

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

Docket No. 11F-436T

INTEGRA TELECOM, PAETEC BUSINESS SERVICES AND TW TELECOM OF COLORADO,

Complainants,

v.

QWEST CORPORATION and CENTURYLINK ,

Respondents.

Answer of Qwest Corporation and CenturyLink, Inc. to Amended Complaint

As set forth below, Qwest Corporation and CenturyLink, Inc. (“Qwest/CenturyLink”),¹ answer the allegations raised by Complainants Integra Telecom, PAETEC Business Services, and tw telecom of Colorado (“Joint CLECs” or “Complainants”) in the Amended Complaint filed with the Commission on June 28, 2011 (the “Amended Complaint”). Qwest generally denies the allegations of the Amended Complaint, except where specifically admitted. Qwest’s response to the allegations of the Complaint follows, using the same paragraph numbers and section headings used in the Amended Complaint.

Nature of the Action

1. Paragraph 1 of the Amended Complaint makes no allegations, and provides only an introductory statement regarding the nature of the action. Thus, a response is not required.

To the extent a response is required: Denied.

¹ See response to ¶ 7 below.

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2. Qwest/CenturyLink admits that the Joint CLECs sent a letter to the Commission dated May 25, 2011. Qwest/CenturyLink denies that any of the conduct described in those letters violates any “terms and conditions upon which CenturyLink and Qwest were authorized to complete the Merger.”

Qwest/CenturyLink further admits that it has undertaken plans to develop a new Operations Support System (OSS) – the Maintenance Ticket Gateway (“MTG”) – for the voluntary use of wholesale and (usually large) retail customers. Qwest announced through the Change Management Process (“CMP”) its plan to ultimately retire and replace the repair OSS (CEMR/MEDIACC) with a new repair system, Maintenance Ticketing Gateway or “MTG”. The MEDIACC system uses outdated and obsolete hardware, much of which is manufacturer-discontinued. An update to a new system is important to maintaining the stability of interfaces with repair systems. The MEDIACC system is currently stable, but is fourteen years old and will likely begin experiencing problems in the near future, so developing a backup system and an eventual replacement is important to maintaining quality levels of service for CLECs and their customers. In fact, Qwest/CenturyLink’s customers have requested that Qwest/CenturyLink begin offering an XML compliant system like MTG, to improve their service quality and access to Qwest/CenturyLink systems.

Importantly, this is not an integration of Qwest and CenturyLink systems. Qwest began planning to develop MTG and preliminarily announced its plans in a Change Request (“CR”) in the CMP in December 2008, before the Qwest/CenturyLink merger was even proposed. The initial CR identified the system as CTG, later changing the name of the system to MTG. The CR was deferred in April 2009 and returned to development status on November 10, 2010. More

considered during 2013 consistent with merger agreements, commitments, and commission orders.

Qwest/CenturyLink otherwise denies the allegations of ¶ 2 of the Amended Complaint.

3. Paragraph 3 of the Amended Complaint makes no allegations, and provides only an introductory statement regarding the nature of the action. Thus, a response is not required.

To the extent a response is required: Admitted.

Parties and Jurisdiction

4. Qwest/CenturyLink does not have specific knowledge of the corporate status alleged by Joint CLECs, and accordingly denies the allegations, but does not anticipate disputing such allegations.

5. Admitted.

6. Admitted.

7. Denied in part. Qwest Corporation ("QC") is a Colorado corporation. QC is a wholly owned subsidiary of Qwest Communications International, Inc., a Delaware corporation, which is in turn a wholly owned subsidiary of CenturyLink, Inc., a Louisiana corporation. Of these, only QC is certified as a telecommunications provider in Colorado.

8. Denied in part. There are several corporations affiliated with CenturyLink, Inc.

See response to ¶ 7.

9. Admitted.

10. Admitted.

Factual Allegations

11. Admitted.

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12. Admitted.

13. Admitted in part. Qwest/CenturyLink admits that the two-year period agreed to in Colorado was modified to a 30-month period by later agreements and Qwest/CenturyLink's FCC commitments, but denies that Integra has appropriately characterized or interpreted paragraph 12 of the Integra Agreement.

14. Admitted in part. As detailed in Qwest/CenturyLink's response to ¶ 3 above, the offering of MTG is not an integration of Qwest and CenturyLink systems, but an update of legacy Qwest systems that was first announced two years prior to the merger. Moreover, absent a significant and unreparable failure of MEDIACC, MTG will not operate as a replacement for any Qwest system at least until the agreed-upon 30-month period has expired. Qwest/CenturyLink has provided notice to Joint CLECs and others that the procedures established in the Integra Agreement will be followed prior to the replacement of MEDIACC with MTG.

15. Admitted.

16. Admitted in part. Qwest/CenturyLink denies that Joint CLECs have correctly characterized Mr. Hunsucker's testimony in the Minnesota proceeding or that such testimony is relevant in this Colorado proceeding.

17. Qwest/CenturyLink admits the first two sentences of ¶ 17, but denies the remaining allegations.

18. Admitted.

19. Admitted.

20. Admitted.

21. Admitted in part. The selected excerpt is not the entirety of the referenced testimony, and context is required to provide full meaning. To the extent that this excerpt is alleged to represent the entirety of the quoted testimony, Denied.

22. Admitted in part. The selected excerpt is not the entirety of the referenced testimony, and context is required to provide full meaning. To the extent that this excerpt is alleged to represent the entirety of the quoted testimony, Denied.

23. Admitted in part. The selected excerpt is not the entirety of the referenced testimony, and context is required to provide full meaning. To the extent that this excerpt is alleged to represent the entirety of the quoted testimony, Denied.

24. Admitted in part. The selected excerpt is not the entirety of the referenced testimony, and context is required to provide full meaning. To the extent that this excerpt is alleged to represent the entirety of the quoted testimony, Denied.

25. Admitted in part. See response to ¶ 3. Qwest/CenturyLink first notified Joint CLECs of plans – later withdrawn – to retire MEDIACC and replace it with MTG in 2008. In May 2011, Qwest announced it would no longer be retiring MEDIACC during 2011, but would postpone the replacement of that system until 2013, consistent with the Integra Agreement.

26. Admitted.

27. Denied.

28. Admitted.

29. Admitted.

30. Admitted.

31. Denied.

41. Admitted that Integra continued to seek answers; denied otherwise, as the answers requested were and continue to be timely provided, and despite the full, fair, and complete answers provided, Integra continues to raise repetitive and irrelevant inquiries unsupported by the settlement agreement or any other provision of law.

42. Admitted that Joint Applicants entered into a settlement with PAETEC and other CLECs; denied that Joint CLECs' summary is complete or sufficient.

43. Admitted that Qwest sent the indicated statement in CMP; denied otherwise, as Qwest has the right to discontinue use of applications that are not used by any other parties, and this right arises independent of the merger settlement agreement – though the right is consistent with the merger settlement agreement.

44. Admitted that the FCC approved the Qwest/CenturyLink merger; denied otherwise, as Integra's summary of the FCC order and the Qwest/CenturyLink FCC merger commitments is incomplete and fails to provide proper context. Moreover, the FCC merger order and the Qwest/CenturyLink commitments that gave rise to that order did not contemplate that the FCC merger order would change the bargain that Qwest/CenturyLink and Integra struck with the Integra Agreement.

45. Denied; see discussion in response to ¶ 44.

46. Admitted.

47. Admitted that the merger was completed on April 1, 2011. Admitted that Qwest Corporation continues as an entity separate from but affiliated with CenturyLink, Inc. Denied that CenturyLink, Inc. is a "telecommunications entity," as the term appears vague. CenturyLink, Inc. is a corporation involved in the telecommunications business, but is not a

certificated carrier in Colorado, does not provide telecommunications services in Colorado, and not a party to any interconnection agreement. CenturyLink, Inc. was a party to Docket No. 10A-350T and is a party to the Integra merger settlement agreement.

48. Admitted that the "OSS CR" was discussed at the April 11, 2011 CMP meeting. Denied otherwise, as the summary of the information provided is incomplete, and the information exchanged at the April 11 meeting has been updated or revised.

49. Admitted that Qwest sent Integra the email. Denied otherwise, as the summary is incomplete, and the remainder of the paragraph is argumentative. Qwest/CenturyLink is proceeding with developing and later implementing MTG consistent with merger settlement agreements with the Joint CLECs, this Commission's orders, and FCC commitments and orders.

50. Denied.

51. Admitted that Qwest/CenturyLink and Integra met on May 4, 2011; Integra's characterization of the meeting and other facts is denied.

52. Admitted that MTG is a new system. Denied that MTG will replace MEDIACC, at least for CLEC use, until compliance with merger commitments, settlement agreements, and commission orders is completed – which Qwest/CenturyLink have indicated would not occur until 2013. Complainants' characterization of MTG compared to the Integra settlement agreement is further denied.

53. Admitted that the OSS CR was discussed at the May 18, 2011 CMP meeting. Otherwise denied.

54. Denied, as the characterization of Mr. Hunsucker's comments is vague, incomplete, and potentially misleading.

55. Admitted.

56. Admitted that Integra raised questions about the upgrades to CEMR, but denied that the questions are relevant, proper, or have not been answered.

57. Admitted that the OSS CR was discussed in an ad hoc CMP call on June 8, 2011. Otherwise denied, as the summary of the discussions is vague, incomplete, and potentially misleading.

58. Admitted that Qwest/CenturyLink provided an updated timeline on June 14, 2011. Denied otherwise, as the timeline complies with all relevant merger commitments, settlements, and commission orders.

59. Denied.

60. Denied. The timelines provided allow for CLEC input within the periods provided in relevant merger settlements, commitments, and commission orders. MTG will not replace CEMR or MEDIACC, at least for required CLEC use, until late in 2013. Thus, Complainants' characterization of the "MTG Implementation" is misleading and inaccurate.

61. Denied. Notice of an event, in this instance the retirement of MEDIACC, provides necessary context for the required vote. Without such notice, the CLEC vote could be confusing. Notice provides the CLECs with information about what is being voted upon.

62. Denied. While Qwest/CenturyLink admits that there were communications about the development of MTG on June 15, 2011, the summary of the discussions and obligations is argumentative, vague, incomplete, and potentially misleading.

63. Denied. While Qwest/CenturyLink admits that there were communications about the development of MTG on June 15, 2011, the summary of the discussions and obligations is argumentative, vague, incomplete, and potentially misleading.

64. Denied. While Qwest/CenturyLink admits that there were communications about the development of MTG on June 15, 2011, the summary of the discussions and obligations is argumentative, vague, incomplete, and potentially misleading.

65. Denied. While Qwest/CenturyLink admits that there were communications about the development of MTG on June 15, 2011, the summary of the discussions and obligations is argumentative, vague, incomplete, and potentially misleading.

66. Denied.

67. Denied.

68. Admitted, though denied that Complainants' objections have merit.

69. Denied.

Claim for Relief

Count I – Violation of Commission Order

70. Qwest/CenturyLink incorporates its responses to ¶ 1-69 above.

71. Admitted, but the terms of C.R.S. § 40-5-105 speak for themselves.

72. Denied; the Commission's orders in Docket No. 10A-350T speak for themselves.

Nothing in the orders indicates that compliance with all the terms of all settlements is a pre-condition to merger approval. Rather, any failure to comply with such settlements is a separate issue.

73. Admitted.

74. Denied.

75. Denied.

Count II – Breach of Settlement Agreements

76. Qwest/CenturyLink incorporates its responses to ¶ 1-75 above.

77. Admitted.

78. Denied.

79. Denied.

Count III – Breach/Violation of Interconnection Agreements

80. Qwest/CenturyLink incorporates its responses to ¶ 1-79 above.

81. Admitted.

82. Denied. Each ICA is independent of every other ICA, and the terms of one ICA are not applicable to other ICAs. The terms of such ICAs speak for themselves.

83. Denied; the terms of the PAETEC ICA are to be read in their entirety along with applicable law and speak for themselves.

84. Denied. See response to ¶ 82. There is not a single ICA belonging to Joint CLECs.

85. Denied.

Count IV – Breach of Duty of Non-Discrimination

86. Qwest/CenturyLink incorporates its responses to ¶ 1-85 above.

87. Denied.

88. Denied. CenturyLink, Inc. is not an ILEC, is not a party to any interconnection agreements, and has no duty of non-discrimination as to Joint CLECs.

89. Admitted as to the first two sentences; denied as to the last sentence.

90. Denied.

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91. Denied.

92. Denied.

WHEREFORE, Qwest and CenturyLink request that the Commission deny all of the relief requested by Joint CLECs and dismiss this Complaint with prejudice.

Respectfully submitted this July 18th, 2011.

QWEST CORPORATION

By: /s/ Timothy J. Goodwin

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