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LATHAM & WATKINS LLP

March 4, 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:

On February 24 and February 25, 2011, Karen Brinkmann of Latham & Watkins, John Jones, David Bartlett, Bill Cheek and Mike Hunsucker of CenturyLink, and Steve Davis and Melissa Newman of Qwest, met with Zac Katz, Sharon Gillett, Nick Alexander, Carol Simpson, Christi Shewman and Bill Dever to discuss the CenturyLink/Qwest pending merger application.

The applicants discussed the competitive local exchange carrier (CLEC) settlement agreements that they have negotiated to date, noting that they had reached agreements in several additional states in Qwest's and CenturyLink's territories. In addition, the applicants discussed their post-merger plans to increase broadband adoption in their territory. They also discussed their plans for broadband deployment and expansion, as well as the few areas where there are buildings in which both CenturyLink and Qwest have fiber.

In addition, on February 28, 2011, Alexander Maltas of Latham & Watkins met with Alexis Johns, Pam Megna, and Carol Simpson to discuss the few buildings in which both CenturyLink and Qwest have fiber. The applicants also discussed why the limited areas in which CenturyLink and Qwest have adjacent service territories will not have an adverse effect on competition.

Please contact us if you have any questions.

LATHAM & WATKINS^{LLP}

Very Truly Yours,

/s/

Karen Brinkmann
Alexander Maltas
LATHAM & WATKINS LLP

Counsel for CenturyLink, Inc.

cc: Nick Alexander
Bill Dever
Sharon Gillett
Alexis Johns
Zac Katz
Pam Megna
Christi Shewman
Carol Simpson