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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

March 7, 2017

Via ECFS

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:

On March 3, 2017, the undersigned, together with David Bartlett, Craig Brown and Jeff Lanning of CenturyLink, Inc. (“CenturyLink”), Joe Cavender and Nick Alexander of Level 3 Communications, Inc. (“Level 3”), Thomas Jones (via teleconference) and Mia Guizzetti Hayes of Willkie Farr & Gallagher LLP (counsel to Level 3), and Tasneem Chipty and Hans-Jürgen Petersen of Compass Lexecon (collectively, the “Applicants”), met with the following representatives of the Commission’s Wireline Competition Bureau (the “Bureau”) and Office of General Counsel to discuss the pending applications (the “Applications”) in the above-captioned proceeding: Madeleine Findley, Deputy Bureau Chief; Daniel Kahn, Chief of the Bureau’s Competition Policy Division; Terri Natoli, Deputy Chief of the Bureau’s Competition Policy Division; Virginia Metallo, Pam Megna, Zach Ross, and Mike Ray of the Bureau; and Jim Bird and Joel Rabinovitz of the Office of General Counsel.

During the meeting, the Applicants summarized the filings in the docket, noting that very few raise merger-specific issues and that the principal concern raised in the record pertains to the building analysis methodology used to calculate the effect of the transaction on competition for enterprise services.

The Applicants explained that they refined their building analysis methodology after filing the Applications and that the conclusions set forth in their reply comments were the result of a fiber-only assessment that incorporated additional data sources for competitor fiber and the “distance/demand” screens embraced by the Commission and the Department of Justice in prior

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transactions.¹ The Applicants also explained that since filing their reply comments, they have improved the accuracy of the geocodes on which their analysis relies, incorporated data sources to identify the location of additional competitor fiber, incorporated additional demand data for some buildings and corrected demand calculations for others, and incorporated data regarding the presence of competitor fiber based on site visits. These refinements collectively are causing the number of buildings within CenturyLink's ILEC region that would go from having two competitors (*i.e.*, CenturyLink and Level 3) to one (*i.e.*, the combined company) without a fiber-based competitor in or sufficiently near a building based on the distance/demand screens to decline. The Applicants noted that their investigation is ongoing and that once it is complete they will update the record with the results of their analysis.

The Applicants also summarized the response they provided in their reply comments to allegations that the merger will affect the availability of dark fiber on long-haul routes,² and advised the staff 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: Madeleine Findley
Daniel Kahn
Terri Natoli
Virginia Metallo
Pam Megna
Zach Ross
Mike Ray

¹ See Joint Reply Comments of CenturyLink, Inc. and Level 3 Communications, Inc., WC Docket No. 16-403, at 3-9 (filed Feb. 7, 2017).

² See *id.* at 11-13.

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