Qwest Corporation ("Qwest") hereby responds to and opposes the Motion for Joinder of Persons Needed for Just Adjudication filed by AT&T of the Mountain States, Inc. ("AT&T") on February 27, 2004.

It is not necessary to join either Qwest Communications Corporation ("QCC") or Qwest LD Corporation ("QLDC") to achieve a just adjudication in this case. See Rule 19, Ariz.R.Civ.P.\(^1\) Under Arizona law, the test for joining a necessary or indispensable party is whether the absent party's interest in the controversy is such that no final judgment or decree could be entered, doing justice between the parties actually before the tribunal and without injuriously affecting the rights of others not brought in the action. See Town of Gila Bend v. Walled Lake Door Co., 107 Ariz. 545, 549, 490 P.2d 551, 555

\(^1\) Similarly, the standard for granting intervention in a Commission docket is to permit only those persons or entities that are directly and substantially affected by the proceedings. Arizona Administrative Code ("A.A.C.") R14-3-105.

The purpose of this docket is to set just and reasonable rates for Qwest in a manner that comports with the requirements of the Arizona Constitution. This includes whether Qwest’s current or proposed intrastate access charges meet this requirement (within the context of its entire case), or whether the Commission should adopt the charges sought by AT&T or other parties. AT&T has repeatedly asserted that its primary interest in this docket is to ask the Commission to lower Qwest’s intrastate access rates. See, e.g., Prehearing Conference, Reporter’s Transcript of Proceedings at 18-19 (February 23, 2004). To state the obvious, those intrastate access rates are Qwest’s, and not QCC’s or QLDC’s rates. Consequently, any such rate relief can be accorded among those already parties, even in the absence of QCC or QLDC. In fact, complete rate relief can only be obtained from Qwest itself. The Commission can clearly adjust Qwest’s intrastate access rates in a manner it finds to be just and reasonable, and which considers AT&T’s concerns, without adding QCC or QLDC as parties.

Neither Title 40, Ariz.Rev.Stats., the Commission’s Affiliated Interest Rules, or A.A.C. R14-2-103—the Commission’s rule defining the filing requirements—support mandating the involuntary inclusion of the separate corporate affiliates of a public service corporation in such cases. Qwest, QCC and QLDC are independent and distinct corporations; in fact, QCC and QLDC are separate affiliates of Qwest as required under Section 272 of the Telecommunications Act of 1996. As noted by AT&T, QCC and QLDC hold separate certificates of convenience and necessity as long distance carriers in Arizona. “The concept of a corporation as a separate entity is a legal fact, not a fiction.” Deutsche Credit Corp. v. Case Power & Equip. Co., 179 Ariz. 155, 160, 876 P.2d 1190,
1195 (App. 1995). This docket addresses the rates of Qwest, the entity that entered into the Price Cap Plan, and not the rates of QCC or QLDC. The intrastate access rates presently charged by Qwest and information relating to how Qwest implements those rates may be obtained from Qwest, and will be provided as part of it’s A.A.C. R14-2-103 filing. If AT&T wants to challenge the rates charged by QCC and QLDC, it should file a complaint against those entities (as well as all other carriers charging similar rates)\(^2\) rather than trying to inject this issue as a means of inappropriately expanding this case.

In actual fact, AT&T seeks the joinder of QCC and QLDC simply so that it may more easily conduct discovery on these entities. This is not an adequate basis for asserting joinder. AT&T discovery rights and interest are amply protected in this docket by the means set forth in the Commission’s rules for discovery on nonparties.

RESPECTFULLY SUBMITTED this ___ day of March, 2004.

FENNEMORE CRAIG

By:  

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\(^2\) If this docket is intended to address whether other carriers are charging intrastate access rates below what AT&T believes their costs to be, then joining only QCC and QLDC will not address this issue and is potentially discriminatory. All other carriers charging similar rates must be joined as well.
ORIGINAL and 15 copies hand-delivered for filing this 14th day of March, 2004 to:

Docket Control
ARIZONA CORPORATION COMMISSION
1200 W. Washington St.
Phoenix, AZ 85007

COPY of the foregoing delivered this 14th day of March, 2004 to:

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Phoenix, AZ 85027

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Westport, CT 06880

Archtel, Inc.  
1800 West Park Drive, Ste. 250  
Westborough, MA 01581
Brooks Fiber Communications of Tucson, Inc.
201 Spear Street, 9th Floor
San Francisco, CA 94105

Centruytel
PO Box 4065
Monroe, LA 71211-4065

Citizens Utilities Rural Co. Inc.
Citizens Communications Co. of Arizona
4 Triad Center, Suite 200
Salt Lake City, UT 84180

Citizens Telecommunications Co. of the White Mountains, Inc.
4 Triad Center, Ste. 200
Salt Lake City, UT 84180

Comm South Companies, Inc.
2909 N. Buckner Blvd., Ste. 200
Dallas, TX 75228

Copper Valley Telephone, Inc.
PO Box 970
Willcox, AZ 85644

Digital Services Corp.
211 N. Union Street, Ste. 300
Alexandria, VA 22314

Electric Lightwave, Inc.
4 Triad Center, Ste. 200
Salt Lake City, UT 84180

Eschelon Telecom of Arizona, Inc.
730 Second Avenue South, Ste. 1200
Minneapolis, MN 55402

Ernest Communications, Inc.
6475 Jimmy Carter Blvd., Ste. 300
Norcross, GA 30071

Global Crossing Local Services, Inc.
180 South Clinton
Rochester, NY 14646

Global Crossing Telemanagement, Inc.
180 South Clinton
Rochester, NY 14646
1. Global Crossing Telecommunications, Inc.
   180 South Clinton
   Rochester, NY 14646

2. Intermedia Communications, Inc.
   3608 Queen Palm Drive
   Tampa, FL 33619-1311

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

4. Max-Tel Communications, Inc.
   105 N. Wickham
   PO Box 280
   Alvord, TX 76225

5. MCI WorldCom Communications
   201 Spear Street, 9th Floor
   San Francisco, CA 94105

6. MCIMetro
   201 Spear Street, 9th Floor
   San Francisco, CA 94105

7. Metropolitan Fiber Systems of Arizona, Inc.
   201 Spear Street, 9th Floor
   San Francisco, CA 94105

8. Midvale Telephone Exchange
   PO Box 7
   Midvale, ID 83645

9. Navajo Communications Co., Inc.
   4 Triad Center, Suite 200
   Salt Lake City, UT 84180

10. Nextlink Long Distance Svcs.
    3930 E. Watkins, Ste. 200
    Phoenix, AZ 85034

11. North County Communications Corporation
    3802 Rosencrans, Ste. 485
    San Diego, CA 92110

12. One Point Communications
    Two Conway Park
    150 Field Drive, Ste. 300
    Lake Forest, IL 60045
<table>
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<th></th>
<th>Company Name</th>
<th>Address</th>
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<tr>
<td>1</td>
<td>Opex Communications, Inc.</td>
<td>500 E. Higgins Rd., Ste. 200</td>
<td>Elk Grove Village, IL  60007</td>
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<tr>
<td>2</td>
<td>Pac-West Telecomm, Inc.</td>
<td>1776 W. March Lane, #250</td>
<td>Stockton, CA  95207</td>
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<tr>
<td>3</td>
<td>The Phone Company/Network Services of New Hope</td>
<td>6805 Route 202</td>
<td>New Hope, PA  18938</td>
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<td>4</td>
<td>Rio Virgin Telephone Co.</td>
<td>PO Box 189</td>
<td>Estacada, OR  97023-000</td>
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<td>Rhythm Links, Inc.</td>
<td>9100 E. Mineral Circle</td>
<td>Englewood, CO  80112</td>
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<td>6</td>
<td>San Carlos Apache Telecommunications Utility, Inc.</td>
<td>PO Box 701</td>
<td>Globe, AZ  85502</td>
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<td>7</td>
<td>Single Billing Services, Inc.</td>
<td>9550 Flair Drive, Ste. 409</td>
<td>El Monte, CA  91731</td>
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<td>8</td>
<td>South Central Utah Telephone Association, Inc.</td>
<td>PO Box 226</td>
<td>Escalante, UT  84726-000</td>
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<td>Southwestern Telephone Co., Inc.</td>
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<td>Madison, WI  53705-0158</td>
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<td>Special Accounts Billing Group</td>
<td>1523 Withorn Lane</td>
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<td>Sprint Communications Company, L.P.</td>
<td>6860 W. 115th, MS:KSOPKD0105</td>
<td>Overland Park, KS  66211</td>
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<td>12</td>
<td>Touch America</td>
<td>130 N. Main Street</td>
<td>Butte, MT  59701</td>
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<td>Table Top Telephone Co, Inc.</td>
<td>600 N. Second Avenue</td>
<td>Ajo, AZ 85321-0000</td>
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<tr>
<td>2</td>
<td>TCG Phoenix</td>
<td>1875 Lawrence Street, Room 1575</td>
<td>Denver, CO 80202</td>
</tr>
<tr>
<td>3</td>
<td>Valley Telephone Cooperative, Inc.</td>
<td>752 E. Malley Street</td>
<td>PO Box 970, Willcox, AZ 85644</td>
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<td>4</td>
<td>Verizon Select Services Inc.</td>
<td>6665 MacArthur Blvd, HQK02D84</td>
<td>Irving, TX 75039</td>
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<td>5</td>
<td>VYVX, LLC</td>
<td>One Williams Center, MD 29-1</td>
<td>Tulsa, OK 74172</td>
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<tr>
<td>6</td>
<td>Western CLEC Corporation</td>
<td>3650 131st Avenue SE, Ste. 400</td>
<td>Bellevue, WA 98006</td>
</tr>
<tr>
<td>7</td>
<td>Williams Local Network, Inc.</td>
<td>One Williams Center, MD 29-1</td>
<td>Tulsa, OK 74172</td>
</tr>
<tr>
<td>8</td>
<td>XO Arizona Inc.</td>
<td>3930 Watkins, Ste. 200</td>
<td>Phoenix, AZ 85034</td>
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