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November 2, 2000

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Magalie Roman Salas  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W. - Suite TW-A325  
Washington, D.C. 20554

Re: Joint Application of OnePoint Communications Corp. and Verizon Communications for Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, To Transfer Control of Authorizations To Provide Domestic Interstate and International Telecommunications Services as a Non-Dominant Carrier, CC Docket No. 00-170 /

Dear Ms. Salas:

On September 5, 2000, Verizon Communications ("Verizon") and OnePoint Communications Corp. ("OnePoint") (the "Applicants") filed their joint application requesting Commission approval of the transfer of control of FCC authorizations from OnePoint to Verizon. Following consummation of the transaction, OnePoint will be an indirect, wholly-owned subsidiary of Verizon.

The Commission's staff has expressed an interest in reviewing documents provided by Verizon and OnePoint to the Department of Justice in connection with the Department's investigation of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively the "Protected Materials") and the Department's investigation. We have agreed to that request subject to the understanding that, except as noted below, the Commission will treat the protected materials as confidential documents pursuant to Section 0.459 of the Commission's rules, 47 C.F.R. § 0.459 and that the discussions with the Department will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) of the Commission's rules, 47 C.F.R. 1.204(a)(6).

With respect to the Protected Materials, we have agreed that certain counsel to parties that participate in this proceeding will be allowed to review such Protected Materials as may be filed at the Commission under the terms of a protective order similar

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to that adopted by the Commission on August 30, 2000 with respect to the transfer of control applications of Verizon and NorthPoint Communications, Inc.<sup>1</sup>


With respect to discussions between representatives of the Commission and the Department, the Applicants each have sent a letter to the Department waiving the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and the status of the Department's investigation of the merger between the Applicants. A copy of each letter is enclosed. This waiver also permits the Department to share with the Commission the Protected Materials in the Department's possession. As noted above, this waiver is based on the Applicants' understanding that the discussions will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6) and will not be disclosed, except as required under that section.

Finally, we would like to confirm that the agreements and waivers set forth above are further based on the Applicants' understanding that if, in connection with its decision in this proceeding the Commission intends to rely upon or otherwise make reference to the contents of any of the Protected Materials or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similarly protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd. 19985 (1997). In the case of that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing or the enclosed documents. Thank you.

Sincerely yours,

Richard P. Kolb  
OnePoint Communications Corp.  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045

  
Karen Zacharia  
Verizon Communications  
1320 North Court House Road  
8<sup>th</sup> Floor  
Arlington VA 22201

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<sup>1</sup> See *Joint Application of NorthPoint Communications, Inc. and Verizon Communications for Authority Pursuant to Section 214 of the Communications Act, as Amended, To Transfer Control of Blanket Authorization To Provide Domestic Interstate Telecommunications Services as a Non-Dominant Carrier*, CC Docket No.1 00-0157, Order Adopting Protective Order, DA 00-1969 (rel. Aug. 31, 2000).

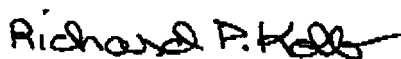
to that adopted by the Commission on August 30, 2000 with respect to the transfer of control applications of Verizon and NorthPoint Communications, Inc.<sup>1</sup>

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**Enclosures**

**cc: Michelle Carey  
Claudia Pabo  
John Adams  
Donald Russell, Department of Justice  
Hilary Burchuk, Department of Justice**

**John Thorne**  
Senior Vice President and  
Deputy General Counsel



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November 2, 2000

By Hand

Donald J. Russell  
Chief, Telecommunications Task Force  
United States Department of Justice  
Antitrust Division  
1401 H Street, N.W.  
Eighth Floor  
Washington, DC 20550

Re: OnePoint/Verizon Transaction

Dear Mr. Russell:

On September 15, 2000, the Department of Justice granted early termination of the proposed acquisition by Verizon Communications of certain voting securities of OnePoint Communications Corp. The staff of the Federal Communications Commission has expressed an interest in reviewing documents provided by Verizon and OnePoint to the Department of Justice in connection with the Department's investigation of the proposed merger pursuant to the Antitrust Civil Process Act and the Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively the "Protected Materials") and the Department's investigation. We have agreed to the Commission staff's requests, subject to certain understandings that are set forth in the enclosed letter to the Commission's Secretary.

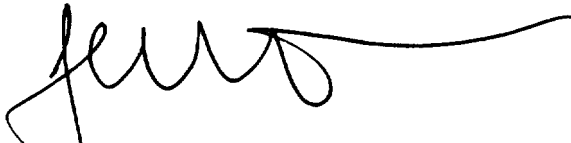
With respect to discussions between representatives of the Commission and the Department, the Applicants waive the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to the Protected Materials and the Department's investigation of the merger between the Applicants. This waiver also permits the Department to share with the Commission the Protected Materials in the Department's possession. As noted in the enclosed letter to the Commission, this waiver is based on the Applicants' understanding that the discussions will be treated as exempt *ex parte* presentations under Section 1.1204(a)(6), 47 C.F.R. § 1.1204(a)(6) and

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Please call with any questions.

Best regards,



John Thorne

Enclosure

cc: Hillary B. Burchuk  
Michelle Carey  
Claudia Pabo  
John Adams



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Richard P. Kolb  
Vice President, Regulatory

Enclosure

cc: Michelle Carey  
Claudia Pabo  
John Adams  
Hilary Burchuk, Department of Justice