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EX PARTE

October 23, 2014

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; *CenturyLink's Alternative Petition for Interim Waiver of Dominant Carrier Regulation and Computer Inquiry Tariffing Requirements Imposed on Enterprise Broadband Services*, WC Docket No. 14-9

Dear Ms. Dortch:

On October 21, 2014 Craig Brown (by phone) and I, on behalf of CenturyLink met with Eric Ralphs, Jodie May, and Dennis Johnson of the Wireline Competition Bureau, and Jim Bird and Jamillia Ferris of the Office of General Counsel. We discussed CenturyLink's comments filed on the Petition for Transfer of Control of tw telecom inc. to Level 3 Communications, Inc.

CenturyLink did not ask the Commission to reject the proposed merger. Yet it explained that the transaction raises three significant issues that the Commission must address:

- Level 3 should be required to cease its unreasonable practice of withholding duly-owed payments for telecommunications services, in order to gain unfair leverage in unrelated disputes;
- Given that the Merged Company will be one the largest providers of Ethernet services (much larger than CenturyLink), the Merged Company should be required to provide access to its entrance conduit to on-net buildings on commercially reasonable rates, terms and conditions, for as long as CenturyLink and other ILECs are subject to such conduit-sharing obligations; and
- This transaction increases the urgency for the Commission to grant CenturyLink's pending enterprise broadband forbearance petition so that CenturyLink can compete with the Merged Company and other larger providers under the same non-dominant framework that has applied for over 6 years to all other providers in the enterprise broadband market.

Ms. Marlene H. Dortch
October 23, 2014

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Pursuant to Section 1.1206(b) of the Commission's rules, a copy of this notice is being filed in the above-referenced dockets. Please contact me if you have any questions.

Sincerely,

A handwritten signature in blue ink, appearing to read "Jeffrey D. Lanzetta". The signature is written in a cursive style with a horizontal line at the end.

Copy via email to:

Eric Ralphs
Jodie May
Dennis Johnson
Jim Bird
Jamillia Ferris