

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

In the Matter of)

CENTURLINK, INC.,)

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

PETITION TO INTERVENE

**PETITION TO INTERVENE OF
Covad Communications Company**

Covad Communications Company (“Covad”) respectfully petitions the Commission for leave to intervene in the above-captioned proceeding.

In support of its petition, Covad states as follows:

I.

Covad's primary name and address are:

Covad Communications Company
2220 O'Toole Avenue
San Jose, CA 95131

II.

All correspondence in this matter should be directed to:

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III.

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

IV.

Covad 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. Covad will address such issues as it deems relevant in this proceeding.

V.

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

VI.

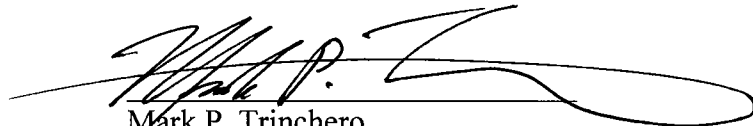
Covad's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

Covad's Petition to Intervene should be granted.

DATED this 7th day of June 2010.

DAVIS WRIGHT TREMAINE LLP



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Attorneys for Covad Communications Company

CERTIFICATE OF SERVICE
UM 1484

I hereby certify that the foregoing Petition to Intervene of Covad Communications Company was served on the following persons on June 1st, 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>
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Dated this 7th day of June, 2010



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