PAETEC

January 28, 2011

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
Room TW-325
445 12th Street, S.W.
Washington D.C. 20554

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

Dear Ms. Dortch:

This letter is to inform you that the undersigned spoke by telephone with Ms. Christi Shewman of the Wireline Competition Bureau on January 27, 2011, regarding the above captioned docket and discussed PAETEC's position on appropriate conditions to be imposed in conjunction with the merger of CenturyLink and Qwest. PAETEC emphasized that the proposed transaction could be detrimental to competition. Therefore, PAETEC believes the proposed transaction cannot be found to be in the public interest unless the Commission imposes comprehensive, enforceable conditions.

PAETEC identified three key issues arising from the transaction with the potential to negatively impact competition on which the voluntary commitments offered by the Joint Applicants to date are inadequate. Specifically:

- The merged entities must continue to use the existing Qwest OSS in the legacy Qwest region for a period of least 36 months after the transaction closes. After the 36 month period ends, should the merged entity seek to modify or replace the Qwest OSS, in addition to the process protections offered by Joint Applicants in prior settlements[1], the condition must set forth clear substantive standards that any successor OSS must satisfy. These substantive standards must ensure that any successor OSS must enable CenturyLink to provide wholesale service quality at the same level of wholesale service quality provided by Qwest; including equivalent levels of support, documentation, functionality, performance, flexibility, electronic flow through, electronic bonding and access to underlying databases. Additionally, the OSS condition should clearly state that

1 As noted in prior ex parte meetings, Paetec does not believe the majority voting mechanism reflected in prior settlements executed by the Joint Applicants adequately protects the interests of competitors that have developed and implemented more advanced integration with the existing Qwest OSS.

retaining the same level of "functionality" in any successor OSS encompasses the ability of a CLEC to retain an equivalent level of system automation and functionality within the CLEC's own back office systems that the CLEC was able to achieve through electronic bonding with the legacy Qwest OSS. Third party testing of any successor OSS is also an essential component of an OSS condition to ensure that the successor OSS continues to meet the ongoing 271 obligations in the legacy Qwest region. Finally, any expense incurred by the merged entity to replace the Qwest OSS should be considered a merger related cost, and therefore, the merged entity should be expressly prohibited from charging CLECs any new or increased charges that is directly or indirectly related to developing or implementing a successor OSS.

- Phase II special access prices should be reduced to Phase I rates until such time as the FCC adopts generic reform of special access in 05-25, and a restructuring of special access term and volume agreements to allow aggregation of commitments on a company wide basis with a reasonable revenue/volume commitment caps.
- Prohibiting UNE price increases for 36 months in the legacy Qwest region, which period is less than the 42 month commitment offered and approved in the most recent merger transaction involving an RBOC.

PAETEC also confirmed that it agrees with other parties that CenturyLink's position, which position is reflected in its ICA template, that competitors must interconnect at multiple points within a LATA (e.g., if the ILEC has more than one tandem; in each end office with more than a single DS1 worth of traffic being exchanged) causes competitors to inefficiently incur costs to interconnect with CenturyLink ILECs. PAETEC is concerned that the merged entity may attempt to foist similar inefficient costs to interconnect in the Qwest region once existing ICAs expire. PAETEC further noted that it has been unable to resolve the issue of CenturyLink requiring multiple POIs which is causing PAETEC to incur excessive interconnection trunking costs paid to CenturyLink in multiple states.

Please do not hesitate to contact me at (319) 790-7295 if there any questions about this submission.

Respectfully submitted,

William A Haas

William A. Haas
Corporate VP Public Policy & Regulatory
PAETEC
319-790-7295 (office)
319-431-7295 (mobile)

cc (via email): Christi Shewman
Eric J. Branfman, Bingham