

November 18, 2010

VIA ECFS

EX PARTE

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW, Room TW-A325
Washington, DC 20554

Re: *Applications Filed By Qwest Communications International Inc. And CenturyTel, Inc., d/b/a CenturyLink For Consent To Transfer Of Control, WC Dkt. No. 10-110*

Dear Ms. Dortch:

On November 17, 2010, the undersigned, on behalf of Cbeyond, Inc. (“Cbeyond”), Socket Telecom, LLC (“Socket”), and tw telecom inc. (“tw telecom”), spoke with Angie Kronenberg, Legal Advisor to Commissioner Mignon Clyburn, regarding the above-referenced proceeding. Specifically, we discussed the extent to which the recently filed settlement agreement between Integra Telecom, Inc. and CenturyLink (“Integra Settlement”)¹ addresses Cbeyond’s, Socket’s and tw telecom’s concerns regarding the proposed transaction.

During the discussion, I explained that the Integra Settlement does not address several of Cbeyond’s, Socket’s and tw telecom’s most fundamental concerns regarding the proposed transaction. For example, it is critical that:

- (1) the Merged Firm be required to maintain the legacy Qwest operations support systems for a significant time period after the close of the transaction, and in all events, for a time period longer than the two years set forth in the Integra Settlement;
- (2) the Merged Firm be prohibited for a significant period of time, and in all events, longer than the 18 months set forth in the Integra Settlement, from acting on its incentive to raise rivals’ costs by initiating proceedings before state commissions in which the Merged Firm seeks rate increases for Section 251 inputs;
- (3) the Merged Firm be required to meet suitable merger conditions applicable in the legacy CenturyLink territory so as to limit the Merged Firm from acting on its incentive to continue to deny, delay or degrade access to wholesale inputs in the legacy CenturyLink territory (the Integra Settlement does not address the legacy CenturyLink territory);

¹ See Exhibit B to Letter from Karen Brinkmann, Counsel for CenturyLink, Inc., to Marlene H. Dortch, Secretary, FCC, WC Dkt. No. 10-110 (filed Nov. 8, 2010) (“Integra Settlement”).

(4) the Merged Firm be required to maintain the existing legal, technical and business arrangements (including tariffs and volume/term agreements) for the provision of special access for at least the same time period as the Merged Firm is required to maintain the legal, technical and business arrangements for the provision of unbundled network elements (“UNEs”) (the Integra Settlement does not include such equal treatment between special access and UNEs);

(5) the Merged Firm be required to make available to competitors a viable wholesale Ethernet offering (the Integra Settlement does not address this issue); and

(6) the Merged Firm be prohibited from increasing competitors’ costs for exchanging IP backbone traffic (the Integra Settlement does not address this issue).

In addition to these illustrative examples, there are numerous other concerns described by Cbeyond, Socket and tw telecom in their filings in this docket that are unaddressed by the Integra Settlement.

Please do not hesitate to contact me at (202) 303-1111 if you have any questions or concerns regarding this submission.

Respectfully submitted,

/s/ Thomas Jones
Thomas Jones

*Counsel for Cbeyond, Inc., Socket Telecom, LLC,
and tw telecom inc.*

cc (via email): Angie Kronenberg