allegiancetelecom,inc.

Qwest
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January 27, 2004

VIA ELECTRONIC FILING

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20054

Re: WC Docket No. 04-13
IB File No. ITC-ASG-20040112-00012

Dear Secretary Dortch:

Allegiance Telecom, Inc., and Qwest Communications International Inc., by their attorneys, submit the attached letter for inclusion in the record in the above-referenced proceeding.

Kindly contact the undersigned if you have any questions concerning this submission.

Respectfully submitted,

QWEST COMMUNICATIONS INTERNATIONAL INC.

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Attachment

cc: Cynthia Bryant
Ann Bushmiller
William Dever
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allegiancetelecom,inc.

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January 26, 2004

VIA FACSIMILE

Lawrence M. Frankel, Esq.
United States Department of Justice
Antitrust Division
Litigation Section
1401 H Street, N.W.
Washington, D.C. 20530

Re: *Qwest Purchase of Allegiance Assets*

Dear Mr. Frankel:

On December 31, 2003, Allegiance Telecom, Inc. and its direct and indirect subsidiaries, each as a debtor-in-possession ("Allegiance"), and Qwest Communications International Inc. and its direct and indirect subsidiaries ("Qwest") (collectively the "Applicants") filed a joint application ("Application") asking the Federal Communications Commission ("Commission") to approve the proposed assignment from Allegiance to Qwest of substantially all of the assets used by Allegiance in the provision of domestic interstate and international telecommunication services ("Transaction"). In conversations with Commission staff, counsel for the Applicants discussed the staff's request to review all materials (including deposition transcripts and exhibits) provided by the Applicants or other persons acting on the Applicants' behalf to the Department of Justice ("Department") in connection with the Department's review of the Transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act and the Antitrust Civil Process Act (collectively the "HSR Protected Materials"), and to engage in discussions with representatives of the Department with respect to those materials and the status of the Department's review. We have agreed to the Commission staff's requests, subject to the following conditions:

1. The Applicants waive the confidentiality provisions of the Hart-Scott-Rodino Antitrust Improvements Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the HSR Protected Materials only to the extent necessary to permit (1) full discussions between representatives of the Department and Commission personnel working on the Transaction regarding the HSR Protected Materials and the status of the Department's review of the Transaction; and (2) Commission personnel working on the Transaction to review, but not to copy, and to take notes regarding the HSR Protected Materials, *provided that* any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials shall be marked and will be treated as confidential pursuant to the Commission's rules, including but not limited to 47 C.F.R. § 0.457, and will not be made a part of the Commission's administrative record or otherwise disclosed or communicated to anyone other than the Department, each of the Applicants (as to each Applicant's own confidential information), and Commission personnel working on the Transaction, and *provided further that* such restrictions shall not apply to any documents or

information provided by the Applicants directly to the Commission (including any documents or information that may be identical to documents or information included in the HSR Protected Materials), which shall be governed by a protective order issued by the Commission or a constituent Bureau thereof in connection with the Transaction ("Protective Order"), which Protective Order, among other provisions, shall provide that, within two weeks after final resolution of this proceeding (which includes administrative or judicial review), (1) the Commission shall use reasonable efforts to identify all confidential materials in its possession and to return all copies of such materials to the party that submitted the documents or to destroy all such materials, except that the Commission may retain copies of any such materials to the extent required by applicable law or Commission rule, and (2) all other parties to the Protective Order shall return all copies of such materials to the party that submitted the documents or destroy all such materials.

2. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(5) and (6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(5) and (6) and will not be disclosed to anyone other than the Applicants, except as required under those sections, and *provided that* any such disclosure which would reveal any trade secret, commercial or financial information or other privileged or confidential information shall occur only in accordance with the Protective Order issued in this proceeding and as otherwise expressly provided in this letter.

3. In the event the Commission relies upon or otherwise makes reference to the contents of any confidential materials provided by the Applicants directly to the Commission (including any documents or information that may be identical to the documents or information included in the HSR Protected Materials), it will do so by redacting any confidential information from the public version of the Order and by making the unredacted version of the Order available only to a court and to those persons entitled to access to confidential information under the Protective Order issued in this proceeding.

Please do not hesitate to contact us if you have any questions regarding the foregoing.

Sincerely,

Counsel for Allegiance Telecom, Inc.

Counsel for Qwest Communications International Inc.

copies: William Maher
Donald Abelson
James R. Bird
Ann Bushmiller