

LATHAM & WATKINS LLP

March 1, 2011

EX PARTE VIA ECFS

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

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Re: *Applications Filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a/ CenturyLink for Consent to Transfer of Control, WC Docket No. 10-110*

Dear Ms. Dortch:

In response to a staff inquiry, CenturyLink Inc. (“CenturyLink”) and Qwest Communications International Inc. (“Qwest”) provide the following additional information. The adjacent service territories of CenturyLink and Qwest affect only about 13 percent of the exchanges involved in the transaction and only approximately 1.7 million residential lines out of approximately 17.3 million residential and small business access lines that will be served by the merged entity in the transaction market area after closing.¹

Moreover, most of the adjacent exchanges, in particular CenturyLink’s adjacent exchanges, are small and rural. Indeed, only one of CenturyLink’s adjacent exchanges has more than 10,000 residential access lines, and there are only four adjacent CenturyLink exchanges with more than 10,000 access lines total, with the largest being Osseo, MN.

As stated in the application, CenturyLink and Qwest long have operated adjacent exchanges in Qwest’s region, and neither has materially expanded into the other’s adjacent local exchange territory, nor did either have strategic plans to do so before the merger was signed.² Given the limited number of adjacent wire centers and the rural nature of these wire centers, the transaction will not have an adverse effect on potential competition.

Please contact us if you have any questions.

¹ Line counts are as of December 31, 2009.

² See CenturyTel, Inc. d/b/a CenturyLink and Qwest Communications International Inc., Application for Transfer of Control Under Section 214 of the Communications Act, WC Docket No. 10-110, at p. 28 (filed May 10, 2010).

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Very Truly Yours,

/s/

Karen Brinkmann
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