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Secretary's
Copies —
REDACTED

August 15, 2011

REDACTED -- FOR PUBLIC INSPECTION

FILED/ACCEPTED

Via Hand Delivery

AUG 15 2011

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

Federal Communications Commission
Office of the Secretary

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:

In Attachment 2, Appendix C, to the Commission's Memorandum Opinion and Order (FCC 11-47) in the above-captioned proceeding (the "Merger Order"), a list of buildings purports to identify those addresses where Qwest and CenturyLink had overlapping retail special access business as of the close of the merger. CenturyLink believes that the seven addresses identified in the attachment to this letter should not have been included on that list because they function as central offices in Qwest's local exchange network, and no competitive provider serves any retail customers at any of these locations.

The purpose of Commitment III (set forth in Appendix C of the *Merger Order*) was to ensure that no retail enterprise customer of CenturyLink or Qwest could be harmed by a potential increase in price for special access service because of the merger of two service providers serving those buildings. *Merger Order* paras. 16-17. In view of the fact that no competitive provider has been serving any retail customers at these locations, the merger cannot reduce competition at these sites, and thus they should not be covered by Commitment III. At the request of the Wireline Competition Bureau staff, CenturyLink hereby provides detailed information about the seven buildings in question.

Attached hereto is a highly confidential and proprietary spreadsheet documenting the revenues generated at each of these buildings as a central office (two of the seven locations also serve as CenturyLink administrative offices, as previously identified to the Commission). The attachment also provides, on a highly confidential basis, the names of

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the unaffiliated fiber-based collocated competitors in each of these buildings, both at the time that the central offices were deemed competitive by the state for purposes of determining non-impairment, and at the present time. In each location the total number of unaffiliated fiber-based collocated competitors today is either *the same as or greater than* it was when the locations were deemed competitive.

CenturyLink files the attached materials under the second Protective Order in this proceeding (DA 10-2093, Wireline Competition Bur., rel. Oct. 29, 2010) (the "*Second Protective Order*") because the sensitive revenue and competitive information contained therein would, if released to competitors, allow those competitors to gain a significant advantage in the marketplace, which would have a significant adverse impact on CenturyLink. Accordingly, the materials for which protection is sought under the *Second Protective Order* are Stamped Highly Confidential Documents as provided in the *Second Protective Order*, bearing the legend: "**HIGHLY CONFIDENTIAL INFORMATION – SUBJECT TO SECOND PROTECTIVE ORDER IN WC DOCKET NO. 10-110 before the Federal Communications Commission.**"

In accordance with the *Second Protective Order*, CenturyLink hereby provides one hard copy of the non-redacted filing, under seal, as well as two redacted copies bearing the legend: "**REDACTED – FOR PUBLIC INSPECTION.**"

In addition, CenturyLink is delivering by hand today two copies of the non-redacted filing under seal to the Competition Policy Division of the Wireline Competition Bureau, in accordance with the *Second Protective Order*.

Please direct any questions concerning this matter to me.

Very truly yours,



Karen Brinkmann

Counsel for CenturyLink, Inc.

Attachment

CC: Gary Remondino, Competition Policy Division
FCC Wireline Competition Bureau

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Validated collocation data current vs. Non-Impairment filing		*** Since non-impairment status was granted, the additional collocators have installed facilities:	
200 S. 5th St. Minneapolis Downtown - MPLSMNDT Tier 1 Wire Center			
Total recurring CRIS Revenue	██████████		
Total recurring IABS Revenue	██████████		
Total Monthly Recurring Revenue	██████████		
Annualized Revenue	██████████		
Fiber-Based Collocators (#)	██████████	Now # Fiber Based Collocation Based Providers	
	██████████	██████████	
10001 W 78th Street Eden Prairie - EDPRMNEP Tier 1 Wire Center			
Total recurring CRIS Revenue	██████████		
Total recurring IABS Revenue	██████████		
Total Monthly Recurring Revenue	██████████		
Annualized Revenue	██████████		
Fiber-Based Collocators (#)	██████████	Now # Fiber Based Collocation based Providers	
	██████████	██████████	
400 W 98th St Bloomington South - BLTNMNSO Tier 1 Wire Center			
Total recurring CRIS Revenue	██████████		
Total recurring IABS Revenue	██████████		
Total Monthly Recurring Revenue	██████████		
Annualized Revenue	██████████		
Fiber-Based Collocators (#)	██████████	No change - Still # Fiber Based Collocators	
	██████████		

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<p>[REDACTED]</p>	
<p>70 W. 4th St. Market - STPLMMMK Tier 1 Wire Center</p> <p>Total recurring CRIS Revenue [REDACTED] Total recurring IABS Revenue [REDACTED] Total Monthly Recurring Revenue [REDACTED] Annualized Revenue [REDACTED]</p> <p>Fiber-Based Collocators (#) [REDACTED]</p>	<p>Now # Fiber Based Collocation Providers [REDACTED]</p>
<p>710 Mendelssohn Orchard - GLVYMNOR Tier 1 Wirecenter</p> <p>Total recurring CRIS Revenue [REDACTED] Total recurring IABS Revenue [REDACTED] Total Monthly Recurring Revenue [REDACTED] Annualized Revenue [REDACTED]</p> <p>Fiber-Based Collocators (#) [REDACTED]</p>	<p>Now # Fiber Based Collocation Providers [REDACTED]</p>
<p>10 11th Avenue N Hopkins Tier 2 Wirecenter</p> <p>Total recurring CRIS Revenue [REDACTED] Total recurring IABS Revenue [REDACTED] Total Monthly Recurring Revenue [REDACTED] Annualized Revenue [REDACTED]</p> <p>Fiber-Based Collocators (#)</p>	<p>No Change - Still # Fiber Based Collocators</p>

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	4700 Welcome Crystal – CRYSMNSR	Tier 1 Wire Center	
Total recurring CRIS Revenue			
Total recurring IABS Revenue			
Total Monthly Recurring Revenue			
Annualized Revenue			
Fiber-based Collocators (#)			Now # Fiber Based Collocators

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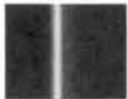



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Validated collocation data current vs. Non-Impairment filing		*** Since non-impairment status was granted, the additional collocators have installed facilities:	
<p>200 S. 5th St. Minneapolis Downtown - MPLSMNDT Tier 1 Wire Center</p> <p>Total recurring CRIS Revenue [REDACTED] Total recurring IABS Revenue [REDACTED] Total Monthly Recurring Revenue [REDACTED] Annualized Revenue [REDACTED]</p> <p>Fiber-Based Collocators (#) [REDACTED]</p>		<p>Now # Fiber Based Collocation Eased Providers [REDACTED]</p>	
<p>10001 W 78th Street Eden Prairie - EDPRMNEP Tier 1 Wire Center</p> <p>Total recurring CRIS Revenue [REDACTED] Total recurring IABS Revenue [REDACTED] Total Monthly Recurring Revenue [REDACTED] Annualized Revenue [REDACTED]</p> <p>Fiber-Based Collocators (#) [REDACTED]</p>		<p>Now # Fiber Based Collocation based Providers [REDACTED]</p>	
<p>400 W 98th St Bloomington South - BLTNMNSO Tier 1 Wire Center</p> <p>Total recurring CRIS Revenue [REDACTED] Total recurring IABS Revenue [REDACTED] Total Monthly Recurring Revenue [REDACTED] Annualized Revenue [REDACTED]</p> <p>Fiber-Based Collocators (#) [REDACTED]</p>		<p>No change - Still # Fiber Based Collocators</p>	

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[REDACTED]			
70 W. 4th St. Market - S'PLMNMK		Tier 1 Wire Center	
Total recurring CRIS Revenue	[REDACTED]		
Total recurring IABS Revenue	[REDACTED]		
Total Monthly Recurring Revenue	[REDACTED]		
Annualized Revenue	[REDACTED]		
Fiber-Based Collocators (#)	[REDACTED]		Now # Fiber Based Collocation Providers
			[REDACTED] [REDACTED]
710 Mendelssohn Orchard – GLVYMNOR		Tier 1 Wirecenter	
Total recurring CRIS Revenue	[REDACTED]		
Total recurring IABS Revenue	[REDACTED]		
Total Monthly Recurring Revenue	[REDACTED]		
Annualized Revenue	[REDACTED]		
Fiber-Based Collocators (#)	[REDACTED]		Now # Fiber Based Collocation Providers
			[REDACTED] [REDACTED]
10 11th Avenue N Hopkins		Tier 2 Wirecenter	
Total recurring CRIS Revenue	[REDACTED]		
Total recurring IABS Revenue	[REDACTED]		
Total Monthly Recurring Revenue	[REDACTED]		
Annualized Revenue	[REDACTED]		
Fiber-Based Collocators (#)			No Change - Still # Fiber Based Collocators

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<p>4700 Welcome Crystal – CRYSTAL WNSR</p> <p>Total recurring CRIS Revenue Total recurring IABS Revenue Total Monthly Recurring Revenue Annualized Revenue</p> <p>Fiber-based Collocators (#)</p> <div style="text-align: center;">  </div>	<p style="text-align: center;">Tier 1 Wire Center</p> <div style="text-align: center;">  </div> <p>Now # Fiber Based Collocators</p> <div style="text-align: center;">  </div>