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BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

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)
Corporation)
)
)
)

PETITION TO INTERVENE

Docket No. 10-049-16

Pursuant to the provisions of the Utah Administrative Code R746-100-7, and Utah Code Ann. § 63G-4-207, Level 3 Communications, LLC, (“Level 3”) hereby petitions the Public Service Commission (“Commission”) for leave to intervene in the above-referenced proceeding. In support of this Petition to Intervene, Level 3 states as follows:

1. Level 3 Communications, LLC is a Delaware limited liability company with principal offices located at 1025 Eldorado Boulevard, Broomfield, CO 80021. Level 3 provides high-quality voice and data services to carriers, ISPs, and other business customers over its IP-based network. Level 3 is a non-dominant carrier authorized to provide resold and/or facilities-based telecommunications services nationwide pursuant to certification, registration or tariff requirements, or on a deregulated basis. Level 3 is also authorized by the Federal Communications Commission to provide international and domestic interstate services as a non-dominant carrier.

2. In Utah, Level 3 is authorized to provide competitive local exchange and interexchange telecommunications services pursuant to a certificate of convenience and necessity granted by the Commission in Docket No. 98-2266-01 on March 8, 1999.

3. The Applicants, Qwest Communications International, Inc. and CenturyLink, Inc (“CenturyLink”), have requested approval of the indirect transfer of control of the Qwest operating subsidiaries, Qwest Corporation, Qwest LD Corporation and Qwest Communications Company LLC (collectively “Qwest”) to CenturyLink.

4. In Utah, Level 3 is a wholesale customer of Qwest, from which it obtains facilities and with which it is interconnected pursuant to an interconnection agreement filed with and approved by this Commission.

5. As a customer and a carrier interconnecting with Qwest, Level 3 may be substantially affected by the proposed merger of Qwest and CenturyLink. Level 3, therefore, has a direct, immediate, and substantial interest in this proceeding which is not adequately represented by another party.

6. If Level 3 is granted leave to intervene in this proceeding, it hereby requests that service of all pleadings, notices, etc. be made to the following:

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and to

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5. The interests of justice and the orderly and prompt conduct of this proceeding will not be impaired by the grant of Level 3's Petition to Intervene.

6. Level 3 has not yet determined the level of its participation or the precise nature of the relief it will seek, but requests intervention for the purpose of protecting its interests as they may appear, particularly on issues of relevance to CLEC customers of Qwest in Utah.

WHEREFORE, Level 3 requests that the Commission grant Level 3 permission to intervene in this docket to protect its interests as they may appear.

Dated this 7th day of June, 2010.

/s/ William J. Evans

by William J. Evans

PARSONS BEHLE & LATIMER

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and

Gregory L. Rogers

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LEVEL 3 COMMUNICATIONS, LLC

1025 Eldorado Boulevard

Broomfield, CO 80021

Attorneys for Level 3 Communications, LLC

CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of June, 2010, I caused to be e-mailed and/or mailed, first class, postage prepaid, a true and correct copy of the foregoing PETITION TO INTERVENE in Docket No. 10-049-16, to:

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| <p>Paul Proctor Assistant Attorney General Utah Office of Consumer Services Heber M. Wells Bldg., Fifth Floor 160 East 300 South Salt Lake City, UT 84111 pproctor@utah.gov</p> | <p>Alex M. Duarte Corporate Counsel QWEST 421 SW Oak Street, Room 810 Portland, OR 97204 Alex.Duarte@qwest.com</p> |
| <p>Michael Ginsberg Patricia Schmid Assistant Attorney General Utah Division of Public Utilities Heber M. Wells Bldg., Fifth Floor 160 East 300 South Salt Lake City, UT 84111 mginsberg@utah.gov pschmid@utah.gov</p> | <p>Kevin K. Zarling Senior Counsel CenturyLink 400 W. 15th Street, Suite 315 Austin TX 78701 Kevin.K.Zarling@CenturyLink.com</p> |

/s/ Colette V. Dubois