



February 2, 2011

The Honorable Julius Genachowski
Chairman
Federal Communications Commission
445 12th Street, SW
Washington D.C. 20554

Re: Ex Parte Communication *In the Matter of Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink*, WC Docket No. 10-110 VIA E-MAIL

Dear Chairman Genachowski:

The National Association of State Utility Consumer Advocates (“NASUCA”) submitted initial and reply comments to the Federal Communications Commission (“FCC” or “Commission”) in this proceeding in July 2010, in which, among other things, NASUCA urged the Commission to “adopt conditions that are equally – if not more – protective of competition and beneficial to consumers than it did in the CenturyTel/Embarq and Frontier/Verizon transactions.” Subsequently, Qwest Communications International Inc. (“Qwest”) and CenturyTel, Inc. d/b/a CenturyLink (“CenturyLink”) have agreed to numerous conditions in several states as part of settlement discussions with intervenors in regulatory proceedings before public utility commissions. NASUCA welcomes these commitments, but is concerned that the benefits will occur in only a handful of the 37 states in CenturyLink’s expanded footprint, excluding for example those states that have not asserted jurisdiction over the transaction, or where consumer advocates may lack the necessary resources to participate fully in regulatory proceedings. Absent a comprehensive order from this Commission, the possibility of any particular consumer benefiting from the transaction will be one simply of happenstance. Instead, under federal law, all consumers throughout CenturyLink’s expanded footprint should see net benefits if the merger occurs. NASUCA therefore urges the FCC, in its review of the merits of the proposed transaction, to ensure that, regardless of their location, consumers throughout CenturyLink’s serving territory, on balance, will benefit from the proposed merger between Qwest and CenturyLink.

To assist the FCC in designing commitments necessary for the FCC's approval of the CenturyLink/Qwest transaction, NASUCA has prepared an overview of commitments that have been proposed or to which CenturyLink has agreed in the various states, and includes this overview as an attachment to this letter. The list is intended to be illustrative, not exhaustive, and, of course, is a "work in progress," as developments continue.

It should be noted that on January 24, 2010, CenturyLink and Qwest met with Commission Staff and discussed their post-merger plans to increase broadband adoption in their territory, as well as their plans for broadband deployment and expansion. In order to be meaningful, such "plans" must be both measurable and enforceable.

NASUCA is hopeful that the FCC, in considering possible commitments that could tip the balance of the CenturyLink-Qwest merger toward the public interest, will be informed by and build off conditions that state regulators have approved and are considering. Consumers throughout the country should benefit from regulatory "best practices" in this area as in others. Please do not hesitate to contact NASUCA if you seek any additional information regarding this filing.

Respectfully submitted,

/s/

Charles A. Acquard, Executive
Director

NASUCA

8380 Colesville Road (Suite 101)

Silver Spring, MD 20910

Phone (301) 589-6313

Fax (301) 589-6380

CC: Commissioners Copps, McDowell, Clyburn, Baker; Edward P. Lazarus, Rick Kaplan, Phoebe Yang, Zac Katz; Maureen McCarthy, Christine D. Kurth, Angela Kronenberg, Brad Gillen; Sharon Gillett, Christi Shewman, Rebekah Goodheart, Jennifer Prime