



DEPARTMENT OF THE ARMY
UNITED STATES ARMY LEGAL SERVICES AGENCY
901 NORTH STUART STREET
ARLINGTON, VIRGINIA 22203-1837

May 24, 2010

REPLY TO
ATTENTION OF

Regulatory Law Office
U 4198

VIA ELECTRONIC MAIL (5/24/10) & OVERNIGHT UPS

Commission Executive Secretary
Washington Utilities & Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive S.W.
Olympia, WA 98504-7250

Subject: **DoD/FEA's Petition to Intervene**

In Re: **Docket No. UT-100820** – Joint Application of Qwest Communications International, Inc. and CenturyTel, Inc. for Approval of the Indirect Transfer of Control of Qwest Corporation, Qwest Communications Company LLC, and Qwest LD Corp.

To The Honorable Commission Executive Director and Secretary:

Enclosed for filing in the above-captioned proceeding are the hard copy original and fifteen (15) copies of a Petition to Intervene of the United States Department of Defense and All Other Federal Executive Agencies (collectively referred to herein as "DoD/FEA"). A Certificate of Service is appended to this filing.

Copies of this document are being sent in accord with the Certificate of Service. Inquiries to this office regarding this proceeding should be directed to the undersigned at (703) 696-1643.

Thank you for your cooperation and assistance in this matter.

Sincerely,

Stephen S. Melnikoff
General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Litigation Center
901 N. Stuart Street, Suite 700
Arlington, Virginia 22203-1837
Telephone: (703) 696 - 1643
stephen.melnikoff@hqda.army.mil

Enclosure: Fifteen (15) Copies
CF: See Certificate of Service

**BEFORE THE WASHINGTON STATE
UTILITIES AND TRANSPORTATION COMMISSION**

| | | |
|---|---|-----------------------------|
| In the Matter of the Joint Application of |) | DOCKET UT-100820 |
| |) | |
| QWEST COMMUNICATIONS |) | |
| INTERNATIONAL INC. AND |) | |
| CENTURYTEL, INC. |) | THE UNITED STATES |
| |) | DEPARTMENT OF DEFENSE AND |
| For Approval of Indirect Transfer of |) | ALL OTHER FEDERAL EXECUTIVE |
| Control of Qwest Corporation, Qwest |) | AGENCIES' |
| Communications Company LLC, and |) | |
| Qwest LD Corp. |) | |
| |) | |
| |) | CERTIFICATE OF SERVICE |

CERTIFICATE OF SERVICE

I certify that I have caused a copy of the foregoing document, together with this Certificate of Service, in Docket No. UT-100820 to be sent this day by electronic service (email) and postage prepaid, properly addressed, first class U.S. Mail (or private courier) to the counsel and parties named below, as indicated:

Commission Executive Director
and Secretary
Washington Utilities &
Transportation Commission
P.O. Box 47250
1300 S. Evergreen Park Drive S W
Olympia, WA 98504-7250
[OVERNIGHT UPS- Original & 15 copies]
records@wutc.wa.gov

Jennifer Cameron-Rulkowski
Assistant Attorney General
1400 S. Evergreen Park Drive S.W.
PO BOX 40128
Olympia, WA 98504-7250
jcameron@utc.wa.gov

Simon ffitch
Assistant Attorney General
Public Counsel Section
Office of the Attorney General
800 Fifth Avenue, Suite 2000
Seattle, WA 98104-3188
simonf@atg.wa.gov

Calvin K. Simshaw
Senior Regulatory Counsel
CenturyLink
805 Broadway
Vancouver, WA 98660
calvin.simshaw@centurylink.com

Gregory J. Kopta
Davis Wright Tremaine LLP
1201 Third Avenue, Suite 2200
Seattle, Washington 98101-3045
gregkopta@dwt.com

Karen L. Clauson
Integra Telecom
6160 Golden Hills Drive
Golden Valley, MN 55416-1020
klclauson@integratelecom.com

Lisa Anderl
Qwest Corporation
1600 7th Avenue RM 1506
Seattle WA 98191
lisa.anderl@qwest.com

Gregory Merz
GRAY, PLANT, MOOTY,
MOOTY & BENNETT, P.A.
500 IDS Center, 80 South Eight St.
Minneapolis, MN 55402
gregory.merz@gpmlaw.com

Dated this 24th day of May 2010,
at Arlington County, Virginia.



Stephen S. Melnikoff
General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Legal Services Agency
Department of the Army
901 N. Stuart Street, Suite
Arlington, VA 22203-1837
(703) 696 – 1643

(5/21/10)

**BEFORE THE WASHINGTON STATE
UTILITIES AND TRANSPORTATION COMMISSION**

| | | |
|---|---|-----------------------------|
| In the Matter of the Joint Application of |) | DOCKET UT-100820 |
| |) | |
| QWEST COMMUNICATIONS |) | |
| INTERNATIONAL INC. AND |) | |
| CENTURYTEL, INC. |) | THE UNITED STATES |
| |) | DEPARTMENT OF DEFENSE AND |
| For Approval of Indirect Transfer of |) | ALL OTHER FEDERAL EXECUTIVE |
| Control of Qwest Corporation, Qwest |) | AGENCIES' |
| Communications Company LLC, and |) | |
| Qwest LD Corp. |) | PETITION TO INTERVENE |
| |) | |

PETITION TO INTERVENE

The Secretary of Defense, through duly authorized counsel, on behalf of the consumer interests of the United States Department of Defense and all other Federal Executive Agencies (collectively referred to herein as "DoD/FEA"), hereby petitions the Washington Utilities and Transportation Commission ("the Commission") for leave to intervene in the above-captioned proceeding. This Petition is filed pursuant to WAC 480-07-355(a) and paragraph 7 of the Commission's Executive Director and Secretary's May 17, 2010 Notice of Prehearing Conference. In support of this Petition, DoD/FEA states as follows:

1. DoD/FEA will be represented by, and all documents should be served upon and all communications referred to, its attorney:

Stephen S. Melnikoff, Esq.
General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Litigation Center
901 North Stuart Street, Suite 700
Arlington, Virginia 22203-1837
Telephone: (703) 696-1643
Fax: (703) 696-2960
stephen.melnikoff@hqda.army.mil

2. The interest of DoD/FEA in this proceeding is that of a customer of telecommunications services provided by Qwest Communications International Inc.'s operating subsidiaries, Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC, (collectively referred to herein as "Qwest") that are to be sold to CenturyTel, Inc. ("CenturyLink"). The Federal government maintains numerous military installations and civilian Federal Executive Agency activities within the State of Washington that obtain telecommunications services from Qwest and other providers.¹ As such, DoD/FEA is one of the largest users of telecommunications services in the state of Washington. DoD/FEA installations, facilities and offices, ranging widely in size, are located throughout Washington, and the business telecommunications services purchased range from large complex systems to small office services.² Accordingly, it is important

¹ Several major military installations are located in the state of Washington, such as Joint Base Lewis-McChord (formerly Fort Lewis and McChord Air Force Base) and Fairchild Air Force Base, and naval facilities around the Puget Sound area. In addition, the Federal presence also exists as numerous and widespread major facilities such as the General Services Administration Northwest/Arctic Region Office, and the Department of Veterans Affairs medical and outreach facilities, and small-sized offices such as Armed Forces recruiters, Post Offices, Social Security offices, as well as Fish and Wildlife Service, National Parks, USDA Forest Service and Farm Service/Agricultural agents. Federal employment (Civilian and Active Duty Military) in Washington state exceeds 100,000 persons.

² DoD/FEA obtains a broad variety of services, and has a wide range of sizes of customer serving sites and number and kind of urban/rural locations throughout the state. DoD/FEA uses a variety of providers (incumbent and competitive local exchange carriers) and mechanisms (such as regulated tariff, ICB and competitive offerings) to acquire service.

to DoD/FEA that service in the affected exchanges will be provided in an efficient manner, at reasonable cost, with the highest service quality and performance, that any transition will be seamless and not degrade retail service, and that CenturyLink will be willing and able to offer state-of-the-art retail business services of the nature that DoD/FEA operations require.

3. In addition to the services procured directly from Qwest, DoD/FEA procures services through competitive bidding procedures whenever possible to obtain the best available services at the lowest possible costs. DoD/FEA's interest herein thus also encompasses the issues of CenturyLink's ability to provide wholesale service, and the arrangements thereof, to competitive carriers seeking to satisfy DoD/FEA's business telecommunications needs. To the extent that, for instance, the transition of back-office systems and procedures, or arrangements causes delays or other problems for competitive carriers, DoD/FEA's interests would be adversely affected.

4. DoD/FEA has a unique government end-user perspective on the issues that might arise as a result of this transaction, given the nature and extent of its telecommunications purchases from both Qwest and competitive carriers that have relied on Qwest for elements of their business offerings. Moreover, as a large customer, DoD/FEA has expertise in addressing telecommunications regulatory issues in formal proceedings.³ Thus, DoD/FEA's participation will assist the Commission in resolving issues that arise in connection with the transfer.

5. DoD/FEA's intervention and participation herein will not unreasonably broaden the issues, burden the record, unduly affect the rights of participating parties or

³ DoD/FEA has participated in previous Qwest regulatory proceedings in Washington, such as Docket No. UT-081501 (the sale of Qwest downtown Seattle building); Docket No. UT-061625 (Qwest Alternative Form of Regulation); and Docket No. UT-021120 (the sale of Qwest Dex).

unreasonably delay the proceeding. Accordingly, DoD/FEA petitions the Commission for leave to intervene in the captioned proceeding as a party with full rights to participate in the proceeding, including the right to discovery, to examine witnesses, to file testimony and briefs and to be heard at oral argument.

Respectfully submitted,



Stephen S. Melnikoff

General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Litigation Center
901 North Stuart Street, Suite 700
Arlington, Virginia 22203-1837

For
The United States Department of Defense
And
All Other Federal Executive Agencies

Dated: May 24, 2010