

**EXHIBIT BJJ-39 TO THE
DIRECT TESTIMONY OF
BONNIE J. JOHNSON
ON BEHALF OF
INTEGRA TELECOM**

From: Clauson, Karen L.
Sent: Thursday, May 19, 2011 11:15 AM
To: 'Hunsucker, Mike R'; 'Nodland, Jeff'; 'Gardner, Linda K'; 'Hammack, Carolyn'
Cc: Oxley, J. Jeffery; Johnson, Bonnie J.; Denney, Douglas K.
Subject: RE: CEMR/MEDIACC and MTG

Although you have not extended us the courtesy of a status update or response to my requests below, the Merged Company addressed CEMR/MEDIACC/MTG to some extent yesterday in the Change Management Process (CMP). Bonnie, Kim, and Doug participated in yesterday's CMP monthly call. Our concerns have been heightened by the Company's statement in CMP yesterday that it still intends a December implementation date. If that information is incorrect, a quick correction would be appreciated.

In CMP, the Merged Company made some statements that sounded promising as to working with us to mesh the Merged Company's previously announced schedule for CEMR/MEDIACC/MTG with the requirements of the merger orders and agreements, subject to receiving management approval. However, the Merged Company clearly stated that nonetheless it intends to have a new working repair system in December. Even assuming CLECs and the regulators all agree to a waiver of the two-year (modified to 30 month) moratorium time period (which is a first step that the Company still has not initiated with regulators), it is not possible to follow the remainder of the merger condition steps by December. The Integra agreement (adopted, e.g., by CO Staff) in paragraph 12(a) requires at least advance 270 days notice to regulators, and your FCC commitment in Appendix C, paragraph IV(A)(2) requires at least 180 days advance notice. As we have previously discussed, these are approved conditions of Orders, and regulators and other CLECs need this time period to consider your proposal. The only time period that we have discussed potentially moving is the two-year (modified to 30 month) moratorium time period, and that would be subject to receiving timely additional information and obtaining agreement with other CLECs and advance approval by regulators. Our concerns with the Merged Company's approach to date are not addressed by the Company facially following the steps in the merger Orders and conditions, though in reality doing so will not in any way impact the Merged Company's previous plan and schedule. Per FCC merger commitment (paragraph IV(A)(2)), Qwest is supposed to file its "proposed transition plan" with the regulators, not submit a fait accompli.

From the CMP discussion, it appears that the Merged Company may take the position that the Company may proceed with its plan, including the December date, because the Company will not require CLECs to move to the new system. As previously indicated, we disagree with that view. We have been clear on all fronts that the Company's proposed schedule is too compressed. Apparently, the argument is that you are not yet replacing the system. We disagree. Also, under the merger Orders and agreements, the Merged Company may not integrate a system without taking each of the required steps. For example, your FCC merger commitment (paragraph IV(A)(2)) states: "If CenturyLink plans to replace Qwest OSS or integrate it with any other OSS, then at least 180 days before replacement or integration of any of the Qwest OSS, CenturyLink will notify the FCC, affected states, and affected wholesale customers, file its proposed transition plan with the Commission." At our May 4 meeting, you confirmed that Qwest itself uses MEDIACC and that the Merged Company has decided that it will universally use the new repair system (MTG). In other words, the Merged Company will be integrating systems, regardless of whether some or all CLECs do not move to MTG early. The definition of "OSS" in the CMP Document and the Integra agreement includes back end systems. Additionally, the Merged Company would be using its new system to support end user customers, and the Colorado Staff settlement specifically lists systems that support "maintenance and repair" for end users in its definition of OSS, and paragraph 5 of that

agreement requires at least 180 days notice of any changes or conversions. Moreover, if the Merged Company moves itself to the new system, it will have a reduced incentive to properly maintain and support CEMR/MEDIACC. A discriminatory situation may arise in which the Merged Company provides better service and support for itself with a new system than for CLECs under the existing system. While the Merged Company appears to argue below (with respect to its PAP request) that CLECs are choosing this consequence, it is not our choice that the Merged Company would act contrary to the merger Orders and conditions. As indicated previously, we are not accepting that risk. Replacement, integration, and sufficient acceptance of the replacement system go hand-in-hand. The Merged Company's apparent effort to divorce them is inconsistent with the agreements.

In CMP, the Company said that it will provide via CMP additional vendor information today and technical information by May 25th. The Company said that it will also respond to our March 18, 2011 Matrix, with CMP responding to some portions and Legal to others, but did not provide a date by which it would do so. As indicated, our concerns have been heightened by the Company's statement in CMP yesterday that it still intends a December implementation date. We are hoping that when Legal finally responds, that will change and a more collaborative approach will be used.

I am leaving to be out of the office for a long weekend. Jim Huesgen has indicated that we need a response this week. I hope to have responsive information from you to review when I return on Monday.

Karen

From: Hunsucker, Mike R [mailto:Michael.Hunsucker@CenturyLink.com]
Sent: Thursday, May 19, 2011 4:49 PM
To: Clauson, Karen L.; Nodland, Jeff; Gardner, Linda K; Hammack, Carolyn
Cc: Oxley, J. Jeffery; Johnson, Bonnie J.; Denney, Douglas K.
Subject: RE: CEMR/MEDIACC and MTG

Karen,

First, let me apologize for not responding until today on this issue but please know this certainly was not intended to be discourteous to either yourself or Integra. As was communicated in the CMP meeting yesterday, CenturyLink will be moving the retirement of the CEMR/MEDIACC CR to withdrawn status. It is my understanding that this will be effective at the next CMP meeting on June 15th, however, you have our commitment that this will be done as soon as practical, consistent with the CMP guidelines. Also, we are still awaiting final approval from the executive committee on the replacement system, MTG. Review and approval of MTG is currently scheduled for June 6th.

As for the other issues raised in your email, I would propose that we schedule a conference call next week to discuss in further detail. I believe that this will be a more productive process to understand and start to address your issues and concerns. I would include myself, Linda Gardner, Carolyn Hammack and Jeff Nodland on the call from CenturyLink.

Please let me know your availability for next week and we will get something scheduled.

Thanks.

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From: Clauson, Karen L.
Sent: Monday, May 23, 2011 3:05 PM
To: 'Hunsucker, Mike R'; Nodland, Jeff; Gardner, Linda K; Hammack, Carolyn; 'New Cr, Cmp'
Cc: Oxley, J. Jeffery; Johnson, Bonnie J.; Denney, Douglas K.; Isaacs, Kimberly D.
Subject: RE: CEMR/MEDIACC and MTG

Mike and Linda:

We appreciate the Company clarifying that one of the two Change Requests (CRs) has been moved from deferred to withdrawn status. As our emails since the Company indicated it would change that CR's status indicate, the Company's plan to nonetheless proceed with its plans means that, despite that change in status of one of the two CRs, our concerns remain unaddressed. The revised timeline that the Company posted to its website last week continues to identify a date of December 12, 2011 for: "Begin Deployment Process": "System . . . Available to CLECs"; "Begin Scheduling Migration Dates." See <http://wholesalecalendar.qwestapps.com/detail/289/2011-03-16>. As indicated in my email below, this timeline is inconsistent with the merger agreements and orders, and the Company's ongoing actions based on this timeline heighten our concerns.

We have been articulating our concerns since the first comment opportunity after Qwest brought its CRs out of deferment status on November 10, 2011. Available to you are CLECs' written comments in CMP, including the matrix, and our emails exchanged both in CMP and with you (see, e.g., email exchanges below). We believe we have provided ample information for you to understand and address our concerns. In response to our January 4, 2011 CMP comments, Qwest indicated on January 13, 2011 that Legal would respond. It is now nearly four months later, and the time for you to respond is overdue. You cannot expect that you can take months to respond without revising your own proposed schedule. The longer that the Company waits to make a decision and begin to work toward a modified plan, the longer its current proposed timeline will be extended. We have asked some fairly straightforward questions such as whether, if CLECs and regulators agree to a waiver of the two-year (modified to 30 month) moratorium time period, the Company would distinguish repair systems as a unique situation and would comply with all the subparts to Integra settlement agreement paragraph 12. Given that Qwest and CenturyLink signed on to those commitments last year, we should not still be waiting for a response in May to those questions. We fully expect and require a written response from the Company to those questions.

Your email below states: "we are still awaiting final approval from the executive committee on the replacement system, MTG. Review and approval of MTG is currently scheduled for June 6th." You do not state what the executive committee is approving, so we don't know whether it addresses any of our concerns. June 6th is not timely.

You propose a call with Integra next week, but it is unclear what purpose a call would serve when the Company has not made a decision. As indicated, we have fully laid out our issues and are awaiting responses from you. If there are responses you can provide next week, let us know what they are. Additionally, these are issues of interest to other CLECs as well, and the consent of carriers and regulators is needed to modify commission-ordered commitments. The Company should come prepared to discuss all of these issues, including the merger conditions, in CMP. When describing such a CMP call in a notice to CLECs, the Company could indicate that, because the merger conditions will be discussed, attorneys for the carriers are encouraged to join the CMP call. Qwest has held a CMP call with additional attorney participation in the past, such as when TRRO issues were discussed on a CMP

call. The alternative to CMP, given the need for more parties' participation, is for the Company to file notices with the commissions so carriers may comment there. If the Company would like to obtain feedback before making such a filing, CMP is an available avenue for doing so.

Currently, the Company has scheduled a call in CMP regarding CEMR/MEDIACC/MTG for June 8th, but that call appears to be in furtherance of the current, objectionable timeline and non-consensus approach. It does not take into account our objections and our request for a collaborative approach to developing a plan and timeline, followed by later technical discussions based on a collaboratively-developed timeline and approach. The type of call that we are describing would be a better use for that time slot on June 8th. It would have to be a preliminary call, given that the company is required via its merger commitments to file its proposed plan with regulators and CLECs are allowed to comment there, but perhaps some idea could be gained of what may or may not be acceptable to CLECs for proposal to regulators.

Karen