

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

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

**PETITION TO INTERVENE OF
XO Communications Services, Inc.**

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

In support of its petition, XO states as follows:

I.

XO's primary name and address are:

XO Communications Services, Inc.
13865 Sunrise Valley Dr.
Herndon, VA 20171

II.

All correspondence in this matter should be directed to:

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III.

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

IV.

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

V.

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

VI.

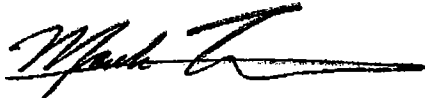
XO's appearance and participation will not unreasonably broaden the issues, burden the record, or unreasonably delay this proceeding.

CONCLUSION

XO's Petition to Intervene should be granted.

DATED this 7th day of June 2010.

DAVIS WRIGHT TREMAINE LLP



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Attorneys for XO Communications Services, Inc.

CERTIFICATE OF SERVICE
UM 1484

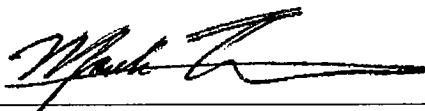
I hereby certify that the foregoing Petition to Intervene of XO Communications Services, Inc. was served on the following persons on June 7, 2010, by email to all parties and by U.S. Mail to parties who have not waived paper service:

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Dated this 7th day of June, 2010



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