

February 23, 2011

VIA ELECTRONIC FILING

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street SW
Washington, DC 20554

Re: Notice of Ex Parte Communication

**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 22, 2011, Catherine Bohigian and Elana Shapochnikov of Cablevision Systems Corporation (“Cablevision”), Ernie Cooper and the undersigned of Mintz Levin, on behalf of Cablevision, G. Patrick Webre of Charter Communications, Inc. (“Charter”), K.C. Halm of Davis Wright Tremaine, LLP, on behalf of Charter, and Justin Lilley of TeleMedia Policy Corp., on behalf of Cablevision and Charter, met with Nicholas Alexander, William Dever, and Carol Simpson of the Wireline Competition Bureau (with Alexis Johns and Amy Bender joining by telephone) regarding the above-captioned proceeding.

Cablevision representatives explained the difficulties that their recently-acquired subsidiary Bresnan Communications LLC (“Bresnan”) has experienced as a competitive local exchange carrier attempting to interconnect and compete with CenturyLink. To ensure that the merger does not impede the continuing development of competition to the merged entity, Cablevision proposed several conditions for the merger that are consistent with the merger parties’ assertions of the efficiencies of scope and scale and that will ensure competitive fairness and consumer choice.

First, the combined company should provide efficient interconnection at a single point of interconnection (“POI”) in each LATA and eliminate transit traffic charges for termination of competitors’ traffic in the combined territory of the merged entity within a single LATA. Second, the merged entity should complete the upgrade of CenturyLink’s OSS systems to the level of Embarq’s, as required by the Commission in the Embarq-CenturyLink merger, and in a reasonable period of time after approval, deploy OSS throughout the merged entities’ footprint that is the equivalent of the Qwest OSS or better. Third, CenturyLink should be required to

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eliminate charges for LNP local service requests (“LSRs”) (as much as \$31.50 per service order), customer service record requests, and directory listing service requests, and should adopt Qwest’s more reasonable practices with regard to such charges. Finally, the combined company should be bound by the requirements of sections 251 and 252, including section 251(c), rather than taking refuge in the “rural carrier” exemption, which was never intended to shield the largest incumbent LECs from the requirements of the Act. Application of section 251(c) to the merged entity will eliminate high prices that CenturyLink assesses for trunking, transport, and other wholesale services that far exceed the cost-based benchmarks of other similarly situation ILECs.

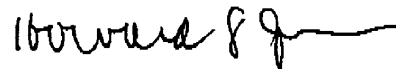
Charter representatives confirmed that they have experienced similar difficulties with CenturyLink and noted that have provided a full explanation of their concerns and offered proposed solutions in their prior filings in this proceeding.

Cablevision and Charter representatives also noted that because of efficiencies identified by CenturyLink and Qwest as a public benefit of the merger, the merged entity would not need the same level of Universal Service Fund High Cost Program support that the applicants as separate companies currently receive. In particular, the merged entity should not receive such support in areas where another, facilities-based wireline competitor is able to provide competing voice service to the public on an unsubsidized basis. In areas where the merged entity still requires High Cost Program support, this support should be at the non-rural ILEC rate.

Pursuant to section 1.1206(b) of the Commission’s rules, an electronic copy of this letter and the attachment is being filed electronically with the Office of the Secretary and served electronically on the Commission participants in the meetings.

Any questions concerning this submission should be addressed to the undersigned.

Sincerely,



Howard J. Symons

Attachment

cc: Nicholas Alexander
Amy Bender
William Dever
Alexis Johns
Carol Simpson