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Carla M. Butler
Lead Paralegal

May 24, 2010

Frances Nichols Anglin
Oregon Public Utility Commission
550 Capitol St., NE
Suite 215
Salem, OR 97301

Re: UM-1484

Dear Ms. Nichols Anglin:

Enclosed for filing in the above entitled matter please find an original and five (5) copies of Petition to Intervene by Qwest Communications International, Inc., and the Direct Testimony of Judith A. Pepler.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Carla". The signature is written in a cursive, flowing style.

Carla M. Butler

CMB:
Enclosures
cc: Certificate of Service

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM 1484

In the Matter of
CENTURYLINK, INC.
Application for an Order to Approve the
Indirect Transfer of Control of
QWEST CORPORATION

**PETITION TO INTERVENE BY
QWEST COMMUNICATIONS
INTERNATIONAL, INC.**

Pursuant to OAR 860-013-0021, Qwest Communications International, Inc. (“QCII” or “Qwest”) submits this Petition to Intervene in the above-referenced docket.

I. Name and Address of Petitioner

Qwest
421 SW Oak Street [310 SW Park Ave., 11th Floor, after June 30, 2010]
Portland, Oregon 97204 [97205, after June 30, 2010]

II. Name and Address of Petitioner's Attorney and Representative

Petitioner will be represented in these proceedings by the following attorney:

Alex M. Duarte, OSB No. 020459
Corporate Counsel
QWEST
421 SW Oak Street, 8th Floor [310 SW Park Ave., 11th Floor, after June 30, 2010]
Portland, Oregon 97204 [97205, after June 30, 2010]
(503) 242-5623 (telephone)
(503) 242-8589 (facsimile)
Alex.Duarte@qwest.com

In addition, Qwest requests the following representative on the service list:

Mark Reynolds
Regulatory Director- Oregon
QWEST
1600 7th Ave, 3206
Seattle WA 98191-0000
206-345-1568 (telephone)
206-206 343 4040 (facsimile)
Mark.Reynolds3@qwest.com

III. Nature and Extent of Petitioner's Interest in This Proceeding

This proceeding is an application ("Application") by CenturyLink, Inc. ("CenturyLink") under ORS 759.375 for approval of the indirect merger of QCII's regulated Oregon incumbent local exchange carrier subsidiary, Qwest Corporation ("QC"), a "telecommunications utility" under Oregon law, into CenturyLink. As CenturyLink explained in its May 21, 2010 Application, under the terms of the Merger Agreement, QCII and an entity created for this transaction and known as SB44 Acquisition Company will merge, after which QCII will be the surviving entity and the separate corporate existence of SB44 Acquisition Company will cease. Under the terms of the Merger Agreement, QCII will become a wholly-owned, first-tier subsidiary of CenturyLink. There will, however, be no change in corporate structure of the respective CenturyLink and QCII operating entities as a result of the Transaction, and QC will remain a subsidiary of QCII. Further, the Transaction is a combination of the parent companies only, and thus it is not a transaction in which local exchanges, companies, or assets are being sold, combined or transferred to a new provider.

CenturyLink has requested expedited consideration of the Commission's review of its application, a request that Qwest joins and supports.

As was noted in CenturyLink's Application, although Qwest supports the Application, Qwest did not join as a formal applicant for approval of the transaction. This is so because neither ORS 759.375 nor ORS 759.380 applies to Qwest due to the Commission's August 8, 2008 approval of QC's price plan in Order No. 08-408 in docket UM 1354, which included the waiver of those statutes as to QC. Nevertheless, Qwest seeks intervenor status so that it can become a full party to this proceeding, and as a party, it will respond to all relevant discovery. As one of the parties to the transaction, Qwest clearly has a sufficient interest in this proceeding.

Qwest intends to file testimony, respond to data requests and otherwise be a full party in this proceeding. In fact, Qwest submits concurrently with this petition to intervene the Direct Testimony of Qwest Oregon President Judith A. Pepler in support of Qwest's petition and CenturyLink's Application. Further, Qwest has knowledge and experience that will assist the Commission and the parties in addressing the issues presented in this proceeding. Finally, Qwest's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

Accordingly, Qwest respectfully requests the Commission grant its Petition to Intervene in this proceeding with all of the rights afforded a full party under Oregon law and the Commission's rules.

DATED: May 24, 2010

Respectfully submitted

QWEST COMMUNICATIONS
INTERNATIONAL, INC.



Alex M. Duarte, OSB No. 020459
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Alex.Duarte@qwest.com

Attorney for Qwest Communications
International, Inc.

CERTIFICATE OF SERVICE

UM 1484

I hereby certify that on the 24th day of May, 2010, I served the foregoing **QWEST COMMUNICATIONS INTERNATIONAL, INC.'S PETITION TO INTERVENE AND THE DIRECT TESTIMONY OF JUDITH A. PEPPLER** in the above entitled docket on the following persons via U.S. Mail, by mailing a correct copy to them in a sealed envelope, with postage prepaid, addressed to them at their regular office address shown below, and deposited in the U.S. post office at Portland, Oregon.

Charles L. Best
Attorney at Law
1631 NE Broadway, Suite 538
Portland, OR 97232-1425
chuck@charleslbest.com

William E. Hendricks
CenturyLink
805 Broadway Street
Vancouver, WA 98660-3277
Tre.hendricks@embarq.com

DATED this 24th day of May, 2010.

QWEST CORPORATION



By: _____

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