

4. While we continue to make large investments in expanding and upgrading our network, we remain almost entirely dependent upon the incumbent local exchange carrier for last mile connections to our customers.
5. The Merged Company is Integra's largest competitor, but Integra is relatively small when compared to the Merged Company. The Merged Company operates in 37 states,¹ compared to 11 for Integra. Further, the Merged Company has more than 48,000 employees,² compared to 2,100 for Integra and the combined Merged Company proforma revenue in 2010 was \$18.8 billion,³ compared to Integra's 2010 revenue of \$616 million.⁴ To put these differences into perspective, the Merged Company has 23 employees for each Integra employee and \$30.50 of revenue for each Integra dollar of revenue. The Merged Company earns more revenue by the second week in January than Integra will obtain in a year.
6. My job duties include negotiating interconnection agreements, monitoring, reviewing and analyzing the wholesale costs Integra or its subsidiaries pay to carriers such as the Merged Company, and representing Integra and its affiliates on regulatory issues. I am also involved all aspects of the Merged Company's post merger compliance with the Integra Merger Settlement agreement, including

¹ See <http://www.centurylinkqwestmerger.com/index.php?page=about-the-transaction>.

² At the end of 2010 Qwest had 28,343 employees (see <http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9OTA2NTB8Q2hpbGRJRD0tMXxUeXBIPtM=&t=1>) and CenturyLink had more than 20,000 employees (see <http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9ODg1ODR8Q2hpbGRJRD0tMXxUeXBIPtM=&t=1>).

³ Combined, CenturyLink and Qwest had \$18.8 billion in revenue in 2010 (see <http://phx.corporate-ir.net/External.File?item=UGFyZW50SUQ9ODg1ODR8Q2hpbGRJRD0tMXxUeXBIPtM=&t=1>).

⁴ See <http://www.bizjournals.com/portland/blog/2011/06/integras-dudley-slater-wins-top-honor.html> for references to Integra's employees and revenues.

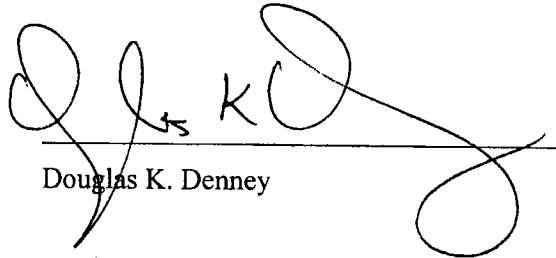
commitments made by the Merged Company in other settlement agreements that impact Integra's business.

7. I was directly involved in the negotiations between CenturyLink, Qwest and Integra that resulted in the Integra Merger Settlement Agreement that was signed on November 6, 2010 and filed in Washington in the merger docket on November 10, 2010. These negotiations included both in person and telephonic discussions between the companies.
8. I was Integra's witness in the merger proceedings, in Washington and other states, supporting the Integra Merger Settlement Agreement.
9. I was copied on Qwest's December 17, 2010 announcement to CLECs describing a New Application to Application Interface, called MTG, in which Qwest said the Maintenance Ticketing Gateway (MTG) will be a replacement for MEDIACC and CEMR. On Monday, December 20, 2010 in the Arizona merger proceeding , I was asked about the recent CEMR/MEDIACC/MTG Qwest CMP Announcement. I testified that I had seen the notice when it arrived on the previous Friday and, although he had not yet had an opportunity to have discussions internally about the notice, "that notice seems inconsistent with the condition that [Joint Applicants] will not change or replace a system."
10. I have attended most of Qwest's CMP meetings, including the CMP monthly meetings and ad-hoc calls related to Qwest's new application to application interface called MTG, which Qwest said will be a replacement for legacy Qwest maintenance and repair OSS.

11. I was either copied on, or aware of most, if not all, of the email exchanges between Integra and Qwest CMP, Qwest and CenturyLink legal personnel, Qwest and CenturyLink's business personnel, including Executives for each company related to Qwest's new OSS.
12. By this affidavit, I verify that the factual assertions concerning communications and activities relating to the implementation and integration of MTG as an intended replacement for legacy Qwest's maintenance and repair OSS, CEMR and MEDICACC, that are contained in the Formal Complaint and Petition of the Joint CLECs in this proceeding are true and correct to the best of my knowledge.

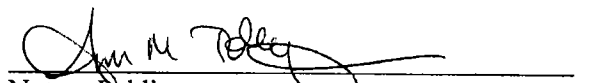
FURTHER AFFIANT SAYETH NOT.

Dated this 10th day of August, 2011.



Douglas K. Denney

Subscribed and sworn to before me
this 10th day of August, 2011.



Notary Public
My commission expires: 10/15/2012

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