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May 24, 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 Monday, May 22, 2017, representatives of CenturyLink, Inc. (“CenturyLink”) and Level 3 Communications, Inc. (“Level 3,” and together with CenturyLink, the “Applicants”) spoke by telephone with the following representatives of the Commission’s Wireline Competition Bureau (the “Bureau”) and Office of General Counsel (“OGC”): Terri Natoli, Virginia Metallo, Pam Megna, Mike Ray, Zach Ross, and Ramesh Nagarajan of the Bureau; and Jim Bird and Joel Rabinovitz of OGC. Representatives of CenturyLink consisted of Sean Lindsay of CenturyLink, Tasneem Chipty and Hans-Jürgen Petersen of Compass Lexecon (economic consultants to CenturyLink), and the undersigned. Representatives of Level 3 consisted of Nick Alexander of Level 3, and Mia Guizzetti Hayes of Willkie Farr & Gallagher LLP (counsel to Level 3).

The discussion focused on the Applicants’ summary of their location analysis methodology, as set forth in their April 7, 2017 Initial Joint Response to Request Number 3 of the Bureau’s Information and Document Requests (“Information Request”) issued on March 30, 2017 in the above-referenced docket.¹ In response to Commission staff requests, the Applicants provided and are submitting herewith documents containing data on which a portion of their location analysis relied.

¹ Initial Joint Response of CenturyLink, Inc. and Level 3 Communications, Inc. to Information and Document Requests, WC Docket No. 16-403 (Apr. 7, 2017) (“Initial Joint Response”); *see also 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).

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The first document, a Highly Confidential Excel spreadsheet [Bates number CTLLVLT-000129], was provided to Commission staff yesterday and contains on-net location data that, in conjunction with the geocode methodology described on pages 4-5 of the Applicants' April 7th response to the Information Request,² was used to identify the Applicants' on-net overlap locations.³ The second document, a Highly Confidential Excel spreadsheet [Bates number CTLLVLT-000130], contains competitor geocodes and information on whether the presence of the competitor was identified based on lit building or fiber route for each of the "overlap competitors"⁴ farther than 164 feet⁵ and within one mile of the on-net overlap locations derived from the first document.⁶ To the extent the Applicants relied on CenturyLink's CLEC database, as described on page 6 of the Applicants' April 7th response to the Information Request,⁷ to identify the geocodes of a competitor in this second document, that information was based on lit building data provided by that competitor.

The documents submitted herewith are Highly Confidential and therefore are marked "HIGHLY CONFIDENTIAL INFORMATION — SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 16-403 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION."

² See Initial Joint Response at 4-5.

³ For purposes of clarity, please note that the original source geocodes in this document are shown in the columns labeled "SourceLat" and "SourceLon." The final geocodes used in the analysis are shown in the columns labeled "FinalLat" and "FinalLon." These final geocodes are set to the Alteryx geocodes if the numeral "1" appears in an entry in the column labeled "GoodGeocode." Otherwise, the final geocodes are set equal to the source geocodes where the source geocodes are available.

⁴ The competitors identified in [Bates number CTLLVLT-000130] correspond to those identified by the data sources listed in the "Overlap Competitors" tab in a Highly Confidential spreadsheet produced in connection with the Applicants' Initial Joint Response [Bates number CTLLVLT-000002]. Note that [Bates number CTLLVLT-000130] does not include information for competitors identified by FiberLocator, TeleTracker, FCC Form 477 filings, or cable company websites.

⁵ The Applicants' overlap analysis does not rely on this information for on-net overlap locations with a competitor in the building or within 164 feet of the building.

⁶ This competitor information is tracked here for all data sources shown in the "Source" column (column H), except ones for which the "Source" is "Physical Checks" or "Level 3 Competitive." In the case of "Physical Checks," distances were derived from technician notes from site visits. In the case of "Level 3 Competitive," the intermediate analysis did not preserve the original geocodes.

⁷ See Initial Joint Response at 6.

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Consistent with the instructions in the Protective Order in this docket, this Highly Confidential document is being hand-filed, and copies are being provided to Commission staff and will be made available to third parties pursuant to the terms of the Protective Order. The Applicants' redacted submissions are marked "REDACTED — FOR PUBLIC INSPECTION" and are being filed electronically in the Commission's Electronic Comment Filing System.

Applicants also are taking this opportunity to update certain additional information in the record pertaining to their applications.⁸ Specifically, certain individuals have been named to serve as officers and directors of the combined company since the Consolidated Section 214 Application was filed. Accordingly, the Applicants hereby update the Consolidated Section 214 Application to identify the following additional interlocking directorates with foreign carriers.⁹

- Jeff K. Storey, currently Chief Executive Officer and President of Level 3 and a member of Level 3's board of directors, will serve as a director of the combined company. Mr. Storey also is: a director and President of Level 3 Communications Australia Pty Ltd; President of Global Crossing Telecommunications Canada, Ltd.; a director and President of Level 3 Communications Hong Kong Limited; a director of Level 3 Communications Japan KK; and a director and President of Level 3 Communications Singapore Pte. Ltd.
- Steven T. Clontz, currently a member of the Level 3 board of directors, will serve as a director of the combined company as the designee of STT Crossing Ltd. Mr. Clontz also is: a director of Starhub Ltd., a Singapore wireless carrier; a member of the Executive Committee of U Mobile Sdn Bhd, a Malaysian wireless carrier; and a director of Virgin Mobile Latin America, an MVNO licensed in Mexico, Colombia, Chile, and Peru.

Additionally, as discussed in the Consolidated Section 214 Application, CenturyLink entered into a definitive agreement to sell Savvis Communications Corporation and Savvis, Inc. (together, the "Savvis Entities") in November 2016 (the "Savvis Transaction").¹⁰ The Applicants noted that, following consummation of the Savvis Transaction, certain foreign carriers affiliated with the Savvis Entities that are identified in Exhibit E of the Consolidated Section 214

⁸ *Level 3 Communications, Inc., Transferor, and CenturyLink, Inc., Transferee, Consolidated Application for Consent to Transfer Control of Domestic and International Authorizations Pursuant to Section 214 of the Communications Act of 1934, As Amended*, WC Docket No. 16-403 (filed Dec. 12, 2016) ("Consolidated Section 214 Application").

⁹ *Id.* at 7-8.

¹⁰ *See id.* at 9 n.1, E-1 to E-2; *see also Applications Filed for the Transfer of Control of Level 3 Communications, Inc. to CenturyLink, Inc. Pleading Cycle Established*, Public Notice, 31 FCC Rcd. 13408, 13410 n.18 (2016).

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Application¹¹ would not be relevant to the instant transaction.¹² The Savvis Transaction closed on May 1, 2017.¹³ As a result, CenturyLink no longer is affiliated with the foreign carrier affiliates of the Savvis Entities. The Applicants also hereby update the Consolidated Section 214 Application to reflect CenturyLink's surrender of two international Section 214 authorizations held by the Savvis Entities.¹⁴

Any questions concerning this submission should be addressed to the undersigned.

Respectfully submitted,

/s/

Yaron Dori
Brandon Johnson
Counsel to CenturyLink, Inc.

cc: Terri Natoli
Virginia Metallo
Pam Megna
Mike Ray
Zach Ross
Ramesh Nagarajan
Jim Bird
Joel Rabinovitz
Darren Fernandez

¹¹ These carriers are Qwest Australia Pty Ltd, Savvis Communications Canada, Inc., CenturyLink Germany GmbH, CenturyLink Japan, K.K., CenturyLink Korea Limited, CenturyLink Singapore Pte. Ltd., and CenturyLink Taiwan Limited. *See* Consolidated Section 214 Application at E-1 to E-2.

¹² *Id.* at 9 n.1, E-1 to E-2.

¹³ Press Release, "CenturyLink completes sale of data centers and colocation business to consortium led by BC Partners and Medina Capital" (May 2, 2017), <http://news.centurylink.com/news/centurylink-completes-sale-of-data-centers-and-colocation-business-to-consortium-led-by-bc-partners-and-medina-capital>.

¹⁴ *See* Consolidated Section 214 Application at C-2; *International Authorizations Granted*, Public Notice, DA No. 17-394, at 5 (rel. Apr. 27, 2017). The file numbers for the surrendered Savvis authorizations are ITC-214-20020627-00315 and ITC-214-20040122-00026.

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Thomas Jones

Mia Guizzetti Hayes

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in its entirety.

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