

November 12, 2010

## VIA ELECTRONIC FILING

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

**Re: *Qwest Communications International Inc. and CenturyTel, Inc. d/b/a/ CenturyLink; Application for Transfer of Control Under Section 214 of the Communications Act, as Amended, WC Docket No. 10-110***

Dear Secretary Dortch:

On Wednesday, November 10, 2010, Jennifer Hightower, Vice President of Regulatory Affairs for Cox Communications (“Cox”), Grace Koh, Policy Counsel of Cox Enterprises, Mark Brown, Senior Director and Senior Counsel of Charter Communications (“Charter”), K.C. Halm of Davis Wright Tremaine, LLP, and the undersigned met with Alexis Johns, Bill Dever, and Christi Shewman, of the Wireline Competition Bureau; and Neil Dellar, Virginia Metallo, and Jim Bird, of the Office of General Counsel. Cox and Charter explained their concerns regarding the application for approval of the pending merger of CenturyLink and Qwest consistent with the comments Cox and Charter (the “Commenting Parties”) have previously filed in this proceeding.

Specifically, the Commenting Parties explained that they compete with CenturyLink and Qwest (the “Joint Applicants”) in a number of markets and provide facilities-based competitive voice, broadband and video services in such areas. The parties pointed out that the Joint Applicants claim that a purported benefit of the merger is the combined companies’ enhanced ability to compete with cable providers for the so-called triple play. Cox and Charter noted that to the extent that such claims are accurate, they must be analyzed in conjunction with the fact that the merger will enhance the merged company’s incentive and ability to undermine Cox and Charter’s provision of voice services, and thus undermine the ability to compete for triple play customers.

To mitigate potential anticompetitive harms, Cox and Charter reiterated their support for targeted conditions necessary to ensure that the merger is in the public interest and enhances competition. The Commenting Parties urged the adoption of conditions that will reduce the transaction costs of negotiating interconnection agreements similar to those adopted by the

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Commission in the AT&T/BellSouth merger. They also discussed concerns regarding CenturyLink's continued invocation of rural company status to thwart or hinder competitive entry, and urged the adoption of conditions to prevent CenturyLink from invoking the rural exemption, or opposing competitive ETC status in any of its or Qwest's legacy territories.

Cox and Charter also endorsed conditions proposed by numerous parties to ensure that the merger does not result in the degradation of Qwest OSS and performance of wholesale functions and that CenturyLink moves to improve its own wholesale functions. Finally, Cox and Charter discussed certain anti-competitive surcharges (identified in the parties' comments) imposed by CenturyLink that purportedly seek to recover administrative costs arising from CenturyLink's antiquated, manual wholesale ordering processes. In light of CenturyLink's adoption of the legacy Embarq's automated OSS, CenturyLink's surcharges are no longer warranted on any grounds.

In accordance with Section 1.1206 of the FCC's rules, one copy of this letter is being filed electronically via ECFS, and one will be delivered via e-mail to the FCC participants.

Respectfully submitted,

*/s/ Michael H. Pryor*

Michael H. Pryor  
*Counsel for Cox*

cc (via e-mail): Alex Johns  
Bill Dever  
Christi Shewman  
Neil Dellar  
Virginia Metallo  
Jim Bird