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March 16, 2011

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 Twelfth Street, SW  
Washington, DC 20554

**Re: Notice of Oral *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:

We submit this notice in compliance with Section 1.1206(b) of the Commission's rules.

On March 15, 2011, Joel Kelsey, Political Adviser for Free Press, and I met with Angela Kronenberg, Wireline Legal Advisor to Commissioner Mignon Clyburn. We advocated that the Commission require two conditions in connection with the proposed merger between Qwest Communications International and CenturyLink.

First, we argued that a condition requiring the merged entity to abide by open Internet principles is necessary to protect the public interest. We suggested that an open Internet conditions like that used in the Comcast-NBCU merger would be appropriate, and that the Commission also imposed similar open Internet and non-discrimination protections in the AT&T-SBC, Verizon-MCI and AT&T-Bell South mergers. Both Qwest and CenturyLink expressed skepticism and opposition to the open Internet framework adopted by the Commission in December. In particular, CenturyLink argued that it would exceed Commission's authority. In various filings the merging parties have suggested that the combined entity will increase its offering of content over its IP networks, noting that the merger will give the combined entity the "enhanced ability to competitively roll out strategic products such as IPTV and other high bandwidth services," and that it views the combined entity as an "attractive strategic product and service partner."

Second, we also argued that the merged entity should not be able must be limited in its ability to take subsidies from the Universal Service Fund in order to ensure the public truly sees the maximum benefits of this merger. We noted that the merging parties are making, and will be held to, build-out requirements as a condition of the merger, and that the combined entity should not expect to use USF monies to meet their commitments to build out to unserved areas.

Very truly yours,

\_\_\_\_\_/s/\_\_\_\_\_  
Aparna Sridhar  
Policy Counsel

cc: Angela Kronenberg