

April 28, 2009

Via ECFS

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

Re: Ex Parte Meeting, WC Docket No. 08-238

Dear Secretary Dortch:

On Monday, April 27, 2009, Jerry Lambert, Vice President and Associate General Counsel for Bresnan Communications, LLC (“Bresnan”), Alex Harris, Vice President Network Planning & Industry Affairs for Bresnan, and Michael Pryor and Stefanie Zalewski of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. met with Bill Dever, Nicholas Degani, Dennis Johnson, and Donald Stockdale of the Federal Communications Commission (“FCC”) Wireline Competition Bureau and Joel Rabinovitz of the FCC Office of General Counsel. The parties discussed the information that Bresnan provided in the attached talking points at Attachment A, as well as Bresnan’s arguments and the proposed conditions provided in Bresnan’s written ex parte dated April 20, 2009.^{1/}

Bresnan reiterated the arguments made in its April 20, 2009 ex parte letter and discussed the points outlined in Attachment A. Bresnan also discussed the asymmetric advantage that incumbent carriers have when competing with cable companies for the “triple play” in light of the incumbents’ power over interconnection. Bresnan explained the problems it has had in migrating customers from CenturyTel as set forth in the April 20, 2009 ex parte and as summarized in Attachment A. Bresnan reviewed the conditions that it proposed in its April 20, 2009 ex parte and reiterated its request that the FCC at least require CenturyTel to: (1) adopt Embarq’s automated OSS within six months; (2) adhere to the Commission’s porting requirements -- including the standard four-day porting interval for simple ports (or whatever standard is adopted at the FCC’s May 14, 2009 meeting); (3) require CenturyTel to lift its cap on wholesale service orders; (4) require CenturyTel to eliminate CSR and porting charges; and (5) require CenturyTel to refrain from conducting win-back activities until after a port is completed.

^{1/} See Letter to Marlene H. Dortch, Secretary of the Federal Communications Commission from Michael H. Pryor, Counsel to Bresnan Communications, LLC, WC Docket No. 08-238 (filed April 20, 2009).

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Bresnan also explained that the conditions addressed merger specific harms in that CenturyTel acknowledged that its wholesale services were not currently sufficient to handle the anticipated volume of company-wide orders post-merger. Bresnan also discussed CenturyTel's status as a rural carrier and that conditions should apply to all CenturyTel and Embarq operating companies. It noted that CenturyTel has a centralized wholesale services system that it uses for all of its operating companies and that its commitments outlined in its April 10, 2009 ex parte applied to all operating companies.

In accordance with Section 1.1206 of the Commission's rules, one copy of this letter is being filed electronically via ECFS, and one will be delivered via email to each of the FCC participants.

Respectfully submitted,

/s/ Michael H. Pryor

Michael H. Pryor
Counsel for Bresnan

cc (via email):

Nicholas Degani
Bill Dever
Dennis Johnson
Joel Rabinovitz
Donald Stockdale

Attachment A

Bresnan Communications, LLC
Wireline Competition Bureau Meeting
April 27, 2009

I. Who is Bresnan Communications, LLC?

- Bresnan provides video, broadband, and voice services in four western states.
- Bresnan has approximately 330,000 subscribers and serves primarily rural areas and small towns.
- Bresnan has provided competing voice services to residential consumers in the CenturyTel areas of Montana and Colorado since mid-2006.
- Bresnan began providing competing voice services to small businesses in Montana and Colorado in late 2008 and early 2009, respectively.

II. Bresnan's Experiences with CenturyTel Are Similar to Those of Other Providers

- Where Bresnan competes, CenturyTel invokes the rural exemption and enters into traffic exchange agreements while reserving all rights.
- CenturyTel's wholesale service systems are woefully inadequate.
 - The system is characterized by excessive delays:
 - Six (6) business day interval for simple ports;
 - It takes weeks or months to port business customers;
 - Repeat rejections of LSRs;
 - Uninformed or untrained account representatives;
 - CenturyTel fails to follow its alleged policy of no repeat rejections; and
 - CenturyTel changes its required LSR information without having laid the groundwork, *e.g.*, requiring PIDs and LSOs for number porting.
 - Representatives make untruthful, disparaging remarks about Bresnan during migration.
 - CenturyTel charges excessive fees to obtain CSRs and to process requests for number porting.

III. The Merger is not in the Public Interest Absent Conditions to Ensure CenturyTel Improves Wholesale Processes and Resources

- Commitments are insufficient.
- Merger conditions are necessary to backstop commitments:
 - Require CenturyTel to adopt Embarq OSS within 6 months;
 - Lift the wholesale service order cap and impose penalties on CenturyTel for missing porting intervals;
 - Ensure that CenturyTel will deploy sufficient resources;
 - Require CenturyTel to eliminate seriatim rejections;
 - Require CenturyTel to provide required information on CSRs;
 - Require CenturyTel to eliminate CSR and number porting order charges;
 - Require CenturyTel to train its representatives to cease making misrepresentations about competitors, failure to adequately train must be coupled with penalties; and
 - Ban win-back activities.