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BEFORE THE ARIZONA CORPORATION COMMISSION

RECEIVED

WILLIAM A. MUNDELL
CHAIRMAN
JIM IRVIN
COMMISSIONER
MARC SPITZER
COMMISSIONER

Arizona Corporation Commission

DOCKETED

2002 DEC 26 P 2: 35

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AZ CORP COMMISSION
DOCUMENT CONTROL

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IN THE MATTER OF QWEST COMMUNICA-
TIONS INTERNATIONAL, INC.'S, QWEST
SERVICES CORPORATION'S, AND QWEST
CORPORATION'S NOTICE OF SALE, REQUEST
FOR WAIVER, OR APPLICATION FOR
APPROVAL OF THE SALE OF THE ARIZONA
OPERATIONS OF QWEST DEX, INC.

Docket No. T-01051B-02-0666

**DEX HOLDINGS LLC's
APPLICATION TO INTERVENE**

Dex Holdings LLC ("Dex Holdings"), pursuant to A.A.C. R14-3-105, hereby moves the Arizona Corporation Commission ("Commission") for an order granting Dex Holdings leave to intervene in the above captioned proceeding.

In support hereof, Dex Holdings states as follows:

1. Dex Holdings has entered into an agreement to purchase the operations of Qwest Dex, Inc.
2. As the prospective purchaser of the operations, Dex Holdings is directly and substantially affected by this proceeding.
3. No other party or intervenor to this proceeding can adequately represent the interests of Dex Holdings.
4. The participation of Dex Holdings in this proceeding will not unduly broaden the nature or scope of this proceeding.
5. If this Court grants Dex Holdings' Motion to Intervene, service of all correspondence, documents, or pleadings should be made on Dex Holdings as follows:

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ONE ARIZONA CENTER
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WHEREFORE, Dex Holdings respectfully requests that the Commission issue an order granting this Motion to Intervene.

RESPECTFULLY SUBMITTED December 26, 2002.

DEX HOLDINGS LLC

By 

Michael W. Patten
Laura E. Schoeler
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ORIGINAL + 13 COPIES of the foregoing
filed December 26, 2002, with:

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