

October 1, 2010

David S. Danner
Secretary and Executive Director
c/o Washington Utilities and Transportation Commission
Records Department
1300 S. Evergreen Park Drive S.W.
Olympia, WA 98504-7250

VIA UPS NEXT DAY AIR AND E-FILE

Re: *Owest Communications and CenturyTel – For Approval of Indirect
Transfer of Control*
WUTC Docket No. UT-100820

Dear Mr. Danner:

Enclosed for filing in the above-referenced docket are the original and twelve (12) copies of Exhibits A and C to the Protective Agreement signed by Rob Roy Smith on behalf of Level 3 Communications, LLC; Cbeyond Communications LLC; and 360Networks (USA) inc.

Electronic copies were filed with the WUTC Records Department as of this date. All Parties of Record were served as outlined on the Certificate of Service included with this letter.

If you have any questions, please feel free to contact me.

Sincerely,

ATER WYNNE LLP



Susan Carpenter

Assistant to Arthur A. Butler

Enclosures

cc: Parties of Record

1044593/1/SMA/101637-0015

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CERTIFICATE OF SERVICE

I hereby certify that I have this 1st day of October, 2010, served the true and correct original, along with the correct number of copies, of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

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I hereby certify that I have this 1st day of October, 2010, served a true and correct copy of the foregoing document upon parties of record, via the method(s) noted below, properly addressed as follows:

On Behalf Of 360networks:

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On Behalf Of Qwest Communications:

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On Behalf Of XO Communications:

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I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 1st day of October, 2010, at Seattle, Washington.

Susan Carpenter
