

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of)
) DOCKET NO. UT-100820
QWEST COMMUNICATIONS)
INTERNATIONAL INC. AND) XO PETITION TO INTERVENE
CENTURYTEL, INC.)
)
For Approval of Indirect Transfer of Control of)
Qwest Corporation, Qwest Communications)
Company LLC, and Qwest LD Corp.)

1. Pursuant to WAC 480-07-355, XO Communications Services, Inc. (“XO”) hereby petitions the Commission for leave to intervene in the above-entitled docket. As grounds for intervention, XO states as follows:

I.

2. The names, addresses, and telephone numbers of the persons to whom communications should be addressed are:

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II.

3. XO is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. XO currently competes with, and obtains interconnection and related services and facilities from, Qwest Corporation (“Qwest”) and CenturyLink in the provision of XO’s telecommunications services.

III.

4. XO has a substantial interest in the proposed transfer of control of Qwest to CenturyTel. Qwest is the largest incumbent local exchange carrier (“ILEC”) in Washington. XO relies on interconnection with, and related services and facilities obtained from, Qwest to offer and provide service to customers in Qwest’s service territory. XO seeks to participate in this proceeding to ensure that the proposed transaction will not adversely impact competition in Washington or XO’s rights and ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.

IV.

5. The evidence, if any, and briefing presented by XO will be of material value to the Commission in its determination of the issues involved in this proceeding, and XO’s intervention will not broaden those issues or delay the proceedings.

WHEREFORE, XO prays for leave to intervene as a party to this proceeding, with a right to discovery, to have notice of and appear at the taking of testimony, to produce and cross-examine witnesses, and to be heard in person or by counsel on brief and at oral argument.

RESPECTFULLY SUBMITTED this 24th day of May 2010.

DAVIS WRIGHT TREMAINE LLP



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Inc.