

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of)
) DOCKET NO. UT-100820
QWEST COMMUNICATIONS)
INTERNATIONAL INC. AND) PAETEC PETITION TO INTERVENE
CENTURYTEL, INC.)
)
For Approval of Indirect Transfer of Control of)
Qwest Corporation, Qwest Communications)
Company LLC, and Qwest LD Corp.)

1. Pursuant to WAC 480-07-355, McLeodUSA Telecommunications Services, Inc., d/b/a PAETEC Business Services (“PAETEC”) hereby petitions the Commission for leave to intervene in this docket. As grounds for intervention, PAETEC states as follows:

I.

2. The names, addresses, and telephone numbers of the persons to whom communications should be addressed are:

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II.

3. PAETEC is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. PAETEC currently competes with, and obtains interconnection and related services and facilities from, Qwest Corporation (“Qwest”) in the provision of PAETEC’s telecommunications services.

III.

4. PAETEC has a substantial interest in the proposed transfer of control of Qwest to CenturyLink. Qwest is the largest incumbent local exchange carrier (“ILEC”) in Washington, and interconnection with Qwest is vital to PAETEC’s ability to provide service to customers in Qwest’s service territory. PAETEC, therefore, seeks to ensure that the proposed transaction will not adversely impact competition or PAETEC’s right or ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.

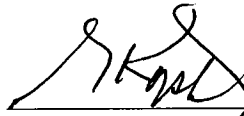
IV.

5. The evidence, if any, and briefing presented by PAETEC will be of material value to the Commission in its determination of the issues involved in this proceeding, and PAETEC’s intervention will not broaden those issues or delay the proceedings.

WHEREFORE, PAETEC prays for leave to intervene as a party to this proceeding, with a right to discovery, to have notice of and appear at the taking of testimony, to produce and cross-examine witnesses, and to be heard in person or by counsel on brief and at oral argument.

RESPECTFULLY SUBMITTED this 27th day of May 2010.

DAVIS WRIGHT TREMAINE LLP



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Attorneys for McLeodUSA
Telecommunications Services, Inc., d/b/a
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