

[Service Date: May25, 2010]

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of

QWEST COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

For Approval of Indirect Transfer of Control of
Qwest Corporation, Qwest Communications
Company LLC, and Qwest LD Corp.

DOCKET NO. UT-100820

PETITION OF LEVEL 3
COMMUNICATIONS, LLC TO
INTERVENE

Pursuant to WAC 480-07-355, Level 3 Communications, LLC (“Level 3”) hereby petitions to intervene in the above-captioned docket. In support of its petition, Level 3 states the following:

1. The name and address of the Petitioner is:

Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

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

Arthur A. Butler
Ater Wynne LLP
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3. Level 3 is a registered and competitively classified telecommunications company authorized to provide both intraexchange and interexchange telecommunications services throughout Washington. Level 3 currently competes with, and obtains interconnection and related services and facilities from, Qwest Corporation (“Qwest”) in the provision of Level 3’s telecommunications services. And, Level 3 maintains local interconnection agreements with Qwest in its capacity as an incumbent local exchange carrier, entered into pursuant to sections 251 and 252 of the Communications Act of 1934, as Amended by the Telecommunications Act of 1996, Pub. L. 104-104, 110 Stat. 56, 47 U.S.C. Sections 151 *et. seq.* (the Act” or “1996 Act”).
4. Level 3 has a substantial interest in the proposed transfer of control of Qwest to CenturyTel Inc. (“CenturyTel”). Qwest is the largest incumbent local exchange carrier in Washington. Level 3 relies on interconnection with, and related services and facilities obtained from, Qwest to offer and provide service to Level 3’s customers in Qwest’s service territory. Level 3 seeks to participate in this proceeding to ensure that the proposed transaction will not adversely impact competition in Washington or Level 3’s rights and ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.
5. The evidence, if any, and briefing presented by Level 3 will be of material value to the Commission in its determination of the issues involved in this proceeding, and Level 3’s intervention will not broaden those issues or delay the proceedings.

WHEREFORE, Level 3 requests 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 25th day of May 2010.

ATER WYNNE LLP



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Attorneys for Level 3 Communications, LLC

CERTIFICATE OF SERVICE

I hereby certify that I have this 25th day of May, 2010, served the true and correct original, along with the correct number of copies, of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

David S. Danner
Secretary and Executive Director
Washington Utilities and Transportation
Commission
1300 S Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

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I hereby certify that I have this 25th day of May, 2010, served a true and correct copy of the foregoing document upon parties of record, via the method(s) noted below, properly addressed as follows:

On Behalf Of Covad, XO, twtelecom Integra :

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On Behalf Of Qwest :

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**On Behalf Of Department of Defense and All
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I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 25th day of May, 2010, at Seattle, Washington.


