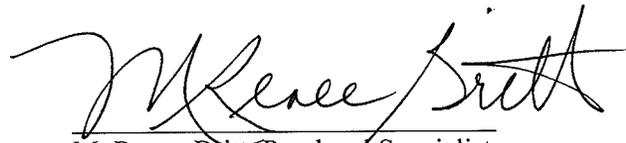
**CERTIFICATE OF SERVICE**

I, M. Renee Britt, hereby certify that on this 26th day of January 2011, I have caused a copy of the foregoing Letter and Acknowledgements of Confidentiality to be served, as specified, upon the parties listed below:

Marvin Sacks Pricing Policy Division Wireline Competition Bureau Federal Communications Commission 445 12th Street, S.W., Room 5-A225 Washington, D.C. 20554 Email: marvin.sacks@fcc.gov <b>(VIA ELECTRONIC MAIL)</b>	Grant B. Spellmeyer U.S. Cellular 8410 W. Bryn Mawr Ave. Chicago, IL 60631 <b>Counsel for U.S. Cellular (VIA FIRST CLASS US MAIL)</b>
James G. Pachulski Law Offices of James Pachulski TechNet Law Group, PC 6001 Montrose Road, Suite 506 Rockville, MD 20852 <b>Outside Counsel for Verizon and Verizon Wireless (VIA FIRST CLASS US MAIL)</b>	Jonathan Neuchterlein WilmerHale 1875 Pennsylvania Ave. NW Washington, DC 20006 <b>Outside Counsel for Qwest Communications International Inc. (VIA HAND DELIVERY)</b>
Chris D. Murray Clearwire Corporation 1250 I Street NW, Suite 901 Washington, DC 20005 <b>Counsel for Clearwire Corp. (VIA HAND DELIVERY)</b>	David Lawson Sidley Austin LLP 1501 K Street NW Washington, D.C. 20005 <b>Outside Counsel for AT&amp;T Inc. (VIA HAND DELIVERY)</b>
William F. Maher, Jr. Morrison & Foerster, LLP 2000 Pennsylvania Ave. NW, Suite 6000 Washington, DC 20006 <b>Outside Counsel for T-Mobile USA, Inc. (VIA HAND DELIVERY)</b>	Thomas Jones Jonathan Lechter Willkie Farr & Gallagher 1875 K Street NW Washington, DC 20006 <b>Outside Counsel for BT Americas, Inc., Cbeyond, Inc., Integra Telecom, Inc., One Communications Corp., and tw telecom inc. (VIA HAND DELIVERY)</b>
Thomas Cohen John J. Heitmann Kelley Drye & Warren LLP 3050 K Street NW, Suite 400 Washington, DC 20007 <b>Outside Counsel for Covad Communications Group, Inc., and XO Communications, LLC (VIA HAND DELIVERY)</b>	Jennie B. Chandra Regulatory Counsel & Director, Federal Government Affairs Windstream Communications, Inc. 1101 17th Street NW, Suite 802 Washington, DC 20036 <b>Counsel for Windstream Communications, Inc. (VIA HAND DELIVERY)</b>
Gil M. Strobel Lawler, Metzger, Kenney & Logan, LLC	Mark D. Davis Wiltshire & Grannis LLP

2001 K Street NW  
Suite 802  
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**Outside Counsel to Sprint Nextel Corporation  
(VIA HAND DELIVERY)**

1200 18th Street NW  
Suite 1200  
Washington, DC 20036  
**Counsel to Sprint Nextel Corporation  
(VIA HAND DELIVERY)**



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