

December 14, 2010

**VIA ECFS**

***EX PARTE***

Ms. Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, SW, Room TW-A325  
Washington, DC 20554

**Re: *Applications Filed By Qwest Communications International Inc. And CenturyTel, Inc., d/b/a CenturyLink For Consent To Transfer Of Control, WC Dkt. No. 10-110***

Dear Ms. Dortch:

Yesterday, Lyndall Nipps, Vice President, Regulatory Western Region, tw telecom inc. (participating by telephone), and the undersigned met with Zac Katz, legal advisor to Chairman Julius Genachowski, and Christi Shewman of the Wireline Competition Bureau.

During the meeting, we argued that the FCC should adopt conditions on its approval of the proposed acquisition of Qwest by CenturyLink that are designed to prevent the Merged Company from increasing the price or degrading the quality of wholesale services provided in either the legacy Qwest incumbent LEC territory or the legacy CenturyLink incumbent LEC territory. For example, we explained that the Commission should require that the Merged Company (1) for at least 36 months from the close of the transaction, permit special access customers to extend the duration of current arrangements for the purchase of special access service; (2) for at least 36 months from the close of the transaction, continue to provide special access performance reports with the same level of detail and frequency that Qwest provided prior to the merger and meet or exceed the performance levels that Qwest provided prior to the announcement of the merger; and (3) for at least 36 months from the close of the transaction, permit competitors to maintain existing arrangements for the exchange of Internet backbone traffic.

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Please do not hesitate to contact me at (202) 303-1111 if you have any questions or concerns regarding this submission.

Respectfully submitted,

/s/ Thomas Jones  
Thomas Jones

*Counsel for tw telecom inc.*

cc (via email): Zac Katz  
Christi Shewman