

LATHAM & WATKINS LLP

October 22, 2010

VIA ELECTRONIC FILING

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:

CenturyLink, Inc. and Qwest Communications International Inc. (together, the “Applicants”) write briefly to respond to recent letters filed in this docket by Sprint Nextel (“Sprint”)¹ and Cbeyond, Inc., Integra Telecom, Inc., Socket Telecom, LLC, and tw telecom inc. (the “CLECs”).²

The Applicants wish to correct the record concerning Sprint’s proposal to require “porting” of interconnection agreements (“ICAs”) across state boundaries. Unlimited porting of ICAs across state lines would be unworkable and has no legal basis. The merging companies face widely varying regulatory obligations and pricing plans in different states, employ different technologies in some areas, and have different network capabilities. Thus, blanket porting of ICAs across state lines would be impractical and in many cases technically infeasible. In addition, such a requirement would impinge on the role of the states under Sections 251 and 252 of the Communications Act to approve and arbitrate ICAs.

Notably, the Commission has never before implemented an unbounded ICA porting condition such as that requested by Sprint. Indeed, in *AT&T/BellSouth*, the Commission was careful to note that any porting of ICAs across state lines was *not* appropriate or required when

¹ See Notice of Ex Parte of Sprint Nextel, WC Docket No. 10-110, filed October 13, 2010.

² See Notice of Ex Parte of Cbeyond, Inc. et al., WC Docket No. 10-110, filed October 18, 2010.

the companies faced state-specific pricing, performance plans, or technical infeasibility, and that any porting had to remain subject to state laws and regulatory requirements.³ In subsequent merger approvals, the Commission imposed no ICA porting requirement of any kind. The Commission therefore should reject Sprint's proposed blanket porting condition.

Sprint's proposal to allow interconnecting companies to select a single ICA for nationwide interconnection rights is equally divorced from either precedent or practicality. For the same reasons stated above, it would be unworkable for the Applicants to extend the terms of one ICA across dozens of states. Moreover, the Commission has never before imposed this type of condition in any prior merger, and Sprint offers no persuasive reason why it should break such radically new ground in this proceeding.

The Applicants also wish to correct the record concerning the CLECs' assertion that the U.S. Department of Defense ("DOD") has concerns about this transaction. The CLECs cite to testimony submitted in Colorado by a private consultant offered as a witness on behalf of DOD and other federal executive agencies. Yet the proffered testimony fails to state any basis for the FCC to impose conditions or delay action *in this proceeding*.

The DOD witness cites concerns arising from three past acquisitions of Verizon lines in rural areas, and specifically issues that some consumers (not necessarily DOD) experienced as the acquiring party was forced to replace Verizon's back-office systems in the acquired territory. The CenturyLink-Qwest transaction bears no resemblance whatsoever to any of those transactions. In fact, the DOD witness does not express any concern specifically about CenturyLink. He states that CenturyLink's record of acquisitions has been relatively trouble-free, and notes with approval the public interest benefits of this transaction, including "a much stronger balance sheet" for the combined company. As such, his testimony raises no concerns that are relevant to this transaction.⁴

³ See *AT&T, Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd 5662, Appendix F (2007).

⁴ The Commission does not impose conditions on transactions based on speculation. See, e.g., *AT&T, Inc. and BellSouth Corp. Application for Transfer of Control*, Memorandum Opinion and Order, 22 FCC Rcd 5662 ¶¶ 108, 1886 (2007) (dismissing purported concerns of commenters—including Cbeyond Inc. et al.—as "speculative and unrealistic" or "vague speculation").

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Please contact me if you have any questions.

Sincerely,

/s/

Karen Brinkmann
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