



Barr Tell USA, Inc.

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May 23, 2017

Marlene H. Dortch, Esq.
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: WC Docket 16-403, *CenturyLink Inc. and Level 3
Communications Inc., Applications for Transfer of Control*

Dear Ms. Dortch:

I am writing today in my capacity as President of Barr Tell USA, Inc. to express our concerns about the proposed acquisition of Level 3 Communications, Inc. by CenturyLink Inc. I believe that the proposed transaction will eliminate Level 3 as an aggressive independent competitor in the wholesale space both within the CenturyLink region and out-of-region. I am particularly concerned about the effect of the transaction on the availability of wholesale switching and transport (a/k/a access homing tandem) services for customer owned telephone numbers.

Barr Tell USA, Inc. is a CLEC and a provider of Internet protocol communications services, including interconnected VoIP (iVoIP™) services, to IP communications services providers and enterprise customers. We are a CLEC in approximately 10 states and we depend on the availability of switching platforms and partners for the conversion of our interconnections with the Incumbents, who still depend on old fashioned TDM transport using SS-7 signaling and transposing this into modern SIP utilizing VOIP.

In considering whether to approve the transaction, the Commission is not limited to traditional antitrust principles, but rather also considers the broader public interest. Recent proceedings at the Commission demonstrate the dire need for an increase in the number of competitors for

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enterprise services, particularly those using new technologies. Therefore, the Commission must critically assess the impact of the proposed transaction in that market.

The acquisition of Level 3 by CenturyLink has significant implications for competitive service providers such as us, because we depend on unbundled wholesale services in order to deliver services to our customers. It is crucial for the growth of the competitive interconnected VoIP market that carriers continue to offer on a nationwide basis wholesale access homing tandem services as well as switching platforms for CLEC owned telephone numbers.

At present, to the best of our knowledge, the only providers of this unbundled inbound service are Level 3, Peerless Networks and Inteliquent. Level 3 is now declining to sell the product to new customers because after the merger the combined CenturyLink will likely not offer the product to competing service providers.

These services are critical for many competitive providers of IP communications services to serve their customers, especially in the more rural service areas where Level 3 has much more extensive coverage than either Inteliquent or Peerless. The absence of wholesale switching and transport service offerings at reasonable rates and on reasonable terms will stifle the further development of the types of new voice competition envisioned by the Commission in the June 22, 2015 *Numbering Order* (Docket Nos. WC 13-97, WC 04-36, WC 07-243, CC 95-116, CC 01-92, WC 10-90, and CC 99-200) (the “Numbering Order”)

I urge the Commission to secure commitments to ensure that the transaction will increase, rather than reduce, wholesale competition. This competition ultimately results in more choices for consumer and business end-users. If it is to grant the Applications, the Commission should condition the grant on a specific, enforceable merger condition that ensures continuity and fairness in the offering and pricing of these wholesale services to enable competition in the communications marketplace.

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Specifically, the Commission should require that after the merger is approved Level 3 (or its successor entity) continue to offer at reasonable prices and on a nationwide basis wholesale switching and transport services for customer owned telephone numbers.

If you have any questions, please feel free to contact me.

Sincerely,

Harold Barr, President

Cc: Jim Bird, OGC
Joel Rabinovich, OGC
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Michael Ray, WCB
Zach Ross, WCB
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