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BEIJING BRUSSELS LONDON LOS ANGELES
NEW YORK SAN FRANCISCO SEOUL
SHANGHAI SILICON VALLEY WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

Via ECFS

February 24, 2017

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

Re: Notification of *Ex Parte* Presentation, WC Docket No. 16-403

Dear Ms. Dortch:

Yesterday, the undersigned, together with Melissa Newman, David Bartlett and Craig Brown (via teleconference) of CenturyLink, Inc. (“CenturyLink”), Joe Cavender and Nick Alexander of Level 3 Communications, Inc. (“Level 3,” and together with CenturyLink, the “Applicants”), Thomas Jones and Mia Guizzetti Hayes of Willkie Farr & Gallagher LLP (counsel to Level 3), and Tasneem Chipty and Hans-Jürgen Petersen of Compass Lexecon (via teleconference) (collectively, the “Applicant Representatives”), met with Jay Schwarz, Acting Wireline Legal Advisor to Chairman Ajit Pai. The purpose of the meeting was to discuss the pending applications (the “Applications”) in the above-captioned proceeding seeking authority to transfer control of Level 3 and its operating subsidiaries to CenturyLink (the “Transaction”).

During the meeting, the Applicant Representatives summarized the filings in the docket, noting that those that raise merger-specific issues have focused on the methodology used to calculate the effect of the Transaction on competition for enterprise services and the availability of dark fiber on long-haul routes.

With respect to the first issue, the Applicant Representatives explained that the Applicants refined their building analysis methodology after filing the Applications and in doing so focused on a fiber-only assessment that incorporated additional data sources and the “distance/demand” screens embraced by the Commission and the Department of Justice in prior transactions. The Applicant Representatives explained that they provided the initial results of this refined analysis in their reply comments, that their investigation is ongoing, and that they expect that further investigation will confirm that enterprise services relevant to the Transaction are and will remain vibrantly competitive post consummation.

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With respect to the second issue, the Applicant Representatives summarized the response provided in their reply comments: that the combined company will face competition from numerous providers with significant long-haul networks; that there is no basis to treat wholesale dark fiber as a separate product market from lit services; and that the Commission found it reasonable in the *Verizon-XO* transaction to conclude that a combined company will seek to maximize the return on its fiber facilities by selling both lit services and dark fiber to the extent it is efficient to do so.

The Applicant Representatives also advised that the reviews of the Transaction being undertaken by the Department of Justice and Team Telecom remain in progress.

Pursuant to the Commission's rules, a copy of this notice is being filed in the above-referenced docket. Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

/s/

Yaron Dori
Brandon Johnson
Counsel to CenturyLink, Inc.

cc: Jay Schwarz
Thomas Jones
Mia Guizzetti Hayes