

INTERVENTION



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ORIGINAL

BEFORE THE ARIZONA CORPORATION COM

COMMISSIONERS

KRISTIN K. MAYES - Chairman
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PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

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2010 JUN 22 P 3:49

ARIZONA CORP COMMISSION
DOCKET CONTROL

IN THE MATTER OF THE JOINT
APPLICATION OF QWEST
CORPORATION, QWEST
COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP. dba QWEST LONG
DISTANCE, EMBARQ PAYPHONE
SERVICES, INC. AND CENTURYTEL
SOLUTIONS, LLC FOR APPROVAL OF
THE PROPOSED MERGER OF THEIR
PARENT CORPORATIONS QWEST
COMMUNICATIONS INTERNATIONAL
INC. AND CENTURYTEL, INC.

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

**THE UNITED STATES
DEPARTMENT OF DEFENSE AND
ALL OTHER FEDERAL EXECUTIVE
AGENCIES'**

APPLICATION TO INTERVENE

The Secretary of Defense, through duly authorized counsel, on behalf of the consumer interests of the United States Department of Defense and all other Federal Executive Agencies (collectively referred to herein as "DoD/FEA"), hereby petitions the Arizona Corporation Commission ("the Commission") for leave to intervene in the above-captioned proceeding. This Application is filed pursuant to Rule 14-3-105 of the Commission's Rules of Practice and Procedure. In support of this Application, DoD/FEA states as follows:

1. DoD/FEA will be represented by, with all documents served upon and all communications referred to, its duly authorized attorney, a Federal employee:

Arizona Corporation Commission
DOCKETED

JUN 22 2010

DOCKETED BY

Stephen S. Melnikoff, Esq.
General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Litigation Center
901 North Stuart Street, Suite 700
Arlington, Virginia 22203-1837
Telephone: (703) 696-1643
Fax: (703) 696-2960
stephen.melnikoff@hqda.army.mil

Additionally, DoD/FEA respectfully requests that, for purposes of the Service List, all documents should also be served upon:

Harry Gildea
Snavelly King Majoros O'Connor
& Bedell, Inc.
1111 14th Street, N.W., Suite 300
Washington, D.C. 20005
Telephone: (202) 371-0604
Fax: (202) 842-4966
hgildea@snavelly-king.com

2. The interest of DoD/FEA in this proceeding is that of a customer of telecommunications services provided by Qwest Communications International Inc.'s Arizona operating subsidiaries (collectively referred to herein as "Qwest") that are to be sold to CenturyTel, Inc. ("CenturyLink"). The Federal government maintains numerous military installations and civilian Federal Executive Agency activities within the State of Arizona that obtain telecommunications services from Qwest and other providers.¹ As such, DoD/FEA is one of the largest users of telecommunications services in the state of Arizona. DoD/FEA installations, facilities and offices, ranging widely in size, are located

¹ Several major military installations are located in the State of Arizona, including Fort Huachuca, Davis-Monthan Air Force Base, Yuma Proving Ground and Luke Air Force Base. In addition, the Federal presence also exists in major facilities such as the Department of Veterans Affairs Medical Centers in Phoenix and Tucson, and Federal Buildings and Courthouses in Phoenix and Tucson. Moreover, in the affected service area there are numerous and widespread smaller-sized offices such as Armed Forces recruiters, Post Offices, Social Security offices, as well as offices housing Fish and Wildlife Service, National Parks, USDA Forest Service and Farm Service/Agricultural employees and agents. Federal employment (Civilian and Active Duty Military) in Arizona exceeds 60,000 persons.

throughout Arizona, and the business telecommunications services purchased range from large complex systems to small office services.² Accordingly, it is important to DoD/FEA that service in the affected exchanges will be provided in an efficient manner, at reasonable cost, with the highest service quality and performance, that any transition will be seamless and not degrade retail service, and that CenturyLink will be willing and able to offer state-of-the-art retail business services of the nature that DoD/FEA operations require.

3. In addition to the services procured directly from Qwest, DoD/FEA procures services through competitive bidding procedures whenever possible to obtain the best available services at the lowest possible costs. DoD/FEA's interest herein thus also encompasses the issues of CenturyLink's ability to provide wholesale service, and the arrangements thereof, to competitive carriers seeking to satisfy DoD/FEA's business telecommunications needs. To the extent that, for instance, the transition of back-office systems and procedures, or arrangements causes delays or other problems for competitive carriers, DoD/FEA's interests would be adversely affected.

4. DoD/FEA has a unique government end-user perspective on the issues that might arise as a result of this transaction, given the nature and extent of its telecommunications purchases from both Qwest and competitive carriers that have relied on Qwest for elements of their business offerings. The interest of DoD/FEA which could be impacted in this proceeding is substantial and is such that it cannot be adequately represented by any other party. Moreover, as a large customer, DoD/FEA has expertise

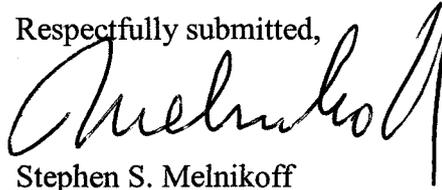
² DoD/FEA obtains a broad variety of services, and has a wide range of sizes of customer serving sites and number and kind of urban/rural locations throughout the state. DoD/FEA uses a variety of providers (incumbent and competitive local exchange carriers) and mechanisms (such as regulated tariff, ICB and competitive offerings) to acquire service.

in addressing telecommunications regulatory issues in formal proceedings.³ Thus, DoD/FEA's participation will assist the Commission in resolving issues that arise in connection with the transfer.

5. DoD/FEA's intervention and participation herein will not unreasonably broaden the issues, burden the record, unduly affect the rights of participating parties or unreasonably delay the proceeding.

Accordingly, DoD/FEA petitions the Commission for leave to intervene in the captioned proceeding as a party with full rights to participate in the proceeding, including the right to discovery, to examine witnesses, to file testimony and briefs and to be heard at oral argument.

Respectfully submitted,



Stephen S. Melnikoff

General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Litigation Center
901 North Stuart Street, Suite 700
Arlington, Virginia 22203-1837

For
The United States Department of Defense
And
All Other Federal Executive Agencies

Dated: June 18, 2010

³ DoD/FEA has participated in previous Qwest regulatory proceedings in Arizona, such as Docket No. T-01051B-02-0666 (the sale of Qwest Dex); and Docket No. T-01051B-03-0454 (Qwest Renewed Price Regulation). DoD/FEA is actively participating as an intervenor in a similar proceeding involving the common underlying Qwest-CenturyLink transaction in Docket No. UT-100820 before the Washington Utilities and Transportation Commission.

Original and thirteen (13) + ten (10) additional
copies of the foregoing sent Overnight UPS
this 18th day of June 2010 to:

Docket Control
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Copy of the foregoing sent Overnight UPS
this 18th day of June 2010 to:

Belinda Martin, Esq.
Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Janice Alward, Chief Counsel
Legal Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Steven M. Olea, Director
Utilities Division
ARIZONA CORPORATION
COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Daniel W. Pozefsky, Esq.
Chief Counsel
RESIDENTIAL UTILITY CONSUMER
OFFICE
1110 West Washington, Suite 220
Phoenix, AZ 85007

Jeffrey W. Crockett, Esq.
Bradley S. Carroll, Esq.
SNELL & WILMER, L.L.P.
One Arizona Center
400 East Van Buren Street
Phoenix, AZ 85004

Norman G. Curtright, Esq.
Associate General Counsel
QWEST CORPORATION
20 East Thomas Road, 16th Floor
Phoenix, AZ 85012

Kevin K. Zarling, Esq.
Senior Counsel
CENTURYLINK
400 West 15th Street, Suite 315
Austin, TX 78701

Michael Patton, Esq.
ROSHKA DEWULF & PATTEN, PLC
One Arizona Center
400 East Van Buren, Suite 800
Phoenix, AZ 85004

Mark A. DiNunzio, Esq.
COX ARIZONA TELCOM, LLC
1550 West Deer Valley Road
MV DV3-16, Bldg C
Phoenix, AZ 85027

Joan S. Burke, Esq.
LAW OFFICE OF JOAN S. BURKE
1650 North First Avenue
Phoenix, AZ 85003

Gregory Merz, Esq.
GRAY, PLANT, MOOTY, MOOTY
& BENNETT, P.A.
500 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

Karen L. Clauson, Esq.
Vice President, Law and Policy
INTEGRA TELECOM
6160 Golden Hills Drive
Golden Valley, MN 55416

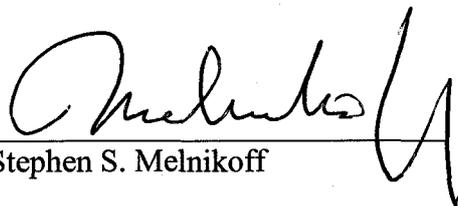
Rogelio Pena
Pena & Associates, LLC
4845 Pearl East Circle, Suite 101
Boulder, CO 80301

Gregory L. Rogers
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

Nicholas J. Enoch, Esq.
Jarrett J. Haskovec, Esq.
Lubin & Enoch, PC
349 North Fourth Avenue
Phoenix, Arizona 85003

Scott J. Rubin, Esq.
333 Oak Lane
Bloomsburg, Pennsylvania 17815

By:


Stephen S. Melnikoff