

**REDACTED — FOR PUBLIC INSPECTION**

**COVINGTON**

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April 13, 2017

*Via Hand Delivery and ECFS*

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

*Re: CenturyLink, Inc. and Level 3 Communications, Inc. Consolidated  
Applications for Consent to the Transfer of Control of Licenses and  
Authorizations (WC Docket No. 16-403)*

Dear Ms. Dortch:

CenturyLink, Inc. (“CenturyLink”) by and through its counsel, hereby respectfully provides the attached Response to Request Numbers 1(a), 1(b), 1(c), and 5 set forth in the Commission’s Information Request dated March 30, 2017, in the above-referenced docket. CenturyLink and Level 3 Communications, Inc. (“Level 3,” and, together with CenturyLink, “Applicants”) are concurrently filing a separate Further Joint Response to Request Numbers 2 and 4 and responded to Request Number 3 in their Initial Joint Response filed in this docket on April 7, 2017.<sup>1</sup> Level 3 is concurrently filing a separate response to Request Numbers 1(a), 1(b), 1(d), 4, and 5.

The documents supporting CenturyLink’s response to Request Numbers 1(a), 1(b), 1(c), and 5 are Highly Confidential. Consistent with the instructions in the Protective Order in this docket, these Highly Confidential documents are being hand-filed, and copies are being provided to Commission staff pursuant to the instructions set forth in the Commission’s Information Request. CenturyLink’s narrative response does not contain proprietary and non-public information and is being both hand-filed and filed electronically in the Commission’s Electronic Comment Filing System.

Redacted submissions are marked “REDACTED — FOR PUBLIC INSPECTION” and are being filed electronically in the Commission’s Electronic Comment Filing System. Unredacted Highly Confidential submissions marked “HIGHLY CONFIDENTIAL INFORMATION — SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 16-403 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION” are being delivered to the Secretary. Copies of the unredacted Highly Confidential submissions will be made available to third parties pursuant to the terms of the Protective Order.

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<sup>1</sup> Initial Joint Response of CenturyLink, Inc. and Level 3 Communications, Inc. to Information and Document Requests, WC Docket No. 16-403 (filed April 7, 2017).

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Any questions concerning this submission should be addressed to the undersigned and to counsel for Level 3, designated below.

Respectfully submitted,

*/s/ Michael Beder*

Michael Beder  
*Counsel for CenturyLink*

**Attachments**

cc: Thomas Jones, Willkie Farr & Gallagher LLP  
Mia Guizzetti Hayes, Willkie Farr & Gallagher LLP  
*Counsel for Level 3*

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

	)	
In the Matter of	)	
	)	
CenturyLink, Inc.	)	
	)	
and	)	WC Docket No. 16-403
	)	
Level 3 Communications, Inc.	)	
	)	
Consolidated Applications for Consent to	)	
Transfer Control of Domestic and International	)	
Authorizations Pursuant to Section 214 of the	)	
Communications Act of 1934, As Amended	)	
	)	

**RESPONSE OF CENTURYLINK, INC.  
TO INFORMATION AND DOCUMENT REQUESTS**

CenturyLink, Inc. (“CenturyLink”) hereby provides this response to the Wireline Competition Bureau’s Information and Document Requests issued in the above-referenced docket on March 30, 2017, to CenturyLink and Level 3 Communications, Inc. (“Level 3,” and together with CenturyLink, the “Applicants”).<sup>1</sup> This Response, and the documents produced herewith,<sup>2</sup> reflect the responses of CenturyLink only. Level 3 is concurrently filing a separate response under separate cover regarding information and documents specific to Level 3, and the Applicants are concurrently filing a Further Joint Response under separate cover addressing

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<sup>1</sup> *Applications Filed for the Transfer of Control of Level 3 Communications, Inc. to CenturyLink, Inc.*, Letter from Madeleine Findley, Wireline Competition Bureau, to Thomas Jones *et al.*, Counsel for Level 3 Communications, Inc., and Yaron Dori *et al.*, Counsel for CenturyLink, Inc., WC Docket No. 16-403, DA 17-296 (Mar. 30, 2017) (“Request for Information” or “RFI”). Unless indicated otherwise, this Joint Response incorporates by reference the defined terms in Section I of the Appendix to the Attachment to the RFI. The Applicants filed their initial joint response to Request Number 3 on April 7, 2017.

<sup>2</sup> An index of the documents produced with this Response is provided as Attachment A hereto.

common issues and documents. In addition, the Applicants responded to Request Number 3 in their initial joint response filed in this docket on April 7, 2017.<sup>3</sup>

## REQUESTS AND RESPONSES

1. *For each of the following services -- business Internet Access service, BDS, lit fiber services, dark fiber services, long-haul fiber, and metro fiber:*

- a. *Provide for each Applicant a description of the service, a description of each customer class and geographic areas for which sales reports are compiled for that service, the average price charged for each service, and total aggregate revenues for each service (broken down for each quarter beginning January 1, 2015 by the geographic areas and customer classes where the Applicants compete);*

This response provides an overview of CenturyLink's retail and wholesale services offered to enterprise and small- and medium-size business ("SMB") customers. The service and customer categories discussed in this response are based on the categories CenturyLink tracks in the ordinary course.<sup>4</sup>

CenturyLink's Wholesale Operations organization provides services to other telecommunications carriers like AT&T, Verizon, and Sprint to complete connections to end user customer locations, provide long haul transport services, and/or connect cell sites to mobile telephone switching offices with non-fiber and fiber based services. CenturyLink's Enterprise Segment provides finished services to business customers such as the federal government, state governments, school systems, small/medium/large businesses, and tech companies.

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<sup>3</sup> Initial Joint Response of CenturyLink, Inc. and Level 3 Communications, Inc. to Information and Document Requests, WC Docket No. 16-403 (filed April 7, 2017).

<sup>4</sup> The RFI identifies six services: business Internet Access Service, BDS, lit fiber services, dark fiber services, long-haul fiber, and metro fiber. As discussed with Bureau staff, most of these service categories do not align with CenturyLink's offerings in the ordinary course — for example, CenturyLink does not market "lit fiber services" distinct from BDS or Internet access sold to enterprise and SMB customers. Per that discussion and as described in more detail above, CenturyLink accordingly is providing the requested information with respect to the retail and wholesale services it offers to enterprise and SMB customers.

## **Service Descriptions**

CenturyLink generally categorizes its wholesale and retail business services as follows:

### **DS1 / DS3**

- **High Capacity Service:** High Capacity Service consists of a channel for the transmission of 1.544, 44.736 or 51.84 Mbps isochronous serial data transport signals. The actual bit rate and framing format is a function of the channel interface selected by the customer. High capacity services are provided between customer designated premises through serving wire centers or between a customer designated premises and a CenturyLink hub.
- **Private Line Service:** Domestic Private Line Service is a point-to-point physical link between two company Points of Presence (POP). Private Line transmission speeds range from the DS0 level up to and including OCN speeds. Circuits at DS0, DS1, Fractional DS1 up to 512 kbps, DS3, OC3, OC12 and OC48 levels may be available between any two POP locations.

### **SONET**

- **Opti-Point Service /Synchronous Optical Channel Service:** Synchronous Optical Channel Service (SOCS) provides dedicated transport utilizing Synchronous Optical Network (SONET) transmissions standards. SOCS is available in transmission rates of OC3 (155.52 Mbps), OC12 (622.08 Mbps), OC48 (2488.32 Mbps) and OC192 (9953.28 Mbps).
- **Shared SONET Ring Service:** Shared SONET Ring Service (SSRS) provides dedicated bandwidth capacity over self-healing ring topology. The shared network is in a SONET-equipped ring architecture designed to provide inherent end office to end user customer premises diversity as well as alternative central office routing. SSRS will provide 50 millisecond protection switching to assure 100 percent availability of the services on the

ring. SSRS supports bandwidth capacities of 1.544 Mbps (DS1), 44.736 Mbps (DS3), 155.52 Mbps (OC3), 622.08 Mbps (OC12), 2488.32 Mbps (OC48), or 9953.28 Mbps (OC192).

- Synchronous Transport Signal Level 1: Synchronous Transport Signal Level 1 (STS1) channels provide for the SONET transmission of 51.84 Mbps of data. The signal consists of overhead and a Synchronous Payload Envelope (SPE). The overhead portion of the signal is used for controlling, framing and maintaining the signal. The SPE contains the customer information. STS1 is provisioned over the telephone company's SONET network and may be configured in a two-point arrangement (*i.e.*, both ends of the channel are STS1 channel terminations) or connected to an OC level SONET service or hubbed to an STS1/DS1 Multiplexer.
- Synchronous Service Transport: Synchronous Service Transport (SST) is a high capacity channel for synchronous transmission of bandwidth capacity of 155.52 Mbps, 622.08 Mbps, 1.244 Gbps or 9.952 Gbps.
- SONET Ring Service (Grandfathered): SONET Ring Service (SRS) is a high capacity shared network service capable of providing an interoffice transport link with high performance and reliability parameters and a level of redundancy/diversity designed to limit a single event from interrupting the service.
- Managed Bandwidth SONET Service (Grandfathered): Managed Bandwidth SONET Service (MBSS) is a high capacity SONET ring platform which provides higher than standard performance and reliability parameters.

#### Wave

- Optical Wavelength Service (OWS): OWS is a high-speed data transport service that provides point-to-point transmissions of data communications that customers deliver to

the telephone company utilizing shared Dense Wave Division Multiplexing (DWDM) technology available at speeds of 1 Gbps, 2.5 Gbps, 10 Gbps, 40 Gbps and 100 Gbps.

- GeoMax: GeoMax is a high-speed, multi-protocol, fiber optic data transport service. It utilizes DWDM technology to enable two or more optical signals having different wavelengths to be simultaneously transmitted in the same direction over one strand of fiber.

### Ethernet

- Ethernet Transport: Ethernet Transport (ET) service is a high-speed data transport service that provides point-to-point data transmissions in a fast packet-based protocol. ET is available at the following transport speeds: 10 Mbps, 20 Mbps, 50 Mbps, 100 Mbps, 150 Mbps, 300 Mbps, 450 Mbps, 600 Mbps, 1 Gbps, 2.5 Gbps, 10 Gbps and 100 Gbps.
- Ethernet Virtual Private Line: Ethernet Virtual Private Line (EVPL) service provides the ability to order Ethernet service where a single connection can support multiple applications with varying Quality of Service (QoS). EVPL is available at transport speeds of: 3 Mbps, 5 Mbps, 7 Mbps, 10 Mbps, 20 Mbps, 30 Mbps, 40 Mbps, 50 Mbps, 70 Mbps, 100 Mbps, 200 Mbps, 300 Mbps, 400 Mbps, 500 Mbps, 600 Mbps, 700 Mbps, 800 Mbps, 900 Mbps and 1000 Mbps (1 Gbps).
- Ethernet over SONET: Ethernet over SONET (EoS) provides Ethernet protocol interface for managed optical transport of data signals of various speeds as a standalone service or, as additional options, over company-provided SST and Self-Healing Network Service (SHNS).
- Metro Optical Ethernet: Metro Optical Ethernet (MOE) Service is a flexible, easy-to-use, transport service that uses established Ethernet transport technology. MOE allows

customers to connect multiple enterprise locations within a service area using native Ethernet protocol. MOE supports transmission speeds as low as 3 Mbps and up to 1 Gbps. The minimum term is one year.

- E-Line Service: E-Line is an Ethernet over wavelength (Lambda) solution with metro and long haul Ethernet private line transport applications. E-Line offers point-to-point private line service at bandwidth speeds of: 5 Mbps, 10 Mbps, 20 Mbps, 50 Mbps, 100 Mbps, 150 Mbps, 200 Mbps, 300 Mbps, 400 Mbps, 500 Mbps, 600 Mbps, 700 Mbps, 800 Mbps, 900 Mbps, and 1000 Mbps (or 1 Gbps).
- Metro Private Line Service: Metro Private Line (QMPL) offers point-to-point and multi-point dedicated private line connections between two or more metro locations for an individual company.

#### IQ Networking / DIA / MPLS

- Dedicated Internet access and MPLS ports scalable in speed from 1.544 Mbps to over 10Gbps. Ports are available either as “public,” “private” or “enhanced,” where public includes Internet access, private includes access only to a private network, and enhanced includes both.<sup>5</sup> Pricing for all of these services varies based on customer need for dedicated, tiered, or burstable requirements.

#### Broadband / High Speed Internet

- Best-efforts broadband Internet access service sold to SMBs.

#### Other

- Other services include Frame Relay, ATM, DDS, and video transport services.

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<sup>5</sup> While CenturyLink does not have any product that it discretely labels or markets as “Internet transit,” entities that seek what is commonly thought of as Internet transit service (as opposed to mass-market broadband Internet access) generally would purchase CenturyLink’s IQ Internet Port service or the predecessor service known as Dedicated Internet Access (DIA).

## **Customer Channels**

CenturyLink typically tracks revenues from these and other business retail products derived through the following customer channels:

- *Global*: Businesses with 1,000 or more employees or greater than \$250 million in sales, based on Dun & Bradstreet information. CenturyLink further breaks out revenues in this channel into Financial (*e.g.*, commercial, state and national banks, security and commodity brokers, credit unions, investment advisors, mortgage banks/loans, personal credit and saving institutions), GES (state and local governments) and General Businesses (global businesses that are not within the Financial or GES channels).
- *International*: This channel consists of non-domestic revenues (*i.e.*, revenues generated from services provided outside the United States or between the United States and a foreign point).
- *ISV*: Sales made through independent software vendors.
- *Federal*: Sales made to federal government entities.
- *Midsized*: Sales made to midsize businesses.
- *Small Business*: Sales made to small businesses.
- *SIA*: Sales made through Systems Integrator Alliances, which work with leading systems integrators and the CenturyLink Business Markets Group to identify areas where CenturyLink products and services can integrate with the system integrator's IT product portfolio to provide maximum value to the systems integrators and their end-user clients.

## **Revenue and Pricing Information**

CenturyLink's revenues associated with its business retail services from the first quarter of 2015 through February 2017 are contained in the Highly Confidential Excel spreadsheet provided as Bates CTL-000007. Revenues from CenturyLink's business wholesale services are

provided in the Highly Confidential documents provided as Bates CTL-000009 and Bates CTL-000029 through CTL-000048. Each of these revenue reports includes information on billed revenues, units, and yield (ARPU).

Pricing information regarding business retail services offered by CenturyLink's IXC entities is provided in the Highly Confidential spreadsheets provided as Bates CTL-000001 and CTL-000003 through CTL-000006.<sup>6</sup> Pricing information regarding business wholesale services offered by CenturyLink's IXC entities is provided in the Highly Confidential documents provided as Bates CTL-000002 and CTL- 000011. Prices for services offered by CenturyLink's ILEC entities can be found in CenturyLink tariffs and Interstate Service Guides on file with the FCC; these are publicly available online at

<http://www.centurylink.com/Pages/AboutUs/Legal/Tariffs/displayTariffLandingPage.html>.

Finally, although CenturyLink does not routinely track revenues from the sale of dark fiber as a separate product, the attached Highly Confidential spreadsheet Bates CTL-000008 summarizes CenturyLink's overall dark fiber revenues, including a breakout of such revenues attributable to CenturyLink's ILEC and CLEC operations.

### **Geographic Areas**

CenturyLink's routine sales and revenue reports do not track revenues by region. Unless otherwise noted, the information in such reports is aggregated at the national level. In certain cases, CenturyLink does define different geographic regions for different customer segments for strategic planning purposes. For instance, CenturyLink's strategic planning for the Global

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<sup>6</sup> CenturyLink does not maintain in the ordinary course an "average price charged" for each of its services and it would be extremely difficult to obtain such data after the fact. CenturyLink has, however, provided meaningful data about its pricing in the attached Highly Confidential submissions.

General Business segment divides North America into eight regions: North East, Mid-Atlantic, South East, North Central, South Central, North West, South West, and Canada. For the GES segment, CenturyLink divides the United States into East, Central, and West regions, while for the Financial segment CenturyLink treats the entire United States as one region. Further details regarding these regions are found on slides 18-20 of the Highly Confidential presentation provided as Bates CTLV00025. However, as noted above, CenturyLink's routine reports do not track sales or revenues by geographic areas.

- b. Describe, and provide documents sufficient to show, the extent to which the Applicants compete with each other in the provision of each service.*

Documents responsive to this question are provided at Bates CTLV00586–CTLV01130, CTLV01189–CTLV01250, CTLV01307–CTLV01330, and CTL-000058 to CTL-000456.

The Applicants participate in a highly competitive market for business data services and other enterprise services. In recent years, this market has seen dramatic change, becoming increasingly competitive for companies such as CenturyLink due in large part to the rapid expansion of cable companies into a broad range of business services. Indeed, the culmination of the cable companies' decade-long extension of fiber deep into their networks and the maturation of their business services support systems now stands as the most significant competitive factor in the business data services market. Competition for business customers also has increased due to the expansion of large national providers, such as AT&T and Verizon and competitive local exchange carriers ("CLECs"), such as Zayo.

Within this evolving market, CenturyLink and Level 3 are just two of a large group of competitors. As a general matter, CenturyLink routinely competes against all major cable companies — including Comcast, Cox, and Charter — as well as non-cable CLECs — including Level 3, Integra, Windstream, and Birch — in the provision of business data services and other

communications services marketed to SMBs and enterprises. Firms to which CenturyLink regularly loses business include nationwide telecommunications firms, such as AT&T and Verizon; facilities-based CLECs, such as Zayo; regional telecommunications firms, such as Arvig, Consolidated, and Great Plains Communications; aggregators, such as IBM and Accenture; and even smaller firms, such as Wisconsin Independent Network. Verizon's acquisition of XO increased Verizon's already substantial fiber capacity and facilities in CenturyLink's territory, creating an even stronger competitor to CenturyLink. Zayo's added capacity over the last decade has resulted in an extensive fiber footprint throughout CenturyLink's ILEC territory.

Accordingly, while CenturyLink and Level 3 offer overlapping services for SMBs and enterprises, they do not significantly compete with each other in the provision of these services. While CenturyLink does not have comprehensive data on its and Level 3's shares of sales of each of the services described above, it has provided market research reports available to it concerning competition in certain of these services. [Bates CTLV00586–CTLV01130, CTLV01189–CTLV01250, CTLV01307–CTLV01330, and CTL-000058 to CTL-000456] For example, according to market research:

- With regard to total retail private line services, CenturyLink accounted for 7.5% of total U.S. sales, while Level 3 and tw telecom accounted for a combined 7.3% of such sales. [Bates CTL-000393]
- In 2015, CenturyLink accounted for 6.5% of the total U.S. sales of business Ethernet services, and Level 3 accounted for 17.6% of such sales. [Bates CTL-000112]
- In 2015, CenturyLink accounted for 8.5% of the total U.S. sales of business wireline services, and Level 3 accounted for 5.7% of such sales. [Bates CTL-000101]
- In the fourth quarter of 2016, CenturyLink accounted for 28.5% of sales of SMB data

services in its ILEC territory, while Level 3 accounted for only 1.1 % of such sales.

[Bates CTL-000427]

- c. *Describe and provide documents sufficient to show the extent to which the Transaction will affect the Applicants' plans and offerings for each service, both within and outside of CenturyLink's incumbent local exchange carrier (LEC) footprint, including any steps the combined company will take post-Transaction to change existing service offers and/or terms and conditions to business consumers both inside of and outside of CenturyLink's incumbent LEC footprint, including customers located on Tribal lands;*

A Highly Confidential presentation prepared in October 2016, provided as Exhibit 4(c)-55, reflects a preliminary assessment by CenturyLink of how certain Level 3 products and services could complement or enhance certain CenturyLink offerings. CenturyLink has not to date made any decisions to change legacy company product offerings or product terms and conditions. At this time the company is more focused on making certain that its sales process, ordering procedures, network provisioning intervals, and billing is functional at close in order to meet customer expectations while capitalizing on the broader network footprint. For instance, the Highly Confidential presentation provided as Exhibit 4(c)-29, prepared in October 2016, provides an initial assessment of ways in which the combined company may be able to rationalize and enhance its IT infrastructure. An October 2016 Ratings Agency Presentation, provided as Highly Confidential Exhibit 4(c)-30, provides a broader overview of the expected synergies and other benefits of the transaction, including the potential product growth opportunities set forth on Slide 17.

CenturyLink's Integration Management Office is in the process of planning the integration of CenturyLink's and Level 3's customer-facing and internal systems and processes, with the immediate focus on avoiding any disruption to customers or employees in the immediate term and a longer-term goal of enabling the synergies and other benefits the Applicants expect to achieve. Preliminary draft materials reflecting these integration plans are

provided as Highly Confidential document Bates CTL-000049.

*d. Describe and provide documents sufficient to show the extent to which Level 3 has altered its pricing strategies for BDS services, lit fiber services, dark fiber services, longhaul fiber, and metro fiber since January 1, 2016.*

Please see Level 3's separate response filed concurrently herewith.

- 2. Provide the competitive analysis identified on page B-18 of the Applicants' Public Interest Statement and on page 2 of the December 19, 2016 Supplement regarding the long-haul fiber and metro fiber markets served by the Applicants. Explain all assumptions used to produce the analysis and provide the underlying documents and spreadsheets used for this analysis.*

Please see the Applicants' joint response filed concurrently herewith.

- 3. Explain Applicants' competitive analysis identified on pages 3-9 of their February 7, 2017 Joint Reply Comments in this proceeding regarding the provision of BDS to locations capable of being served by the Applicants' fiber facilities both within CenturyLink's region and outside of CenturyLink's region (include any subsequent changes or amendments to the competitive analysis resulting from Applicants' "continuing to investigate and refine their building assessment" as noted on page 7 and a description of the procedures used in any such further investigation and refinement). The explanation should include: all assumptions used to produce the analysis, including whether the definition of BDS included or excluded certain technologies and whether the definition of BDS required or considered the option of service level agreements; Applicants' definition of an overlap building (including whether the overlap determination was based on address match or distance proximity); and the underlying data and documents used for the competitive analysis, sufficient to enable the Commission to replicate the Applicants' competitive analysis. Rather than providing the underlying data for Applicants' competitive analysis, Applicants instead can provide the data requested in Templates A, B, C, and D attached hereto.*

Applicants responded to this Request in a joint filing on April 7, 2017.

- 4. Applicants state that they currently "compete against some of the largest Tier 1 backbone providers in the provision of transit services" and that "the combination of CenturyLink and Level 3 will have little impact on the overall level of competition for IP transit services." (Public Interest Statement at B- 16 and B-17). Describe, and provide and identify supporting documents showing, each Applicant's position, rank, and competitive strategy in the North American Transit Services market, and how each Applicant compares to competing Transit Service providers in this market. For each Applicant, submit documents created after January 1, 2015 sufficient to show each Applicant's plans relating to Transit Services, including all documents discussing how Level 3's Transit Service business will be merged into CenturyLink's Transit Service business.*

Please see the Applicants' joint response filed concurrently herewith.

- 5. Provide a detailed explanation with supporting documentation and documents sufficient to*

*show the basis for, and derivation of, Applicants' claimed public interest benefits, efficiencies, and synergies resulting from the proposed Transaction (as set forth in pages B-4 through B-14 of the Public Interest Statement), and for each provide:*

- a. A description and the underlying assumptions of the steps Applicants will take to achieve the claimed cost savings, efficiencies, synergies, and other benefits; the costs Applicants will incur to achieve these effects; the risks Applicants face in realizing these effects; the breakdown between savings in fixed costs and marginal costs; and the time required to achieve these effects (including whether they are primarily short-term or long-term); and*
- b. Applicants' plans to pass through any cost savings from the Transaction to consumers and the extent to which Applicants have passed through past cost savings to consumers from prior transactions (including the magnitude and time horizon for these pass-through cost savings to consumers).*

An October 2016 Ratings Agency Presentation, provided as Highly Confidential Exhibit 4(c)-30, provides CenturyLink's most comprehensive assessment to date of how the combined company will achieve the expected synergies and other benefits of the transaction.

CenturyLink's Integration Management Office is in the process of planning the integration of CenturyLink's and Level 3's customer-facing and internal systems and processes, with the immediate focus on avoiding any disruption to customers or employees in the immediate term and a longer-term goal of enabling the synergies and other benefits the Applicants expect to achieve. Preliminary draft materials reflecting these integration plans are provided as Highly Confidential document Bates CTL-000049.

These and other Highly Confidential materials reflect CenturyLink's preliminary assessments on issues such as how certain Level 3 products and services might complement or enhance certain CenturyLink offerings, how the combined company may be able to rationalize and enhance its IT infrastructure, and potential network-based synergies. *See* Exhibits 4(c)-29 and 4(c)-55. For instance, CenturyLink expects the combined company will be able to move more of its off-net traffic and circuits onto the combined company's network, thus reducing the combined company's marginal costs. *See* Exhibit 4(c)-30 at 9. CenturyLink expects to be able

to enable on-net access to the combined company's network footprint immediately upon consummation of the Transaction (*i.e.*, "Day 1") or shortly thereafter. [Bates CTL-000049] CenturyLink also expects over time to be able to enhance the resiliency of the combined company's network to distributed denial of service ("DDoS") attacks and other cybersecurity threats by leveraging Level 3's DDoS mitigation and edge network protection capabilities. *See* Exhibit 4(c)-55 at 3. Customers will benefit from these additional cybersecurity capabilities, as well as from having access to a broader portfolio of services (such as by making Level 3's VPLS, managed services, and CDN capabilities available to a broader customer base). *See* Exhibit 4(c)-55 at 2-4.

As noted in response to Request Number 1(c), CenturyLink has not yet determined how legacy company product offerings or product terms and conditions may be affected by consummation of the proposed Transaction. Accordingly, the Applicants are unable to assess at this time how cost savings resulting from the Transaction may be distributed.

\* \* \*

Respectfully submitted,

**CENTURYLINK, INC.**

\_\_\_\_\_  
/s/

Yaron Dori  
Michael Beder  
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*Its attorneys*

Dated: April 13, 2017

**RESPONSE OF CENTURYLINK, INC.  
TO INFORMATION AND DOCUMENT REQUESTS**

**APRIL 13, 2017**

**ATTACHMENT A: DOCUMENT INDEX**

<b>Bates</b>	<b>Title / Description</b>	<b>Date</b>	<b>Custodian / Source</b>	<b>Responsive to Requests</b>	<b>Confidentiality</b>	<b>Produced to DOJ</b>
CTL-000001	Business Retail TDM and Wave prices	April 11, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000002	CenturyLink Standard Wholesale rates	April 10, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000003	Ethernet Local Access retail prices	April 10, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000004	FCC request--iq port rates	April 10, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000005	Leg-CTL Metro Ethernet retail prices	April 10, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000006	Leg-QC Metro Ethernet retail prices	April 10, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000007	Retail Business Billed 02Feb 2017	April 5, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000008	Summary of Dark Fiber Revenue for 2015-16 Final	April 6, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000009	Wholesale product MRC and yield 2015 through Feb2017	April 4, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000010	[Intentionally omitted]					
CTL-000011 to CTL-000028	Exhibit IPE-2 G 3 22 17	March 22, 2017	Dan Gordon	1(a)	Highly Confidential	N
CTL-000029 to CTL-000037	Wireline Wireless Product Billed Revenue February 2017	March 23, 2017	Dan Gordon	1(a)	Highly Confidential	N

<b>Bates</b>	<b>Title / Description</b>	<b>Date</b>	<b>Custodian / Source</b>	<b>Responsive to Requests</b>	<b>Confidentiality</b>	<b>Produced to DOJ</b>
CTL-000038 to CTL-000048	Wireline Wireless Product Billed Revenue January 2016	Feb. 11, 2016	Dan Gordon	1(a)	Highly Confidential	N
CTL-000049 to CTL-000057	Question 1c and 5 FCC RFI	April 10, 2017	Lisa Hensley Eckert	1(c); 5	Highly Confidential	N
CTL-000058 to CTL-000212	U.S. Telecom Wireline and Wireless Sizing and Share Forecast: 2016-2021	November 2016	Atlantic-ACM	1(b)	Highly Confidential	N
CTL-000213 to CTL-000325	2015 ATLANTIC-ACM U.S. Long Haul Wholesale Report Card	2015	Atlantic-ACM	1(b)	Highly Confidential	N
CTL-000326 to CTL-000352	CTL Level 3 DOJ presentation 121416	Dec. 14, 2016	Sean Lindsay	1(b)	Highly Confidential	N
CTL-000353 to CTL-000362	Regional Analysis: United States & Canada	2016	TeleGeography	1(b)	Highly Confidential	N
CTL-000363 to CTL-000401	Private Line & SONET Services Market Insight	June 2015	Frost & Sullivan	1(b)	Highly Confidential	N
CTL-000402 to CTL-000456	BusinessWave™ CenturyLink SMB Market Share 4Q 2016	February 2017	TNS	1(b)	Highly Confidential	N
Exhibit 4(c)-29	Lonewolf Update PDT and IT	October 2016	Aamir Hussain	1(c); 5	Highly Confidential	Y
Exhibit 4(c)-30	Rating Agency Presentation	October 2016	CenturyLink	1(c); 5	Highly Confidential	Y
Exhibit 4(c)-55	LoneWolf Product Comp	Oct. 24, 2016	Aamir Hussain	1(c); 5	Highly Confidential	Y
CTLV00025 to CTLV00057	2017 Globals Business Plan	2016	CenturyLink	1(a)	Highly Confidential	Y
CTLV00586 to CTLV00861	U.S. Telecom Wired and Wireless Sizing and Share Forecast: 2015-2020	August 2015	Atlantic-ACM	1(b)	Highly Confidential	Y

<b>Bates</b>	<b>Title / Description</b>	<b>Date</b>	<b>Custodian / Source</b>	<b>Responsive to Requests</b>	<b>Confidentiality</b>	<b>Produced to DOJ</b>
CTLV00862 to CTLV00870	Current Analysis Competitive Index - Wholesale	2016	Current Analysis	1(b)	Highly Confidential	Y
CTLV00871 to CTLV00897	Current Analysis Competitive Index - U.S. Collaboration and Communication Services	2016	Current Analysis	1(b)	Highly Confidential	Y
CTLV00898 to CTLV00905	Current Analysis Competitive Index - U.S. WAN Services	2016	Current Analysis	1(b)	Highly Confidential	Y
CTLV00906 to CTLV00960	Wholesale Carrier Ethernet Services Market Update, 2015	August 2015	Frost & Sullivan	1(b)	Highly Confidential	Y
CTLV00961 to CTLV01130	2016 Managed Security Services in North America	November 2016	Frost & Sullivan	1(b)	Highly Confidential	Y
CTLV01189 to CTLV01250	Business Carrier Ethernet Services Market Update, 2015	September 2015	Frost & Sullivan	1(b)	Highly Confidential	Y
CTLV01307 to CTLV01330	Market Analysis Perspective: U.S. Carrier Ethernet and IP VPN Network Services, 2016	September 2016	IDC	1(b)	Highly Confidential	Y

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