

Karen Brinkmann  
Direct: (202) 637-2262  
Email: karen.brinkmann@lw.com

555 Eleventh Street, N.W., Suite 1000  
Washington, D.C. 20004-1304  
Tel: +1.202.637.2200 Fax: +1.202.637.2201  
www.lw.com

# LATHAM & WATKINS LLP

September 16, 2010

## EX PARTE VIA ECFS

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

### FIRM / AFFILIATE OFFICES

Abu Dhabi	Moscow
Barcelona	Munich
Beijing	New Jersey
Brussels	New York
Chicago	Orange County
Doha	Paris
Dubai	Riyadh
Frankfurt	Rome
Hamburg	San Diego
Hong Kong	San Francisco
Houston	Shanghai
London	Silicon Valley
Los Angeles	Singapore
Madrid	Tokyo
Milan	Washington, D.C.

Re: *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a/ CenturyLink for Consent to Transfer of Control, WC Docket No. 10-110*

Dear Ms. Dortch:

This is to inform you that on September 15, 2010, CenturyLink, Inc. (“CenturyLink”) and Qwest Communications International Inc. (“Qwest”) along with their outside counsel met with Commission staff regarding the above-captioned proceeding. Chris Schneider, David Bartlett, Jeff Lanning, Jeff Glover, John Fournier, and Gary Kepley attended on behalf of CenturyLink. Karen Brinkmann and Alexander Maltas of Latham & Watkins attended as counsel to CenturyLink. Sean Lindsay and Melissa Newman attended on behalf of Qwest. Jon Nuechterlein, Jeffrey Ayer, and James Lowe of WilmerHale attended as counsel to Qwest. Nick Alexander, Jim Bird, Jean Ann Collins, Bill Dever, Alex Johns, Pamela Megna, Virginia Metallo, Linda Shim, Carol Simpson, Don Stockdale, and Matt Warner attended the meeting on behalf of the Commission.

During the meeting, CenturyLink and Qwest discussed the extensive public interest benefits of the transaction for consumers, including expanding IPTV opportunities, creating a stronger service provider to the enterprise market, improving the financial strength of the combined company, and expanding broadband services available to consumers consistent with the Commission’s goals in the National Broadband Plan. The companies also noted that their footprints are almost entirely complementary, and that there are virtually no overlapping facilities between the two companies. The companies also noted that the Department of Justice had cleared the transaction several weeks ago, and that nine of 22 states also had approved the transaction. The companies then discussed a few areas in which the companies have overlapping facilities, specifically Eden Prairie, Minnesota; Olympia/Aberdeen, Washington; Huntsville, Alabama; and Orlando, Florida.

In Eden Prairie and Olympia/Aberdeen, the companies explained that they had examined buildings in which both CenturyLink and Qwest had facilities at the building, and determined that there were meaningful competitors either already at or within close proximity to each

LATHAM & WATKINS<sup>LLP</sup>

building. CenturyLink also noted that in Olympia/Aberdeen it provides exclusively Ethernet service and does not provide switched voice service. CenturyLink built the facilities to serve primarily state government customers whose business it won in a number of competitive requests for proposal.

In Huntsville and Orlando, the companies explained that both CenturyLink and Qwest are CLECs that face substantial competition from AT&T as the ILEC. In both Huntsville and Orlando, Qwest does not own any fiber, but rather leases its fiber from a third party in both locations. The companies also noted the extensive competitive alternatives in both areas, including from cable providers such as Bright House and Comcast. The companies also discussed the *de minimis* small number of instances in which one party had built into the other's adjacent territory, and explained that such build-outs were typically undertaken for unique business needs.

The companies concluded by explaining that the overlaps between the two companies were extremely small in number, and that none presented any competitive concern or undermined the extensive public interest benefits of the transaction.

Please contact the undersigned if you have any questions.

Sincerely,

/s/

Karen Brinkmann  
LATHAM & WATKINS LLP

Counsel for CenturyLink, Inc.

cc: Nick Alexander  
Jim Bird  
Jean Ann Collins  
Bill Dever  
Alex Johns  
Pamela Megna  
Virginia Metallo  
Linda Shim  
Carol Simpson  
Don Stockdale  
Matt Warner