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May 22, 2006

BY HAND DELIVERY

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

Re: Qwest Communications Corporation and OnFiber Communications, Inc. Joint Application Pursuant to Section 214 of the Communications Act

PUBLIC VERSION - CONFIDENTIAL INFORMATION REDACTED

Dear Ms. Dortch:

Qwest Communications Corporation ("QCC") and OnFiber Communications, Inc. ("OnFiber Inc.," together, the "Applicants"), pursuant to Section 63.52 of the Commission's rules, hereby submit an original and five (5) copies of the attached redacted Joint Application for the Commission's consent to transfer control of OnFiber Inc. and its subsidiaries to QCC. A completed FCC Form 159, together with the requisite filing fee, is attached hereto.

Pursuant to Section 0.459 of the Commission's rules, the Applicants hereby request confidential treatment for the affidavit and materials attached to the Joint Application as Exhibits D and E (the "Confidential Exhibits"). Redacted Versions of the Confidential Exhibits are included here, and unredacted versions are included only in the confidential submission being made simultaneously but separately from this submission under an otherwise identical cover letter.

The Confidential Exhibits merit confidential treatment because they addresses strategically sensitive matters, including very specific commercial information relating to the businesses of OnFiber and QCC. The Confidential Exhibits also contain proprietary information regarding the facilities deployed in certain markets by OnFiber and by other carriers not party to the Joint Application and not otherwise affiliated with the Applicants. QCC and OnFiber would not customarily release this type of sensitive information to the public, and believe that exposure of this specific business information is unwarranted. Such release could result in substantial competitive harm, placing the Applicants at a disadvantage vis-à-vis other providers of the highly competitive services described in the Joint Application. In short, the Confidential Exhibits contain the type of commercial information "which would customarily be guarded from competitors," and therefore should not be made routinely available for inspection. *See* 47 C.F.R. § 0.457(d)(2).

Apart from the disclosures made in the Joint Application, the Applicants have restricted distribution of the information in the Confidential Exhibits only to employees and outside counsel involved in preparing the Joint Application. These precautions emphasize the parties' intent that the contents of the Confidential Exhibits be maintained as confidential and not released to third parties.

For the reasons stated above, the Applicants request that Exhibits D and E to the Joint Application be withheld from public inspection.

Please do not hesitate to contact the undersigned should you have any questions regarding this request for confidential treatment.

Sincerely,

Yaron Dori
Counsel for Qwest Communications
Corporation

Enclosures

cc: Gail Cohen, FCC
Jodie Donovan-May, FCC
Melissa Newman, Qwest
Lynn Stang, Qwest
Craig Brown, Qwest
Jonathan Radin, OnFiber
Suzanne Toller, Davis Wright Tremaine
Jim Blitz, Davis Wright Tremaine

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554

In the Matter of Joint Application Pursuant to Section 214 of the Communications Act of 1934 and Section 63.04 of the Commission's Rules for Consent to the Transfer of Control of OnFiber Carrier Services, Inc., OnFiber Carrier Services-Virginia, Inc., and Info-Tech Communications to Qwest Communications Corporation	)	FILE STAMP COPY WC Docket No. 06-___

To: Wireline Competition Bureau

JOINT APPLICATION FOR CONSENT TO TRANSFER OF CONTROL OF DOMESTIC SECTION 214 AUTHORIZATION

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), and Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, Qwest Communications Corporation ("QCC") and OnFiber Communications, Inc. ("OnFiber Inc.," and, together with QCC, the "Applicants"), hereby request the Commission's consent to transfer control of the following entities to QCC (the "Transfer of Control"): OnFiber Carrier Services, Inc. ("OnFiber Services"), OnFiber Carrier Services–Virginia, Inc., and Info-Tech Communications (collectively, and together with OnFiber Inc., "OnFiber"). Each of these three entities is a wholly-owned operating subsidiary of OnFiber Inc. and is authorized to provide domestic interstate services.

I. INTRODUCTION AND SUMMARY

On May 12, 2006, QCC and OnFiber Inc., together with certain of their parents and affiliates, entered into an Agreement and Plan of Merger ("Agreement") pursuant to which QCC will become the direct corporate parent of OnFiber Inc. and, as a result, the indirect corporate parent of OnFiber Inc.'s operating subsidiaries (the "Transaction"). The structure of the Transaction is summarized in Section II(6) below.

Prompt approval of the Transfer of Control is strongly in the public interest. OnFiber provides customized, high-bandwidth dedicated services over networks built to meet the specific requirements of enterprise and carrier customers over all-fiber facilities. OnFiber creates highly efficient custom transport solutions using advanced Ethernet, SONET and Wavelength technologies and network services designed for each customer's particular needs. To be clear, OnFiber does not build facilities "on spec;" rather, it designs networks to meet custom requirements, drawing primarily on the existing fiber of other companies where available.

Today, OnFiber has approximately 250 enterprise and carrier customers nationwide, which it serves over all-fiber facilities in 19 major metropolitan areas, including nine of the ten largest designated market areas in the country, and most of the top 25. [1] The large majority of OnFiber customers and

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[1] OnFiber leases dark fiber (some through Indefeasible Rights of Use ("IRUs")) to a small percentage of customers; in the Qwest region, OnFiber obtained the majority of these leases and customers through its earlier acquisition of Portland

facilities are located outside the 14-state Qwest Corporation ("QC") region, and the Transaction is consistent with QCC's goal of increasing its national business operations. The enterprise and wholesale carrier markets are highly competitive, particularly in the large metropolitan areas where OnFiber operates. The Transaction will permit QCC to compete more effectively in the market for such custom services through the use of OnFiber's facilities, expand QCC's market penetration, and reduce QCC's network access costs.

The Transaction will have no adverse competitive impact within the QC region. As discussed in more detail below, OnFiber operates metropolitan fiber facilities only in five of the largest cities in the QC region: Denver, Portland, Phoenix, Seattle, and, as of very recently, Salt Lake City. Several other carriers – including AT&T and Verizon/MCI – operate more robust and typically larger networks than OnFiber in each of these cities. Indeed, OnFiber itself is a customer of CLECs for much of its fiber needs in all of these five cities except Portland. Furthermore, OnFiber currently serves a total of only 39 customers in the QC region (including only one customer to date in Salt Lake City). All of these customers purchase service from OnFiber under master agreements. While some of OnFiber's customers have requested service in the QC region, the large majority of OnFiber's customers are located in other parts of the country and are not served in the QC region.

General Broadband. A complete list of the cities where OnFiber operates metropolitan networks is provided at Exhibit A (List of OnFiber Metropolitan Network Locations).

Finally, and consistent with the foregoing, of the approximately 483 buildings OnFiber serves nationwide, OnFiber owns or controls fiber into only 71 buildings in the entire QC region. Other CLECs are present in all but three of those buildings.[2] Even with respect to those three buildings, it would be easy for another carrier to build a lateral or other facility into the building because third party fiber runs in front of or close to each building (OnFiber itself uses that fiber to reach one of those buildings).[3] The Commission has found that competitive concerns are not raised under such circumstances, even when the acquired carrier is a company of the size and scope of AT&T or MCI, with far more extensive facilities and customer relationships in a given market.[4] Compared to those two companies, OnFiber's operations in the QC region raise no competitive concerns.

In this Joint Application, the Applicants provide all of the information required by the Commission in connection with a transfer of control of this kind. The Applicants request expedited approval so that the combined companies can rapidly bring their respective resources to bear to become a more effective competitor to AT&T, Verizon/MCI, and other carriers providing custom private line services in the enterprise and carrier markets nationwide.

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[2] OnFiber leases dark fiber to customers in 12 of the 71 in-region buildings; at least some of these are in the form of IRUs. *See* Exhibit E at ¶¶ 10-14 and Attachment.

[3] *Id.*

[4] This matter is discussed in more detail in Section III(B), *supra*.

II. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to section 63.04(a) of the Commission's rules, 47 C.F.R. § 63.04(a), QCC and OnFiber provide the following information:

(1) The names, addresses and telephone numbers of Applicants are as follow:

Qwest Communications Corporation
1801 California Street
Denver, Colorado 80202
Phone: (303) 992-1400

OnFiber Communications, Inc.
11921 N. Mopac Expressway, Suite 100
Austin, Texas 78759
Phone: (512) 651-7300

The name, address and telephone number of the carriers authorized to provide domestic interstate services pursuant to Section 214 and subject to this Joint Application are:

OnFiber Carrier Services, Inc.
11921 N. Mopac Expressway, Suite 100
Austin, Texas 78759
Phone: (512) 651-7300

OnFiber Carrier Services – Virginia, Inc.
11921 N. Mopac Expressway, Suite 100
Austin, Texas 78759
Phone: (512) 651-7300

InfoTech Communications.
11921 N. Mopac Expressway, Suite 100
Austin, Texas 78759
Phone: (512) 651-7300

(2) QCC is a Delaware corporation and a wholly-owned subsidiary of Qwest Communications International Inc. ("QCII"), its ultimate corporate parent.

OnFiber Inc. is a Delaware corporation. OnFiber Services is a Delaware corporation; OnFiber Carrier Services-Virginia, Inc. is a Virginia corporation; InfoTech Communications is a California corporation.

(3) Correspondence concerning this Joint Application should be addressed to:

For QCC:

Lynn A. Stang
Craig Brown
Qwest Services Corporation
1801 California Street
Denver, Colorado 80202
Tel: (303) 383-6611
Fax: (303) 295-7069
Lynn.Stang@qwest.com
Craig.Brown@qwest.com

With a copy to:

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Yaron Dori
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For OnFiber:

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With a copy to:

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Fax: (415) 276-6599
suzannetoller@dwt.com
jimblitz@dtw.com

(4) The names, addresses, citizenship, principal business, and percentage of equity owned, of any person or entity that directly or indirectly own at least ten percent of the equity of the Applicants, are:

For QCC:

Qwest Services Corporation
Address: 1801 California Street, Denver, Colorado 80202
Citizenship: United States
Principal business: Holding Company
Ownership: 100 percent direct ownership of QCC

Qwest Communications International Inc.
Address: 1801 California Street, Denver, Colorado 80202
Citizenship: United States
Principal business: Holding Company
Ownership: 100 percent direct ownership of QSC

Philip F. Anschutz
Address: 555 Seventeenth Street, Denver, CO 90202
Citizenship: United States
Principal business: N/A
Ownership: 16 percent direct ownership of QCII; 16 percent indirect ownership of QCC

Capital Research and Management Company
Address: 333 South Hope Street, Los Angeles, CA 90071
Citizenship: United States
Principal business: Investment Management Company

Ownership: 15 percent direct ownership of QCII; 15 percent indirect ownership of QCC

Investment Adviser Subsidiaries of Legg Mason, Inc.
Address: 100 Light Street, Baltimore, MD 21202
Citizenship: United States
Principal business: Investment Management Company
Ownership: 14 percent direct ownership of QCII; 14 percent indirect ownership of QCC

FMR Corp.
Address: 82 Devonshire Street, Boston, MA 02109
Citizenship: United States
Principal business: Investment Management Company
Ownership: 13 percent direct ownership of QCII; 13 percent indirect ownership of QCC

For OnFiber:

Bear Stearns Merchant Banking
Address: 383 Madison Avenue, New York, NY 10017
Citizenship: United States
Principal business: Private Equity Investment
Ownership: 11 percent direct ownership of OnFiber Inc.

Kleiner Perkins Caufield & Byers
Address: 2750 Sand Hill Road, Menlo Park, CA 94025
Citizenship: United States
Principal business: Venture Capital Investment
Ownership: 30 percent direct ownership of OnFiber Inc.

(5) QCC and OnFiber certify, with respect to each entity within their control, and pursuant to Sections 1.2001 through 1.2003 of the Commission's rules, 47 C.F.R. §§ 1.2001–1.2003, that no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. §§ 853, 862.

(6) Pursuant to the terms of the Agreement, QCC, together with QCII, has agreed to acquire all of the capital stock of OnFiber Inc. in exchange for

$107 million, with QCC and QCII having the option up until closing of substituting up to $35 million of QCII shares for cash. To effectuate the acquisition, QCII will create a new, wholly-owned subsidiary called Quality Telecom, Inc. ("Quality Telecom"), which will become a direct, wholly-owned subsidiary of QCC. Upon receipt of required regulatory approvals, satisfaction of various other conditions, and consummation of the Transaction, OnFiber Inc. will be merged with and into Quality Telecom, whereupon OnFiber Inc. will emerge as the surviving entity and the separate corporate existence of Quality Telecom shall cease. As a result, OnFiber Inc. will become a direct, wholly-owned subsidiary of QCC and an indirect, wholly-owned subsidiary of QCII. OnFiber Services and all other OnFiber operating affiliates will remain wholly-owned subsidiaries of OnFiber Inc., and thus will be indirect wholly-owned subsidiaries of QCC. [5] The boards of directors of Qwest and OnFiber have approved or ratified the Agreement, as appropriate.

(7) QCC is authorized to provide domestic interstate and international telecommunications services to customers in the U.S. QCC is authorized by this Commission to provide domestic interstate service pursuant to Section 214 of the Act and section 63.01(a) of this Commission's rules, 47 C.F.R. § 63.01. QCC also is authorized by various state commissions to provide intrastate telecommunications services throughout its areas of operation.

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[5] Diagrams depicting the pre- and post-transaction corporate structure of QCC and its subsidiaries can be found in Exhibit B (Pre-Transaction Corporate Structure Diagram) and C (Post-Transaction Corporation Structure Diagram).

QCC is an affiliate of QC, which operates as an incumbent local exchange carrier in a 14-state region that includes all or a portion of the following states: Arizona, Colorado, Idaho, Iowa, Montana, Minnesota, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington and Wyoming.

OnFiber, through its various operating affiliates, provides customized, dedicated telecommunications services in 19 major metropolitan areas.[6] OnFiber does not provide any switched voice services.

(8) Applicants recognize that this Joint Application does not qualify for streamlined treatment but nevertheless submit that the Transaction clearly is in the public interest and therefore request expedited processing to permit an early closing.

(9) In addition to its authorization under Section 214 of the Act and section 63.01(a) of the Commission's rules, 47 C.F.R. § 63.01(a), OnFiber Services holds a millimeter wave band license, call sign WQBE975, that is not subject to this Joint Application. Applicants have simultaneously applied for Commission consent to transfer control of this millimeter waveband license to QCC.

(10) Not Applicable.

(11) Applicants have not filed with the Commission any separate waiver requests sought in conjunction with the transaction.

6 *See* Exhibit D (Confidential) (Maps of OnFiber Network Locations).

III. Public Interest Statement

The Transfer of Control and the Transaction clearly will serve the public interest. Together, QCC and OnFiber will be better able to provide dedicated, all-optical, customized services to enterprise and wholesale carrier customers. The parties will be better-positioned to compete outside of the QC region because that is where OnFiber does the vast majority of its business, bringing more competition to AT&T, Verizon/MCI and other larger providers. To the extent that OnFiber has limited business in the QC region, that activity is in the largest and most competitive cities and market segments. In short, the Transaction will result in greater competition, and, in turn, consumer benefits, with no adverse competitive effects.

A. The Transaction Will Enhance QCC's Ability to Compete Outside the QC Region

QCC's primary reason for this acquisition is to enhance its ability to compete outside of the QC region. OnFiber today owns or controls metropolitan fiber network facilities, typically in the form of fiber rings, in 14 of the nation's largest markets outside the QC region, with expansion facilities in four additional out-of-region markets.[7] Of OnFiber's approximately 250 customers nationwide, all but 39 obtain service outside the QC region. Similarly, of the approximately 483

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7 OnFiber currently operates outside the QC region in Atlanta, Austin, Boston, Chicago, Cincinnati, Dallas, Houston, Los Angeles, Miami, New York, Philadelphia, Sacramento, San Francisco/San Jose, and Washington, D.C., and has unlit facilities in four additional out-of-region markets: Orlando, Tampa, San Diego and St. Louis. *See* Exhibit A (List of OnFiber Metropolitan Network Locations).

buildings nationwide served today by OnFiber, the overwhelming majority – over 400 – are outside of the QC region. [8]

These facts underscore the complementary strategic fit of the Transaction and its consistency with QCC's out-of-region business goals. OnFiber's facilities are designed to deliver customized and scalable network solutions to single- and multi-location enterprise and wholesale carrier customers. OnFiber's network solutions typically involve connecting enterprise customers to the service providers of their choice, connecting carrier networks between major aggregation points, or delivering custom networks for specific IT applications.

Importantly, OnFiber designs and constructs fiber rings and network POPs only to meet the specific needs of individual customers; it does not construct networks "on spec" – that is, without already having identified and contracted with a customer who will purchase the service. In designing and delivering customized network solutions, OnFiber relies on its unique AdaptiveBuild® process, which involves designing direct connections between customer-specified end points (rather than routing those connections through central offices) using available fiber and other existing network resources. To provide these connections, OnFiber relies on its detailed knowledge of various vendors in particular markets; the company then leases the commercially available components and constructs additional network facilities only where necessary to "fill the gaps" or meet specific customer needs.

[8] Some OnFiber customers are served in multiple locations, which explains the difference between OnFiber's total customer and customer location counts.

This prudent reliance on existing infrastructure, typically in the form of dark fiber leases, means that OnFiber is able to minimize construction costs and limit the capital expenditures associated with deploying services to new customers.

Depending on customer needs, OnFiber's networks typically fall into one of three categories: (1) Metropolitan Area Networks ("MANs"), which, depending on the customer, can be used to connect multiple end user locations, data centers, or carrier POPs within a single metropolitan area; (2) Wide Area Networks ("WANs"), which are similar to MANs but are used to connect customer locations, data centers or POPs between two or more metropolitan areas; and (3) point-to-point solutions, which are used to connect two enterprise or carrier customer locations within a defined geographic area.

OnFiber relies on three optical transport technologies to deliver its network solutions to its customers – Wavelength, Ethernet and SONET – regardless of network configuration. By using Dense Wave Division Multiplexing ("DWDM") and optical Ethernet technologies, OnFiber can deliver extremely high-bandwidth services much more efficiently and economically than is possible over traditional copper lines.

Importantly, each OnFiber network is located in a major metropolitan market, and many of these markets serve as key outposts for companies, including technology companies, that require advanced, high-capacity network solutions such as those offered by OnFiber. Through the acquisition of OnFiber, QCC will be better situated to compete in the enterprise and carrier market with the likes of

AT&T and Verizon/MCI, as well as multiple other CLECs. QCC will be able to use the OnFiber facilities to reduce its access costs for existing and future customers. Acquisition of OnFiber also will provide QCC with a technology platform from which it can further expand its network, as well as enhance its suite of products and services to customers, like Ethernet. As noted above, all of OnFiber's metropolitan networks rely on highly-efficient optical data transport technologies.

Both QCC and OnFiber today compete against a myriad of carriers nationwide. OnFiber, for its part, has done an admirable job of developing its networks and customer base despite the presence of these formidable rivals. But OnFiber's continued growth would require significant additional capital resources and expenditures – something only a few carriers such as QCC, with the support of its ultimate corporate parent, QCII – are today in a position to provide. The Transaction therefore will provide OnFiber with the stability and financial resources it needs, while at the same time improving QCC's ability to better compete against others outside the QC region.

This Commission has routinely held over the past fifteen years that users of the types of telecommunications services at issue have "a multitude of choices available to them" and that these customers do not hesitate "to make informed choices based on expert advice" they retain in connection with their service needs. [9] The Commission reached the same conclusion as recently as six

[9] *In re Competition in the Interstate Interexchange Marketplace,* 6 FCC Rcd 5880, 5887 (¶ 39) (1991); *see also SBC/AT&T Order*, 2005 WL 3099626, at ¶ 75, n.229; *Verizon/MCI Order,* 2005 WL 3099625, at ¶ 76, n.232.

months ago in the context of the SBC/AT&T and Verizon/MCI mergers, finding that "a large number of carriers" of varying sizes compete regularly for enterprise customers "and that these multiple competitors ensure that there is sufficient competition." [10]

It is undeniable that QCC and OnFiber today compete against dozens of carriers in the market for dedicated interstate services. Chief among these are AT&T and Verizon/MCI, whose revenues, service territories and operations dwarf those of their closest competitors and extend well into the QC region. [11] OnFiber and QCC also compete against a myriad of other carriers, many of whom specialize in the market for enterprise and carrier customers; these carriers include XO Communications, Electric Lightwave, Inc., Level 3 Communications, Inc., Time Warner Telecom, and many others.

In short, the merger of QCC and OnFiber will serve the public interest by strengthening the ability of these two companies to compete with other carriers in the largest geographic markets in the country.

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10 *SBC/AT&T Order* at ¶ 73; *Verizon/MCI Order* at ¶ 74.

11 *See FCC Statistics of Communications Common Carriers, 2004-2005,* Nov. 7, 2005, at Table 1.1 (demonstrating that, as of December 31, 2004, SBC/AT&T and VZ/MCI each generated revenues at the holding company level more than two and-a-half times greater than the next highest revenue generator (Sprint), and more than five times greater than those of Qwest).

B. The Transaction Will Have No Adverse Effect on Competition In the QC Region

The Transaction will not adversely affect competition within the QC region. Indeed, OnFiber is remarkably complementary to the QCC business. First, OnFiber has only 39 in-region customers at 71 in-region buildings. Roughly half of those customers also obtain OnFiber service outside of the region under Master Service Agreements, using OnFiber or other carriers for intercity transport to link their sites. Moreover, OnFiber's business in-region is exceedingly small relative to its overall business nationwide; as previously noted, OnFiber serves approximately 483 buildings nationwide.

Second, OnFiber has network facilities in only five in-region cities: Denver, Phoenix, Portland, Seattle, and, as of a few weeks ago, Salt Lake City. Consistent with OnFiber's nationwide strategy of addressing first tier metropolitan areas, these are among the largest cities in the QC region. This pattern appears to reflect OnFiber's practice of building networks to meet customer requests rather than "on spec," and the fact that most of OnFiber's customers are located outside the QC region.

As one might expect, these five metropolitan areas face heavy competition from other carriers that have deployed more extensive networks. AT&T and Verizon/MCI operate more robust and often larger fiber rings than OnFiber in each city. Several other CLECs also have constructed networks in these cities.[12] Given the scope of this competition, QCC's acquisition of OnFiber will have no material impact on the supply of competing transport. Indeed, as previously noted, OnFiber itself typically leased dark fiber from one or more of these CLECs to deploy its network, limiting new construction as much as possible.

Third, and finally, the Transaction will have no impact on competition to reach customer premises. OnFiber has fiber into only 71 buildings in the QC region. As shown in the Attachment to Exhibit E, other providers also are present in all but three of these buildings.[13] This is not surprising because OnFiber typically constructs laterals from fiber outside or near the building that it has obtained from third party CLECs. Indeed, in the case of the three buildings in which Qwest and OnFiber currently have the only lit lateral or similar facilities, at least one other third party owns or controls a cable nearby.[14]

As recently as six months ago, in the context of SBC/AT&T and Verizon/MCI merger proceedings, the Commission determined that where more than two carriers each own or control their own wireline entrance facilities in a building (Type I special access), a merger or combination between two of them

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[12] *See* Exhibit E (Confidential) (Joint Affidavit of Robert W. Peterson and Jeff Yount), Attachment (Confidential) (Schedule of OnFiber In-Region "On Net" Buildings), which attests to the presence of the competing facilities-based CLECs in each building OnFiber serves in-region.

[13] *See* Exhibit E (Joint Affidavit of Robert W. Peterson and Jeff Yount) at ¶¶ 10-13. OnFiber also leases (some through IRUs) dark fiber that connects to 12 of the 71 buildings in the QC region. *See id.* at ¶ 14 and Attachment. As a practical matter, the lessee can contract with any third party to light the fiber.

[14] *Id.*

would not necessarily have anticompetitive consequences. [15] Only where such a combination would result in a single remaining provider of wireline entrance facilities into a building – and where entry by a new provider was "unlikely" – would a combination between two carriers likely have an anticompetitive effect. [16] This approach echoed the view of the Department of Justice ("DoJ"). [17] But, as the above standard makes clear, where entry by another provider is not "unlikely" – or, in the words of the DoJ, where entry would not be "a difficult, time-consuming, and expensive process" – then a combination of the only two Type I special access service providers into a building is not anticompetitive.

Based on the facts and circumstances present here, it is abundantly clear that OnFiber's in-region presence – and, in particular the entrance facilities it controls – will not result in anticompetitive consequences as a result of the Transaction. Under the standard articulated by the Commission (as well as by the DoJ), only three OnFiber in-region buildings would lack multiple entrance facilities upon consummation of the Transaction. But, because of the network presence of other providers in the street in front of those buildings or nearby, entry by another provider would not be difficult.

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15 *SBC/AT&T Order* at ¶ 37; *Verizon/MCI Order* at ¶ 37.

16 *SBC/AT&T Order* at ¶ 37 ("[W]here AT&T is the only carrier besides SBC that is directly connected to a particular building *and where entry is unlikely,* AT&T's elimination as a competitor may lead to an increase in the price of Type I special access services to that building") (emphasis added); *Verizon/MCI Order* at ¶ 39 (applying the same conclusion to the combination of Verizon and MCI).

17 *SBC/AT&T Order* at ¶ 40; *Verizon/MCI Order* at ¶ 40.

In short, given OnFiber's limited presence within the QC region, the Transaction will not have any adverse effects on competition in that region.

III. CONCLUSION

For the foregoing reasons, the Applicants respectfully request that the Commission grant consent to the Transfer of Control that would result from QCC's acquisition of OnFiber as described herein.

Respectfully submitted,

QWEST COMMUNICATIONS CORPORATION

By: ______________________

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Its attorneys

Dated: May 22, 2006

Verification

I, Thomas Wilten, Vice President Finance, Qwest Services Corporation, hereby certify under penalty of perjury that the information provided in the foregoing Joint Application related to Qwest Communications Corporation and its affiliates is true and accurate to the best of my knowledge, information and belief, formed after reasonable inquiry.

By: Thomas J. Wilten

Dated: May 19, 2006

Verification

I, Jonathan Radin, Vice President for Legal and External Affairs, OnFiber Communications Inc., hereby certify under penalty of perjury that the information provided in the foregoing Joint Application related to OnFiber Communications Inc. and its affiliates is true and accurate to the best of my knowledge, information and belief formed after reasonable inquiry.

By: ______________________
Jonathan Radin
Vice President, Legal and External Affairs
OnFiber Communications Inc.
3031 Corvin Drive
Santa Clara, California 95051

Dated: May 22 2006

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