

BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

UM 1484

In the Matter of)

CENTURYLINK, INC.,)

Application for Approval of Merger between)
CenturyTel, Inc, and Qwest Communications)
International, Inc.)

PETITION TO INTERVENE

**PETITION TO INTERVENE OF
Charter Fiberlink OR – CCVII, LLC**

Charter Fiberlink OR–CCVII, LLC (“Charter”) respectfully petitions the Commission for leave to intervene in the above-captioned proceeding.

In support of its petition, Charter states as follows:

I.

Charter's primary name and address are:

Charter Fiberlink OR-CCVII LLC
12405 Powerscourt Dr.
St. Louis, MO 63131

II.

Charter wishes to waive paper service in this docket. All correspondence in this matter should be directed to:

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III.

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

IV.

Charter expects to participate in the docket and to contribute to the Commission's review of the proposed transaction its perspective as a competing service provider and customer. Charter will address such issues as it deems relevant in this proceeding.

V.

Charter has knowledge and expertise that will assist the Commission and the parties in addressing the issues presented in this proceeding.

VI.

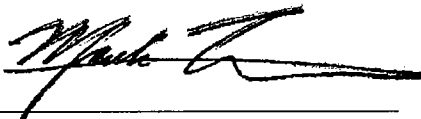
Charter's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

Charter's Petition to Intervene should be granted.

DATED this 10th day of June 2010.

DAVIS WRIGHT TREMAINE LLP



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Attorneys for Charter Fiberlink OR-CCVII, LLC

CERTIFICATE OF SERVICE
UM 1484

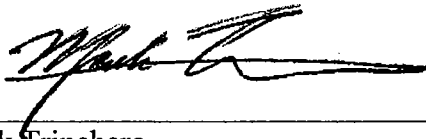
I hereby certify that the foregoing Petition to Intervene of Charter Fiberlink OR-CCVII, LLC was served on the following persons on June 10, 2010, by email to all parties and by U.S. Mail to parties who have not waived paper service:

<p>Kelly Mutch PriorityOne Telecommunications Inc. PO Box 758 La Grande, OR 97850-6462 managers@p1tel.com</p>	<p>William E. Hendricks CenturyLink, Inc. 805 Broadway St. Vancouver, WA 98660-3277 tre.hendricks@centurylink.com</p>
<p>Gordon Feighner Energy Analyst Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 gordon@oregoncub.org</p>	<p>Robert Jenks Executive Director Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 bob@oregoncub.org</p>
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<p>Michael Dougherty Public Utility Commission of Oregon P.O. Box 2148 Salem, OR 97308-2148 michael.dougherty@state.or.us</p>	<p>Alex M. Duarte Corporate Counsel Qwest Corporation 421 SW Oak St., Suite 810 Portland, OR 97204 alex.duarte@qwest.com</p>

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<p>Greg L. Rogers Sr. Corporate Counsel Level 3 Communications LLC 1025 Eldorado Blvd. Broomfield, CO 80021 greg.rogers@level3.com</p>	<p>Adam Lowney McDowell Rackner & Gibson PC 520 SW Sixth Ave., Suite 830 Portland, OR 97204 adam@mcd-law.com</p>
<p>Lisa Rackner McDowell Rackner & Gibson PC 520 SW Sixth Ave., Suite 830 Portland, RO 97204 lisa@mcd-law.com</p>	<p>Lyndall Nipps Vice President, Regulatory Affairs twtelecom of oregon, llc 845 Camino Sur Palm Springs, CA 92262-4157 lyndall.nipps@twtelecolm.com</p>
<p>Rex M. Knowles Regional Vice President-Regulatory XO Communications Services, Inc. 7050 Union Park Ave., Suite 400 Midvale, UT 84047 rex.knowles@xo.com</p>	<p>Arthur A. Butler Ater Wynne LLP 601 Union Street, Suite 1501 Seattle, WA 98101-3981 aab@aterwynne.com</p>

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Dated this 10th day of June, 2010



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