

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

In the Matter of)	Docket No. UM 1484
CENTURYLINK, INC.)	PETITION TO INTERVENE
Application for Approval of Merger between)	
CenturyTel, Inc. and Qwest Communications)	
International, Inc.)	
)	
)	
)	
)	

**PETITION TO INTERVENE
OF T-MOBILE WEST CORPORATION**

Pursuant to ORS 756.525 and OAR 860-012-001, T-Mobile West Corporation (“T-Mobile”), by and through its attorneys, respectfully petitions to intervene in this proceeding.

In support of this petition, the following is provided:

1. T-Mobile will be represented by both in-house and outside counsel as follows:

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2. T-Mobile is a CMRS telecommunications company authorized pursuant to federal law to provide wireless telecommunications services throughout Oregon. T-Mobile currently obtains interconnection and termination services and facilities from Qwest and CenturyLink entities including: Qwest Corporation, Qwest Corporation f/n/a/ US West Communications, Inc. (collectively “Qwest”), United Telephone Company of the Northwest, CenturyTel of Oregon, Inc. and CenturyTel of Eastern Oregon, Inc. (collectively “CenturyLink”) in the provision of T-Mobile telecommunications services. Additionally, T-Mobile purchases certain backhaul services from Qwest.

3. T-Mobile has a substantial interest in the proposed merger between and transfer of control of Qwest to CenturyLink. T-Mobile relies upon its interconnection and termination services and facilities which it obtains from both Qwest and CenturyLink to offer and provide telecommunications services to T-Mobile customers in the Qwest and CenturyLink to offer and provide telecommunications services to T-Mobile customers in the Qwest and CenturyLink service territories. Accordingly, T-Mobile seeks to participate in this proceeding in order to ensure that the proposed merger and transfer of control will not adversely impact competition in Oregon nor adversely impact T-Mobile’s continued rights and ability to obtain the interconnection and related services and facilities it needs to provide its telecommunications services.

4. T-Mobile believes that the proposed transfer of control of Qwest and CenturyLink poses a variety of issues that the Commission will naturally be considering when evaluating what is in the public interest and how to maintain a healthy competitive telecommunications environment in Oregon. T-Mobile’s briefing and evidence presented, if any, on the issues of relevant to T-Mobile, will be of material value to the Commission in its

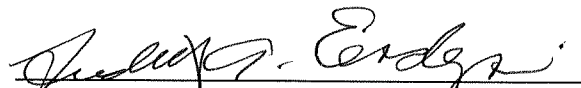
provider that will provide a wireless perspective in this proceeding. T-Mobile's intervention in this proceeding will not unreasonably broaden the issues to be considered by the Commission nor will it burden the record or delay this proceeding, per OAR 860-012-0001. T-Mobile first became aware of the June 22, 2010 deadline for filing a Petition to Intervene set by the Prehearing Conference Report after that date. T-Mobile agrees to abide by the schedule set forth in the Report and its late-filed petition will prejudice no party.

5. As a telecommunications provider in Oregon, T-Mobile has knowledge and expertise that will benefit the Commission in its consideration of the multitude of issues raised during the proceeding.

6. Based on the information provided above and in accordance with the Commission's Rules of Procedure, T-Mobile requests to participate in this proceeding as an intervenor.

RESPECTFULLY SUBMITTED this 29th day of June, 2010.

GRAHAM & DUNN PC



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CERTIFICATE OF SERVICE
UM 1484

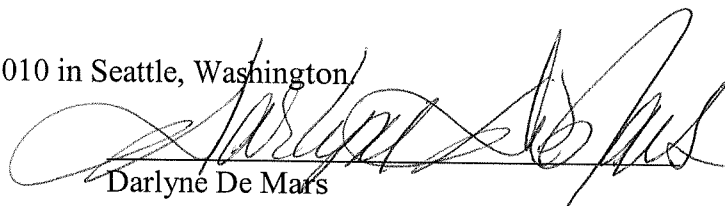
I, Darlyne De Mars, hereby certify that the foregoing Petition to Intervene of T-Mobile West Corporation was served via email to all parties and by U.S. Mail to parties who have not waived paper service:

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Dated this 29th day of June, 2010 in Seattle, Washington



Darlyne De Mars
Legal Assistant to Judith A. Endejan