

**EXHIBIT BJJ-36 TO THE
DIRECT TESTIMONY OF
BONNIE J. JOHNSON
ON BEHALF OF
INTEGRA TELECOM**

From: Nodland, Jeff [mailto:jeff.nodland@qwest.com]
Sent: Monday, May 02, 2011 9:04 PM
To: Clauson, Karen L.; Gardner, Linda K; Hunsucker, Mike R; Hammack, Carolyn
Cc: Oxley, J. Jeffery; Johnson, Bonnie J.; Denney, Douglas K.
Subject: RE: CEMR/MEDIACC and MTG

Karen:

In light of Integra's significant concerns regarding the outstanding Change Request ("CR") SCR121608-01, Retirement of MEDIACC, CenturyLink has decided to withdraw the CR at this time. As has already been discussed, CenturyLink does need to implement a replacement system for CEMR and MEDIACC for operations of Qwest Corporation and intends to move forward with installation and implementation of the MTG system at the same time it continues to use CEMR and MEDIACC. Any implementation and potential replacement of CEMR and MEDIACC by MTG will be done in a collaborative manner with all of CenturyLink's affected customers and will follow the processes of the CMP. In addition, CenturyLink will agree to follow either the terms of the settlement agreements or, as Integra has suggested in previous communications surrounding this issue, other processes agreed to by affected parties. While CenturyLink is willing to withdraw the CR at this time, CenturyLink continues to have concerns that a catastrophic failure could result with MEDIACC and CEMR and it is CenturyLink's expectation that CLECs remaining on MEDIACC and CEMR would agree to PAP relief if another system is available and that there will be continued discussions regarding a process to be used to withdraw MEDIACC and CEMR once MTG is implemented. In order to avoid the potential need for resubmitting the CR, CenturyLink seeks rapid resolution with affected customers on either an agreed upon transition process to the replacement system or the PAP relief discussed above.

CenturyLink continues to evaluate MTG as a potential replacement solution for systems currently used by all CenturyLink affiliates. CenturyLink will continue to keep all of its customers apprised of this evaluation.

Jeff

Jeffrey T. Nodland
303-383-6657

From: Clauson, Karen L.
Sent: Tuesday, May 03, 2011 4:02 PM
To: 'Nodland, Jeff'; Gardner, Linda K; Hunsucker, Mike R; Hammack, Carolyn
Cc: Oxley, J. Jeffery; Johnson, Bonnie J.; Denney, Douglas K.
Subject: RE: CEMR/MEDIACC and MTG

Jeff and Linda:

Per your note below, the Merged Company will withdraw its Change Request ("CR") SCR121608-01, Retirement of MEDIACC. As this CR is currently in deferred status, we anticipate that Qwest will change the CR Status Code to "withdraw" per CMP Document Section 5.8. Please let us know if that is incorrect. Qwest did not indicate when it would make this change in CMP. Please let us know when the change will be made.

Given the importance of this issue, we want to be sure that we understand what the Merged Company is saying about the repair systems and the company's plans going forward. We will summarize our understanding of your position so you can let us know if our understanding is incorrect. Also, you did not answer all of the questions Qwest CMP directed to Centurylink* and to Legal, though you committed to respond to the latter by May 2, 2011, and we continue to request answers to those questions. You indicate that, although certain timing may have changed, the Merged Company continues to plan to retire and replace CEMR and MEDIACC with MTG. Therefore, we continue to need responses to all the questions reflected in the matrix, asked both in CMP and to you.

*E.g., Matrix, Row 2(l): "Integra understands that Embarq's repair system (WebRSS) cannot be used after the billing integration and that CenturyLink's other entities basically use manual processes (calling in repairs by phone). Please confirm if that understanding is incorrect, and if incorrect, please let us know what repair systems are used by the merging entities." Please promptly provide this information.

In the same row, 2(l), Integra asked: "Is the merged company moving to MTG? If not, will CLECs have to move to MTG and move again?" You did not answer the latter question. Your email states that "CenturyLink continues to evaluate MTG as a potential replacement solution for systems currently used by all CenturyLink affiliates." "All" affiliates includes Qwest Corporation. It appears that, including in Qwest territory, you are saying that CLECs may have to move to MTG and move again. Please confirm if that is the case. If it is the case, please explain why the Merged Company is nonetheless already proceeding with MTG implementation at everyone's time and expense before the Merged Company even decides upon a plan for how it intends to proceed.

We are trying to sync up an apparent willingness indicated by your email to follow the terms of the merger settlement agreements/orders with other statements in your email related to moving forward with installation and implementation of MTG** and retiring MEDIACC and CEMR "once MTG is implemented." We want to be sure we understand your position, so we will describe it in this paragraph as we understand it. As we read your email, the picture it paints is one in which, before the end of the merger moratorium on OSS changes, the Merged Company will go ahead and implement a new, successor repair system (MTG), without taking each of the steps described in the merger

agreements and orders (e.g., Integra and Joint CLEC Paragraph 12 and subparts). This is indicated by the fact that you have withdrawn the retirement CR but not the replacement CR; and you state that CenturyLink "intends to move forward with installation and implementation of the MTG system at the same time it continues to use CEMR and MEDIACC." Also, before the end of that moratorium period, the Merged Company intends to integrate at least some CLEC information with the new system, as shown by the fact that you refer to CLECs "remaining on" the old systems at time of their replacement. Use of the word "remaining" suggests you are assuming some CLECs will have already transitioned to and integrated with the new system before retirement of the old systems. When it comes to the steps described in the merger agreements and orders (e.g., Integra and Joint CLEC Paragraph 12 and subparts), however, you limit your statement that the Merged Company will agree to follow the terms of the settlement agreements or other processes agreed to by affected parties to "replacement" of CEMR and MEDIACC (and do not make this proposal with respect to "implementation" of MTG). There is no plan in your email for bringing these issues (including implementation of MTG) to the regulators now to sync up with the merger agreements (see Matrix Row 4c). Is this all correct? If our understanding is incorrect in any respect, a quick and clear clarification from you will assist in addressing the issues and may save time.

****In other words, the Merged Company will not withdraw its Change Request ("CR") CR SCR121608-02, Introduction of MTG (Maintenance Ticketing Gateway) application to application, even though Paragraph 12 of the merger settlement agreements state that "the Merged Company will use . . . the legacy Qwest Operational Support Systems (OSS) for at least two years" or 30 months. "Qwest" is defined on page 2 to refer to "Qwest Corporation." (Note that QControl/QPortal, to the extent that it will be a platform for the new system, is a Qwest Communications system, and not a legacy Qwest Corporation system.)**

The merger agreements/orders do not allow the Merged Company to wait until after MTG is implemented to take the steps described in Paragraph 12 and subparts. CLECs previously expressed concern about CLECs having a say (e.g., via majority vote in CMP per Paragraph 12ci), for example, regarding functionality of the new system before it is implemented. Your use of "once MTG is implemented" suggests the reverse timing. Was that intended? Specifically, does the Merged Company intend to follow the steps described in Paragraph 12 and subparts before MTG is implemented? (This timing is one of the questions Qwest CMP directed to Legal. See, e.g., Row 4a of the enclosed matrix.) MTG is, as you state in your email below (and as is extensively documented in CMP), the "replacement" system for CEMR and MEDIACC; MTG is the "surviving system" after replacement. Therefore, Qwest cannot implement MTG without "sufficient acceptance of the replacement interface by CLECs to help assure that the replacement interface provides the level of wholesale service quality provided by Qwest prior to the Closing Date" (as described in Paragraph 12ci) and without regulators first receiving a description of the surviving system and steps to be taken to ensure data integrity is maintained and CLECs having an opportunity to comment on them when allowed by the regulatory bodies (Paragraph 12a) before the new system is implemented. While Integra has suggested there may be circumstances when CLECs and regulators would agree to move up the timing (i.e., waive the moratorium on OSS changes), Integra has not suggested that "other processes" could replace the steps in Paragraph 12 and subparts, particularly without approval of any modifications by the regulatory bodies.

The language of the merger settlement agreement anticipates that system replacement will occur in conjunction with introduction of the new system and that the required steps will be taken in advance of the introduction of and transition to the new system. If the Merged Company unilaterally implements

MTG without notice to regulators and a vote by CLECs, etc., CLECs will likely later be confronted with arguments by the company that MTG is an "existing system" and it would be "costly" to make changes to the manner in which the Merged Company chose to implement MTG. Any needed modifications, and any associated costs, would be unnecessary, however, if the Merged Company followed the steps in the merger agreement before implementing the new system. CLECs obtained the merger conditions in part to avoid being put in such a predicament after the fact. You need to answer these questions and address the timing issue. If the Merged Company's answer is no, the Merged Company will not take the steps described in Paragraph 12 and subparts before implementing MTG, we appear to be pretty much where we were before. If that is the case, please explain why the Merged Company's answer is no. If CenturyLink believes the new system will meet the merger criteria (e.g., not less than the service quality provided by Qwest prior to the Closing date), then why wouldn't the Merged Company use the procedures it agreed upon to establish that now? After all, if the new system does not meet the requisite criteria, not only is there noncompliance with the merger agreement but also there is no assurance that moving to the new system in any way avoids the allegedly "catastrophic" instability issue. There would be no verification that the new system is any more stable than the old system.

You indicate that "CenturyLink does need to implement a replacement system for CEMR and MEDIACC for operations of Qwest Corporation." Although you prefaced this statement with the phrase "As has already been discussed," we do not know to what you refer. Please explain (or, if referring to a written discussion and it is easier for you, please provide citations so we can find it). What operations of Qwest Corporation need and will use a replacement system, and how will the replacement system be used by Qwest Corporation, before retirement of MEDIACC and CEMR?

Regarding CR SCR121608-01, Retirement of MEDIACC, you state that CenturyLink continues to have concerns "that a catastrophic failure could result with MEDIACC and CEMR." To date, CenturyLink has not provided data that adequately verifies this is a realistic concern. If CenturyLink nonetheless has that concern, please explain why the Merged Company has not already gone to the regulators to establish this fact and seek relief regarding the merger commitments to address this unique situation. Doing so would give CLECs and regulators a forum to respond and address a solution that meets everyone's needs. CLECs did not accept the risk of a catastrophic failure when they signed a merger agreement that promises them not less than the service quality provided by Qwest previously. We do not accept it now. The Merged Company has made *both* OSS commitments and commitments to maintain service quality levels, and if either is in jeopardy in the Merged Company's view, then it has an obligation to tell the regulators that, as previously indicated. Moreover, if the Merged Company does believe that there may be a catastrophic failure, then that is all the more reason to propose a waiver of the moratorium time period combined with completion of all required merger steps earlier, so that the old systems can be replaced with a new system with no less functionality and quality of service without undue delay, while all carriers are fully protected in the transition as anticipated by those merger procedures.

Following on your stated concern regarding a catastrophic failure, you indicate that "it is CenturyLink's expectation that CLECs remaining on MEDIACC and CEMR would agree to PAP relief if another system is available." We do not agree. It is not as though the claimed concern about CEMR/MEDIACC is a new concern that arose suddenly after the agreements were negotiated. Qwest says it has been reviewing this issue since 2008 [Matrix, Row 2(l)] and thus Qwest was fully aware of it when negotiating and executing the merger agreement. Nonetheless, the Merged Company did not obtain this proposed term in the settlement agreement (an agreement that does not allow the Merged Company to use "another system" during the moratorium period). The fact that CenturyLink would seek relief from performance assurance plans so soon after agreeing to abide by the PID/PAP plans for at least a defined time period

causes additional concern. This is particularly true when combined with the Merged Company's intent to proceed with implementing and using a new system. Providing PAP relief would eliminate any remaining incentive to fully maintain and meet the company's obligations to provide at least the level of support and service as before for both CEMR and MEDIACC during the moratorium period and until sufficient acceptance by CLECs of a replacement. Although CenturyLink states that it will run both the new and old systems simultaneously, this does not appear to be a commitment to run them both fully to the required support and service levels for the requisite time period. Rather, the PAP relief proposal seems to suggest that those CLECs which exercise their right under the merger settlement agreement to continue using CEMR and MEDIACC are doing so at their own risk and, if harm results, there is no relief, not even PAP relief, for them. Clearly, that is not the bargain CLECs made – and the commissions approved – in the merger dockets.

Your email below states: "CenturyLink will agree to follow either the terms of the settlement agreements or, as Integra has suggested in previous communications surrounding this issue, other processes agreed to by affected parties." CenturyLink has already agreed to follow the terms of the settlement agreements by executing those agreements. We need clarification, when you refer to "affected parties," that you are including the regulators which have an interest in enforcing their orders. Please confirm whether that is the case. In Integra's previous April 1st communication, which I sent to you on April 4th (enclosed again), Jim Huesgen said:

Without distinguishing this situation from others . . . a precedent could be set that would be a real problem for us as well as other CLECs and regulatory authorities. If the Company intends to continue down the path of replacing CEMR/MEDIACC with a new system, the Company needs to sync up those plans with the terms of the merger settlement agreements and orders. If CenturyLink is going to ask CLECs to agree to waive the time period for a moratorium on OSS changes, then the Company needs to agree to implement the steps in the settlement agreement (paragraph 12 of the Integra agreement) for making changes to implement a new system. If CenturyLink proposes something along those lines, the CLECs may consider a waiver, but at this time we do not yet have sufficient information to evaluate the request.

(See also Matrix, Row 4c.) Jim indicated that CenturyLink needs to provide "quite a lot of information" before it could make this evaluation and asked CenturyLink to respond to the March 18th matrix (enclosed again). Although a month ago Jim succinctly summarized what is needed, CenturyLink has not provided it. Your two-paragraph email below does not provide a sufficiently clear statement of CenturyLink's proposal or sufficient information to evaluate CenturyLink's request. No further answers have been provided in CMP either, so we are no farther along in terms of receipt of the requested "quite a lot of information." Integra provided its questions in a matrix to Qwest on February 2nd – three months ago. We cannot wait indefinitely for responses. Very soon, the lack of adequate information will constitute a negative response.

Qwest owes responses to CLECs in CMP to all of those questions, as further clarified by CLECs on March 18th. It would be helpful, in light of your email, if Qwest would add a column to (or replace Qwest's earlier column in) Integra's March 18, 2011 matrix (enclosed); and, in the Merged Company's new column, update Qwest's March 10, 2011 responses to reflect the Merged Company's current position with respect to the questions in each Row. These are detailed issues, and while we appreciate Qwest's email, more detail is needed to understand your position and then evaluate and respond to a proposal. The Merged Company should promptly distribute an updated matrix with current and more detailed responses to CLECs in CMP.

Although you state that CenturyLink seeks “rapid resolution,” the ball remains in your court to promptly provide a proposal and information to support it. Please lay out your proposed steps and timing of each step for us, as well as provide the assurance that extenuating circumstances exist and are a unique situation previously requested by Integra in Jim’s enclosed email. If your proposal involves obtaining a waiver of the moratorium on OSS changes before you proceed with MTG, but there are some steps in the OSS settlement terms that you nonetheless do not plan to take before implementing MTG, please identify which of those steps (merger subparagraphs) are not to be taken before implementation of MTG under your proposal.

Karen