

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON
UM 1484**

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|--------------------------------------------|---|-----------------------|
| In the Matter of |) | |
| |) | |
| CENTURYLINK, INC., |) | PETITION TO INTERVENE |
| |) | |
| Application for Approval of Merger between |) | |
| CenturyTel, Inc, and Qwest Communications |) | |
| International, Inc. |) | |
| |) | |

**PETITION TO INTERVENE OF
PriorityOne Telecommunications, Inc.**

PriorityOne Telecommunications, Inc. (“PriorityOne”) respectfully petitions the Commission for leave to intervene in the above-captioned proceeding.

In support of its petition, PriorityOne states as follows:

I.

PriorityOne's primary name and address are:

PriorityOne Telecommunications, Inc.
808 Adams Avenue
La Grande, OR 97850

II.

All correspondence in this matter should be directed to:

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DAVIS WRIGHT TREMAINE LLP
1300 SW Fifth Avenue
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Portland, OR 97201
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Kelly Mutch
President & CEO
PriorityOne Telecommunications, Inc.
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La Grande, OR 97850
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III.

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

IV.

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

proceeding.

V.

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

VI.

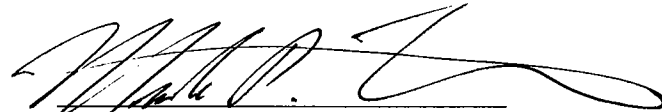
PriorityOne's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

PriorityOne's Petition to Intervene should be granted.

DATED this 8th day of June 2010.

DAVIS WRIGHT TREMAINE LLP



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Attorneys for PriorityOne Telecommunications, Inc.

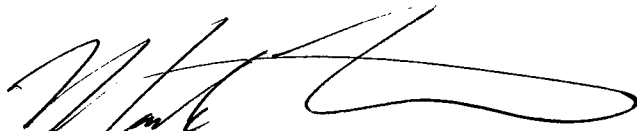
CERTIFICATE OF SERVICE
UM 1484

I hereby certify that the foregoing Petition to Intervene of PriorityOne Telecommunications, Inc. was served on the following persons on June 8, 2010, by email to all parties and by U.S. Mail to parties who have not waived paper service:

| | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Charles L. Best Attorney at Law 1631 NE Broadway #538 Portland, OR 97232-1425 chuck@charlesbest.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> |
| <p>G. Catriona McCracken Legal Counsel / Staff Attorney Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 catriona@oregoncub.org</p> | <p>Raymond Myers Attorney Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 ray@oregoncub.org</p> |
| <p>Kevin Elliott Parks Staff Attorney Citizens' Utility Board of Oregon 610 SW Broadway, Suite 308 Portland, OR 97205 kevin@oregoncub.org</p> | <p>Jason W. Jones Assistant Attorney General Department of Justice Regulated Utility & Business Section 1162 Court St. N.E. Salem, OR 97301-4096 jason.w.jones@state.or.us</p> |
| <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>Mark Reynolds Qwest Corporation 1600 7th Ave., Room 3206 Seattle, WA 98191 mark.reynolds3@qwest.com</p> | <p>Barbara Young United Telephone company of the Northwest 902 Wasco St. ORHDRA0305 Hood River, OR 97031 barbara.c.young@centurylink.com</p> |
| <p>Katherine K. Mudge Director, State Affairs & ILEC Relations Covad Communications Co. 7000 N. MOPAC EXPWY, 2nd Floor Austin, TX 78731 kmudge@covad.com</p> | <p>Edwin Parker Economic Development Alliance P.O. Box 402 Gleneden Beach, OR 97388 edparker@teleport.com</p> |
| <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> | |

Dated this 8th day of June, 2010



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