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July 20, 2017

Via Hand Delivery and ECFS

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

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

Dear Ms. Dortch:

On July 18, 2017, representatives of CenturyLink, Inc. (“CenturyLink”) and Level 3 Communications, Inc. (“Level 3,” and together with CenturyLink, the “Applicants”) spoke by telephone in two separate discussions with the staff of the Commission’s Wireline Competition Bureau (the “Bureau”). The first discussion occurred between the undersigned, Bryan Taylor, Vice President of Corporate Development, CenturyLink, and the following Bureau staff: Terri Natoli and Virginia Metallo. The second discussion occurred between the undersigned, Mia Guizzetti Hayes of Willkie Farr & Gallagher LLP, counsel to Level 3, and the following Bureau staff: Ms. Natoli, Pam Megna, and Mike Ray.

In both discussions, the Applicants clarified for staff certain of their responses to the Bureau’s Information and Document Requests issued on March 30, 2017, in the above-referenced docket.¹ In the first discussion, CenturyLink reviewed and described certain aspects

¹ See Further Joint Response of CenturyLink, Inc. and Level 3 Communications, Inc. to Information and Document Requests, WC Docket No. 16-403 (filed Apr. 13, 2017); Response of CenturyLink, Inc. to Information and Document Requests, WC Docket No. 16-403 (filed Apr. 13, 2017); Response of Level 3 Communications, Inc. to Information and Document Requests, WC Docket No. 16-403 (filed Apr. 13, 2017); Initial Joint Response of CenturyLink, Inc. and Level 3 Communications, Inc. to Information and Document Requests, WC Docket No. 16-403 (filed Apr. 7, 2017); see also *Applications Filed for the Transfer of Control of Level 3 Communications, Inc. to CenturyLink, Inc.*, Letter from Madeleine V. Findley, Wireline Competition Bureau, to Thomas Jones et al., Counsel for Level 3 Communications, Inc., and Yaron Dori et al., Counsel for CenturyLink, Inc., DA 17-296, WC Docket No. 16-403 (Mar. 30, 2017) (“RFT”).

of the synergy and benefit calculations that were contained in CenturyLink's July 5, 2017, Highly Confidential supplemental response to RFI Number 5, which sought information and documentation pertaining to the efficiencies and synergies resulting from the proposed transaction.² In the second discussion, the Applicants described aspects of the Highly Confidential information they provided in their July 5, 2017, supplemental response to RFI Number 3, which sought information and documentation pertaining to the effect of the transaction on business data services.³ In furtherance of that second discussion, and at the request of Bureau staff, the Applicants are submitting herewith a Highly Confidential spreadsheet [Bates Number CTLLVT-000154] setting forth additional information responsive to RFI Number 3.

The document submitted herewith is Highly Confidential and therefore is marked "HIGHLY CONFIDENTIAL INFORMATION — SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 16-403 BEFORE THE FEDERAL COMMUNICATIONS COMMISSION." 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 submission is marked "REDACTED — FOR PUBLIC INSPECTION" and is being filed electronically in the Commission's Electronic Comment Filing System.

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
Counsel to CenturyLink, Inc.

cc: Terri Natoli
Virginia Metallo
Pam Megna
Mike Ray
Darren Fernandez
Thomas Jones (Counsel to Level 3)
Mia Guizzetti Hayes (Counsel to Level 3)

² See CenturyLink, Inc., Notice of *Ex Parte* Presentation, WC Docket No. 16-403 (filed July 5, 2017).

³ See CenturyLink, Inc. and Level 3 Communications, Inc., Notice of *Ex Parte* Presentation, WC Docket No. 16-403 (filed July 5, 2017).

Document CTLLVLT-000154 has been produced in native Excel format and is Highly Confidential in its entirety.