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September 24, 2014

Ex Parte

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.,
WC Docket No. 14-104

Dear Ms. Dortch:

On September 23 and 24, I, on behalf of Level 3 Communications, Inc. and its subsidiaries (collectively, "Level 3"), spoke by telephone with Randy Clarke of the Wireline Competition Bureau. Consistent with Level 3's previous filings,¹ I noted that Level 3's proposed acquisition of tw telecom, inc. offers significant public interest benefits, and I urged the Commission to expeditiously approve the proposed transaction so as to maximize the benefits that will be realized.

Please do not hesitate to contact me if you should have any questions.

Sincerely,

/s/ Joseph C. Cavender
Joseph C. Cavender

cc: Randy Clarke

¹ See Letter from Kent Bressie, counsel for Level 3 Communications, Inc., to Marlene H. Dortch, Secretary, FCC, WC Docket No. 14-104 (filed Sept. 12, 2014).