

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,
United States Department of Justice
Antitrust Division
450 Fifth Street, N.W., Suite 7000
Washington, DC 20530

Plaintiff,

v.

CENTURYLINK, INC.
100 CenturyLink Drive
Monroe, Louisiana 71203

and

LEVEL 3 COMMUNICATIONS, INC.,
1025 Eldorado Boulevard
Broomfield, Colorado 80021

Defendants.

Civil Action No. _____

UNITED STATES' EXPLANATION OF CONSENT DECREE PROCEDURES

The United States submits this short memorandum summarizing the procedures regarding the Court's entry of the proposed Final Judgment. This Judgment would settle this case pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16(b)-(h) (the "APPA"), which applies to civil antitrust cases brought and settled by the United States.

1. Today, the United States has filed a Complaint and, attached to this Explanation of Consent Decree Procedures, a proposed Final Judgment and an Asset Preservation Stipulation and Order between the parties by which they have agreed that

the Court may enter the proposed Final Judgment after the United States has complied with the APPA. The United States will also file a Competitive Impact Statement relating to the proposed Final Judgment.

2. The Asset Preservation Stipulation and Order is a document that has been agreed to by both the United States and the defendants. The United States and the defendants ask that the Court sign this Order, which ensures that the defendants preserve competition by complying with the provisions of the proposed Final Judgment and by maintaining any assets to be divested during the pendency of the proceedings required by the Tunney Act. *See* 15 U.S.C. § 16(b)-(h).

3. The APPA requires that the United States publish the proposed Final Judgment and the Competitive Impact Statement in the *Federal Register* and cause to be published a summary of the terms of the proposed Final Judgment and the Competitive Impact Statement in certain newspapers at least sixty (60) days prior to entry of the proposed Final Judgment. Defendants in this matter have agreed to arrange and bear the costs for the newspaper notices. The notice will inform members of the public that they may submit comments about the proposed Final Judgment to the United States Department of Justice, Antitrust Division, 15 U.S.C. § 16(b)-(c).

4. During the sixty-day period, the United States will consider, and at the close of that period respond to, any comments that it has received, and it will publish the comments and the United States' responses in the Federal Register.

5. After the expiration of the sixty-day period, the United States will file with the Court the comments and the United States' responses, and it may ask the Court to enter the proposed Final Judgment (unless the United States has decided to withdraw its

consent to entry of the Final Judgment, as permitted by Section IV(A) of the Stipulation, *see* 15 U.S.C. § 16(d)).

6. If the United States requests that the Court enter the proposed Final Judgment after compliance with the APPA, 15 U.S.C. § 16(e)-(f), then the Court may enter the Final Judgment without a hearing, provided that it concludes that the Final Judgment is in the public interest.

Dated: October 2, 2017

Respectfully submitted,



Scott Reiter
Trial Attorney
United States Department of Justice
Antitrust Division
Telecommunications and Media
Enforcement Section
450 Fifth St. N.W., Suite 7000
Washington, DC 20530
Phone: 202-598-8796
Fax: 202-514-6381
scott.reiter@usdoj.gov

CERTIFICATE OF SERVICE

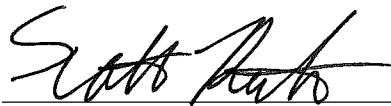
I, Scott Reiter, hereby certify that on October 2, 2017, I caused copies of the foregoing Complaint, Asset Preservation Stipulation and Order, proposed Final Judgment, and Explanation of Consent Decree Procedures to be served upon defendants CenturyLink, Inc. and Level 3 Communications, Inc. by mailing the documents electronically to the duly authorized legal representatives of the defendants, as follows:

Counsel for CenturyLink, Inc.

Ilene Knable Gotts
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 10019
Phone: 212-403-1247
ikgotts@wlrk.com

Counsel for Level 3 Communication, Inc.

J. Bruce McDonald
Jones Day
717 Texas Avenue
Houston, TX 77002
Phone: 832-239-3822
bmcDonald@jonesday.com



Scott Reiter
Trial Attorney
U.S. Department of Justice
Antitrust Division, Telecommunications and
Media Enforcement Section
450 Fifth St. N.W., Suite 7000
Washington, DC 20530
Phone: 202-598-8796
Fax: 202-514-6381
scott.reiter@usdoj.gov