

**EXHIBIT BJJ-71 TO THE
DIRECT TESTIMONY OF
BONNIE J. JOHNSON
ON BEHALF OF
INTEGRA TELECOM**

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**QUOTES¹ REGARDING POTENTIAL EXCEPTION TO MERGER TIME PERIOD,
IF REPAIR IS DISTINGUISHED² AND
IF ACCEPTABLE TO CLECS AND REGULATORS**

NOTE: In June 2011, Joint CLECs provided documents, stamped with the numbers JC000001-JC000750, to Qwest and CenturyLink, as further described in Joint CLEC Comments, June 28, 2011, at pages 64-65. A reference to the document stamp number is provided when applicable.

February 2, 2009, Integra email to Qwest and CenturyLink, JC000098 (quoted in MN Joint CLEC Comments, June 28, 2011, pp. 25-26):

Qwest has not provided sufficient information to determine whether its proposed CEMR/MEDIACC changes would be something *in which we may be interested*. *Even assuming that the changes were acceptable*, however, we do not know what other OSS changes the company may be planning or may announce before the closing date but implement after the closing date. If CLECs disagree with proposed OSS changes, and the changes would occur (like these) during the 2 year timeframe covered by the settlement agreement, what prevents the company from making those changes, if the company can make these CEMR/MEDIACC changes? *Does the company distinguish the CEMR/MEDIACC situation* and, if so, how? We are *hoping for a cooperative approach*, and we need a better understanding of the company's position.³

February 9, 2011 Integra email to Qwest and CenturyLink, JC000100 (Cited in MN Joint CLEC Comments, June 28, 2011, p. 47):

We expressed an interest in a cooperative approach, should Qwest at some point provide information indicating that the proposed changes may be of interest to CLECs, including Integra. *We have asked in CMP and via your legal departments about paragraph 12c to explore whether, if the protections of 12c were used early for these particular OSS, there might be some way for Joint Applicants to proceed with its proposal by agreement with CLECs. We are disappointed in your outright rejection of an offer to explore a compromise that, under the agreement, we have no obligation to consider.*⁴

March 9, 2011 Integra email to CMP, JC000135:

¹ All emphasis is added, unless otherwise noted.

² See, e.g., MN Joint CLEC Comments, June 28, 2011, pp. 21, 26, 39, & 41 and JC000098, JC000100, JC000217, JC00284, and JC000298.

³ JC000098 (CO Exhibit BJJ-17), Integra Feb. 2, 2011 email.

⁴ JC000100 (CO Exhibit BJJ-17), Integra Feb. 9, 2011 email

The merger settlement terms have been approved by various state commissions, and ***if Qwest intends to vary from them, Qwest needs to work collaboratively with CLECs and regulators*** to take steps necessary to ensure compliance with the merger agreements and orders. To the extent Legal needs to respond to such questions, we continue to expect Qwest and CenturyLink Legal to respond.⁵

March 18, 2011 Integra matrix reply to CMP, JC000261- JC000271 (see MN Joint CLEC Comments, June 28, 2011, pp. 37, 41, 42, and 50):

To the extent that Qwest “would like to replace the systems” before the timeframes for replacing them in the merger settlement agreements, or with different or other procedures from those described in paragraph 12 and other settlement agreements, Qwest needs to work more collaboratively with CLECs to mutually agree upon a solution. To date, Qwest is announcing unilateral plans, rather than mutually developing them. Qwest’s response indicates that issues could impact a CLEC’s business, and impact it quickly, so CLECs need to be intimately involved. An alleged problem cannot become an excuse to provide less functionality or to ignore certain obligations without taking appropriate steps to have those obligations modified to meet the identified, specific need. (See Section 4.) As Qwest is relying on the age of the OSS as its reason for the alleged replacement need, Qwest in some respects cannot distinguish this situation from other OSS of the same or similar age. If Qwest sets a precedent in this situation of proceeding ahead of merger agreement timelines or without obtaining consent and approval for modifications of obligations, what precludes Qwest from doing so for any other OSS? Do Qwest and/or CenturyLink distinguish CEMR/MEDIACC and, if so, how?⁶

March 21, 2011 Integra email to Qwest and CenturyLink, JC000241 (see MN Joint CLEC Comments, June 28, 2011, p. 39):

We are disappointed that Qwest and CenturyLink have not been willing ***to identify this as an issue within the terms of its settlement agreements and then, if there are extenuating circumstances that distinguish this issue from other issues (a claim that Qwest has not verified), identify this as a unique situation and work with CLECs, and regulators as needed, to arrive at a solution tailored to this particular situation.***⁷

April 1, 2011, Integra’s President email to the Merged Company, JC000284 (see Joint CLEC Comments, June 28, 2011, pp. 41-42):

Until now, although Qwest has suggested there are extenuating circumstances with respect to CEMR/MEDIACC, I believe that Qwest has not recognized this as a unique situation. Without distinguishing this situation from others, however, 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***

⁵ JC000135, Integra March 9, 2011 email

⁶ JC000216-JC000217, Integra March 18, 2011 matrix reply, pp. 6-7.

⁷ JC000241, Integra March 21, 2011 email.

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. We will continue to evaluate information as your Company continues to provide it. ***As other CLECs will also be impacted by any changes, we anticipate their involvement as well.***⁸

May 3, 2011, Integra email to the Merged Company, JC000295 – JC000299 Cited in MN Joint CLEC Comments, June 28, 2011, pp. 16, 45, and 48, and discussed on pp. 44-47):

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.)⁹

May 4, 2011 in person meeting at Integra, Minnesota.

May 18, 2011 CMP meeting minutes, JC000950 (cited in MN Joint CLEC Comments, June 28, 2011, pp. 48-49):

Bonnie Johnson – Integra said Integra was willing to work (6/1/11 Updates received from Integra in CAPS) WITH QWEST, BUT QWEST NEEDS TO RECOGNIZE THIS AS A CARVE OUT FROM THE MERGER CONDITIONS....¹⁰

May 23, 2011 Integra email to Merged Company and CMP, JC000325 (see MN Joint CLEC Comments, June 28, 2011, p. 50):

⁸ JC000284, Integra April 1, 2011 email.

⁹ JC000298, Integra May 3, 2011 email.

¹⁰ JC000950, Qwest May 18, 2011 CMP meeting minutes.

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.... 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.*** ...¹¹

June 9, 2011 in person meeting at Integra, Oregon.

*See August 9 & August 16, 2011 PAETEC proposal.*¹²

¹¹ JC000325, Integra May 23, 2011 email.

¹² See Attachment A to Response (Attachment 1 to PAETEC Letter at JC001040-JC001042). PAETEC made its proposal to the Merged Company on August 9, 2011 and in CMP on August 16, 2011. See JC001045.