

[Service Date: June 10, 2010]

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of

QWEST COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

For Approval of Indirect Transfer of Control of
Qwest Corporation, Qwest Communications
Company LLC, and Qwest LD Corp.

DOCKET NO. UT-100820

LATE-FILED PETITION OF CBeyond
COMMUNICATIONS LLC TO
INTERVENE

Pursuant to WAC 480-07-355, Cbeyond Communications LLC (“Cbeyond”) hereby petitions to intervene in the above-captioned docket. In support of its petition, Cbeyond states the following:

1. The name and address of the Petitioner is:

Cbeyond Communications LLC
320 Interstate North Parkway
Atlanta, GA 30339

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

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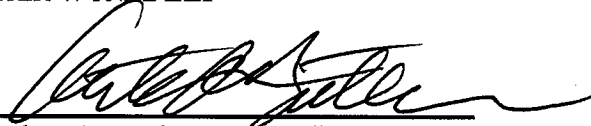
3. Cbeyond is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. Cbeyond currently competes with, and obtains interconnection and related services and facilities from, Qwest Corporation (“Qwest”) in the provision of Cbeyond’s telecommunications services. And, Cbeyond maintains an approved local interconnection agreement with Qwest in its capacity as an incumbent local exchange carrier, entered into pursuant to sections 251 and 252 of the Communications Act of 1934, as Amended by the Telecommunications Act of 1996, Pub. L. 104-104, 110 Stat. 56, 47 U.S.C. Sections 151 *et seq.* (the Act” or “1996 Act”).
4. Cbeyond has a substantial interest in the proposed transfer of control of Qwest to CenturyTel Inc. (“CenturyTel”). Qwest is the largest incumbent local exchange carrier in Washington. Cbeyond relies on interconnection with, and related services and facilities obtained from, Qwest to offer and provide service to Cbeyond’s customers in Qwest’s service territory. Cbeyond seeks to participate in this proceeding to ensure that the proposed transaction will not adversely impact competition in Washington or Cbeyond’s rights and ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.
5. The evidence, if any, and briefing presented by Cbeyond will be of material value to the Commission in its determination of the issues involved in this proceeding, and Cbeyond’s intervention will not broaden those issues or delay the proceedings.

6. Cbeyond has good cause for late intervention because it did not become aware of the initial prehearing conference until after the prehearing conference had already occurred. Cbeyond first learned of the initial prehearing conference, which was set on less than statutory notice, from counsel for one of the other parties on Friday, June 4, 2010. Cbeyond expeditiously attempted to contact its local counsel to seek to intervene, but he was out of the state on business until Wednesday, June 10.
7. No party will be prejudiced by granting late intervention to Cbeyond. At this point the case has just begun, and the schedule for the case has not yet been set. Further, Cbeyond will accept whatever schedule is adopted and comply with all deadlines set.

WHEREFORE, Cbeyond requests leave to intervene late 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 10th day of June 2010.

ATER WYNNE LLP



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Attorneys for Cbeyond Communications LLC

CERTIFICATE OF SERVICE

I hereby certify that I have this 10th day of June, 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:

| | | |
|---|-------------------------------------|--|
| David S. Danner | <input type="checkbox"/> | Hand Delivered |
| Secretary and Executive Director | <input type="checkbox"/> | U.S. Mail (first-class, postage prepaid) |
| Washington Utilities and Transportation | <input checked="" type="checkbox"/> | Overnight Mail (UPS) |
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| Olympia, WA 98504-7250 | | |

I hereby certify that I have this 10th day of June, 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 Intervenor Counsel :

| | | |
|--------------------------------|-------------------------------------|--|
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| | | |
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| | | |
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On Behalf Of 360networks:

Penny Stanley

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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 10th day of June, 2010, at Seattle, Washington.

