

**EXHIBIT BJJ-64 TO THE
DIRECT TESTIMONY OF
BONNIE J. JOHNSON
ON BEHALF OF
INTEGRA TELECOM**

From: Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]

Sent: Tuesday, August 16, 2011 6:03 PM

To: Johnson, Bonnie J.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary_lohnes@mmi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal (Jamal.Boudhaouia@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com)

Cc: Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.

Subject: RE: Please address MN PUC Vote and PAETEC Option - Repair OSS

CMP,

PAETEC also believes it would be helpful if you would address the Minnesota decision on the CMP call.

In addition, on the call, PAETEC would like to discuss an option that PAETEC previously raised with your business folks, and believes should be addressed in CMP, regarding a backup plan in the event of a MEDIACC failure. Although PAETEC should be able to rely fully on the merger settlement agreement terms, PAETEC has been put in the position of exploring this option due to CenturyLink's recent claims of repair OSS instability. PAETEC is not taking a position at this time on whether the legacy Qwest repair OSS are in fact unstable, but is simply addressing the possibility, which CenturyLink has raised, that they may not be stable. The option is for the Merged Company to provide a CMIP interface to MTG, in addition to the planned XML interface to MTG, which would alleviate the need for application-to-application MEDIACC users to switch to the new XML interface at this time and reduce the risk of impacting the business in case of a MEDIACC failure. In other words, CenturyLink would build MTG so that it basically speaks two languages, CMIP and XML. MTG would not be available to any party at least until it was available to all parties using the two languages. With this option, MTG would actually be a backup. There is no backup without a CMIP interface to MTG, as discussed in the next paragraph.

CenturyLink at times says that it is developing MTG as a backup system. PAETEC cannot stress enough that this is not the case. As an e-bonded user, PAETEC needs time to build to a new interface for our back office systems. PAETEC estimates that, even if it dropped everything and devoted all available resources to that task (something it is not in a position to do, has not budgeted to do, and should not have to do under the merger agreements), it would take a minimum of six months to do the necessary work. During that six-month or longer time period, there would be **no** equivalent backup for PAETEC's use and PAETEC would be forced into a manual process. In other words, if MEDIACC went down tomorrow, PAETEC would not have an e-bonded interface available to it for at least six months and then only after expending resources (to do the manual work for processing trouble tickets and to develop an interface) it should not have to expend at this time. The merger agreement between PAETEC and CenturyLink says that Qwest will provide functionally equivalent support, data, functionality, performance, electronic flow through, and electronic bonding. PAETEC recently met with CenturyLink to try to make sure it's IT experts understand the automation that our back office systems are able to perform due to the e-bonding of our system with various Qwest OSS and related databases, including MEDIACC. Certain PAETEC trouble tickets can be addressed from initiation through resolution without

any manual intervention, up to and including an automatically dialed call to the customer. In other words, they automatically flow through from initiation through resolution of the trouble. Without a CMIP interface to MTG, we would lose this automated functionality, which is not available with, for example, CEMR or calls to service centers. PAETEC's and Qwest's systems talk to each other today, but they would not be able to talk to each other in this scenario for at least six months. This would be an additional breach of the merger agreement terms. Other e-bonded or application-to-application repair interface users are in basically the same position as PAETEC, because they also could not use MTG without first building an interface. So, MTG is not a backup for them in the meantime either.

PAETEC's proposed option addresses CenturyLink's recent claims of repair system instability. The vendor information provided by the company shows that the claimed problem is not CMIP itself. Rather, to the extent there is a problem, CenturyLink says that the problem is with hardware, database levels, servers, etc. (for lack of a better word – the platform). To address this problem, the Merged Company is placing MTG on a new/different platform that does not have the alleged instability problem. Per CenturyLink, this change resolves the instability problem. Separately, the Merged Company has made a "design decision" to implement MTG with an XML interface rather than a CMIP interface or both XML and CMIP interfaces. There is no reason there cannot be two interfaces to MTG on a stable platform. With PAETEC's option, CenturyLink would develop MTG on the new/different platform to address the instability problem, while also building MTG so that PAETEC could continue to use a CMIP interface. A CMIP interface may be obtained from a vendor, and PAETEC has provided a vendor name to CenturyLink. In this manner, MTG would be implemented early, but only as a true backup for all carriers in the event of a MEDIACC failure. Eventually, MTG with an XML interface could then be implemented in an orderly manner, consistent with the timeframes and procedures of the merger agreements.

Although CenturyLink sometimes claims that it is making available both MEDIACC and an MTG, that is not the case, because CenturyLink also says that MEDIACC is unstable (or stable but likely to begin experiencing problems in the near future), with potentially disastrous or catastrophic MEDIACC failure. If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, remaining on MEDIACC for 30 months is hardly a viable course, even though CLECs should be able to do so under the merger agreements. This puts CLECs, such as PAETEC, that bargained for a period of at least 30 months of stability and uncertainty in a difficult position of enforcing their rights under the agreements at the risk of a catastrophic failure, the potential for which Qwest and CenturyLink did not disclose in the merger proceedings. CenturyLink appears to assume that, if it convinces others that the repair OSS are unstable, this means that CenturyLink may unilaterally determine the solution or fix for that instability, including as part of that solution disregarding the merger terms. That is not the case. System instability does not equate to a license to violate the merger agreements. PAETEC's option shows that, even assuming a genuine system instability or viability issue exists, there are other ways to address the problem. PAETEC's option, while still a compromise, is less burdensome and more consistent with the merger conditions than CenturyLink's approach.

CenturyLink said that it had not planned for the additional cost of using both CMIP and XML to interface with MTG. CLECs did not plan for the additional cost of addressing claims of OSS instability so soon after CenturyLink promised to use legacy Qwest OSS for at least 30 months, while also promising to meet or exceed the average wholesale performance provided by Qwest to CLEC before the closing date. If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, somebody is going to have to perform additional work and expend additional resources during the 30 month OSS moratorium period. Because Qwest and CenturyLink did not disclose this issue earlier, and they are the

parties causing the resources to be spent, they are the proper parties to perform that work and bear those costs.

Exploring this option is a compromise on PAETEC's part. With this option, Qwest would still be receiving an exception to the merger agreement terms (which may require notice to regulators and/or their approval) and would be developing MTG as a backup for everyone in the event of a MEDIACC failure. PAETEC reserves its rights under the merger commitments, and its rights to any remedies associated with violation of those commitments. If, for example, this option is used, its use does not mean that, when the merger procedures are followed for any post-moratorium period implementation of MTG and retirement of MEDIACC and/or CEMR, that CLECs would be bound by any choices made by Qwest at this time as to how to implement MTG or as to its functionality. The Merged Company bears the burden of, and any costs associated with, its decision to proceed with MTG as a backup at this time.

Please post this request to the CMP calendar for tomorrow's CMP call.

Thank you,
Julia Redman-Carter



Julia Redman-Carter
Carrier Relations Manager
(319) 790-2250 Office
(319) 790-7901 Fax
julia.redman-carter@paetec.com

From: Clauson, Karen L.
Sent: Wednesday, August 17, 2011 1:46 PM
To: 'Anderl, Lisa'; 'Tim.Goodwin@CenturyLink.com'; 'Topp, Jason'
Cc: 'Merz, Gregory R.'; Lipschultz, Dan; 'Mark Davidson'; Jensen, Linda S; 'jsww@state.co.us'; 'jcameron@utc.wa.gov'; 'Haas, William'
Subject: PAETEC Proposal - Repair OSS

Lisa, Tim, and Jason,

Please review PAETEC's proposal below, which was made in CMP and was previously made to CenturyLink. PAETEC indicated in its Colorado testimony (enclosed) that it had discussed this option with Centurylink before PAETEC filed its testimony last Friday. Nonetheless, the Merged Company indicated in CMP today that it was not prepared to discuss it. The Merged Company has claimed that repair OSS instability or potential failure is the issue, and PAETEC's proposal goes directly to that issue, unlike the Merged Company's approach in CMP.

Time is of the essence. Please provide the Merged Company's response as soon as possible.

Karen

From: Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]

Sent: Tuesday, August 30, 2011 3:20 PM

To: Redman-Carter, Julia; Johnson, Bonnie J.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary_lohnes@mmi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal (Jamal.Boudhaouia@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com)

Cc: Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.

Subject: RE: Please address MN PUC Vote and PAETEC Option - Repair OSS

CMP,

Time is of the essence: PAETEC seeks a response as to our proposal below. Please provide a date as to when CenturyLink will be responding.

Julia Redman-Carter



Julia Redman-Carter
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From: Clauson, Karen L.

Sent: Tuesday, August 30, 2011 3:43 PM

To: 'Anderl, Lisa'; 'Tim.Goodwin@CenturyLink.com'; 'Topp, Jason'

Cc: 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia (Julia.Redman-Carter@PAETEC.com); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' (barbara.anders@dora.state.co.us); 'jcameron@utc.wa.gov'; 'MVASconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S (Linda.S.Jensen@state.mn.us); 'Doyle, Greg (COMM)' (greg.doyle@state.mn.us); Bahn, Andrew (COMM) (andrew.bahn@state.mn.us)

Subject: RE: PAETEC Proposal - Repair OSS

Enclosed is an email sent today by PAETEC to CMP asking when Qwest will respond to PAETEC's proposal, which PAETEC submitted to CenturyLink earlier and to CMP on August 16th. I sent that email with PAETEC's proposal to you on August 17, as indicated in the emails below.

August 16 was two weeks ago, and yet the company has not responded. The company has made a number of claims relating to system instability or age potentially leading to disastrous or catastrophic

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results. This suggests some urgency to addressing the instability possibility. There is also the time factor introduced by Qwest's insistence on continuing with its CMP schedule and MTG implementation by December over CLEC objection.

As indicated below, time is of the essence. Please provide the Merged Company's response.

Karen

From: Anderl, Lisa [<mailto:Lisa.Anderl@CenturyLink.com>]
Sent: Wednesday, August 31, 2011 2:43 PM
To: Clauson, Karen L.; Goodwin, Tim; Topp, Jason
Cc: 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia (Julia.Redman-Carter@PAETEC.com); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' (barbara.anders@dora.state.co.us); 'jcameron@utc.wa.gov'; 'Mvasconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S (Linda.S.Jensen@state.mn.us); 'Doyle, Greg (COMM)' (greg.doyle@state.mn.us); Bahn, Andrew (COMM) (andrew.bahn@state.mn.us)
Subject: RE: PAETEC Proposal - Repair OSS

Hi Karen – We are aware of the PAETEC proposal, which has previously been submitted through CMP and forwarded to others on this distribution. Qwest/CenturyLink is currently evaluating this proposal, which will take some time. The proposal is being considered by our internal IT department, and is also being reviewed with our outside vendor. Both processes will evaluate the technical and financial feasibility of this proposal. We are working the issue quickly, but in order to provide a response it will realistically be another several weeks before the analysis is complete. We commit to respond to PAETEC through the CMP process just as soon as we have a response ready.

Lisa A. Anderl
Associate General Counsel
CenturyLink Regulatory Law Department
206-345-1574

From: Clauson, Karen L.
Sent: Wednesday, August 31, 2011 3:10 PM
To: 'Anderl, Lisa'; Goodwin, Tim; Topp, Jason
Cc: 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia (Julia.Redman-Carter@PAETEC.com); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' (barbara.anders@dora.state.co.us); 'jcameron@utc.wa.gov'; 'Mvasconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S (Linda.S.Jensen@state.mn.us); 'Doyle, Greg (COMM)' (greg.doyle@state.mn.us); Bahn, Andrew (COMM) (andrew.bahn@state.mn.us); Johnson, Bonnie J.; Denney, Douglas K.
Subject: RE: PAETEC Proposal - Repair OSS

Another several weeks is too long, particularly as the company has not extended its own schedule by several weeks while it considers the proposal. More IT resources would be available to focus on the proposal, if IT was not busily working on a project that we believe violates the merger settlement agreements and orders. We ask that CenturyLink/Qwest re-consider its approach and prioritize this request.

Karen

From: Clauson, Karen L.
Sent: Friday, September 09, 2011 11:21 AM
To: 'Anderl, Lisa'; Goodwin, Tim; Topp, Jason
Cc: 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia (Julia.Redman-Carter@PAETEC.com); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' (barbara.anders@dora.state.co.us); 'jcameron@utc.wa.gov'; 'Mvasconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S (Linda.S.Jensen@state.mn.us); 'Doyle, Greg (COMM)' (greg.doyle@state.mn.us); Bahn, Andrew (COMM) (andrew.bahn@state.mn.us); Johnson, Bonnie J.
Subject: RE: PAETEC Proposal - Repair OSS

Enclosed is an email sent by PAETEC to CMP today in which PAETEC agrees that an additional several weeks, over and above the month that the merged company has already had to review PAETEC's proposal, is too long.

Jason – Please see the comments relating to Minnesota in the enclosed email string.

Karen

From: Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]
Sent: Friday, September 09, 2011 10:06 AM
To: Johnson, Bonnie J.; 'New Cr, Cmp'; Isaacs, Kimberly D.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybeltelecom.com'; 'mary_lohnes@mmi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'Mvasconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)
Cc: Denney, Douglas K.; Clauson, Karen L.; Prull, Stephanie A.
Subject: RE: Please address MN PUC Vote - Repair OSS

CMP and Susan,

PAETEC agrees with Integra's comments. It is not enough to correct the CMP documentation to show that Minnesota is an exception to implementation. Qwest/CenturyLink has said that it is concerned about potentially catastrophic and disastrous failure of the Qwest repair OSS. Therefore, Qwest also has to address the potential instability of MEDIACC and CEMR in CMP for all states, including Minnesota. In Minnesota, Qwest cannot implement MTG (which, for the reasons discussed in PAETEC's proposal, is not a backup anyway). The Minnesota order requires Qwest to address the claimed instability issue and work with CLECs on alternatives. PAETEC proposed its suggestion to the company in business meetings on August 9, and I submitted a written proposal later, on August 16, to CMP as well. (Proposal in attached email.) The company has had a month to review it. Particularly in light of Qwest's projections of the potential for catastrophic and disastrous failure, Qwest's intent to take an additional several weeks to respond to PAETEC's proposal is too long. Based on the same urgency created by Qwest, PAETEC urges Qwest to prioritize consideration of our proposal and respond ASAP.

Julia Redman-Carter



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