Qwest Corporation ("Qwest") opposes the Application of XO Communications Services, Inc. ("XO") for Leave to Intervene ("Motion"). The Motion is untimely, and if granted will unduly broaden the issues presented and will adversely prejudice the existing parties who have been active participants in this case.

XO's Motion is untimely. By Procedural Order entered on July 1, 2004, the Administrative Law Judge set October 9, 2004 as the deadline for filing all motions to intervene. XO is now nearly five months out-of-time.

XO's late intervention in this case would violate principles of fundamental fairness. In addition to the intervention deadline, the July 1 Procedural Order also set down an extensive schedule of procedural matters. Intervenor testimony and exhibits were filed on or before October 19, 2004. Subsequent dates for rebuttal testimony and exhibits, and surrebuttal...
testimony and exhibits have also come and gone. Furthermore, there has been extensive
discovery in this Docket. The discovery period closed January 30, 2005. Thousands upon
thousands of pages of testimony, exhibits, and discovery responses have been prepared and
exchanged in a timely manner during every phase of this complicated case between and among
the parties who have participated. Due solely to XO’s own inaction, XO has not participated in
any of these phases of the case. While XO represents in its Motion that it does not seek to
“unduly” broaden the nature or scope of the issues, neither Qwest, nor presumably any other
party, has any knowledge of the issues XO wishes to bring forward, or what XO’s positions may
be on those issues. Whatever XO’s issues may be, or its positions may be with respect to the
issues already identified and subject to litigation in the case, are unknown to Qwest, and given
the lack of opportunity for Qwest to conduct discovery, will remain unknown and not subject to
any meaningful opportunity for examination.

In its Motion, XO does not suggest what should be done with respect to the discovery
process. Granting the XO Motion would raise hard questions about whether the parties are
obligated to share discovery with XO that has previously been served upon the other parties.
Even more exacerbating, many of the discovery responses contain confidential information or
highly confidential information, subject to a protective order in this docket. Qwest submits that
it would be wholly unfair and would materially and adversely prejudice its position if it were
required to produce its discovery responses, containing both confidential and non-confidential
information, with XO at this stage of the litigation.

In its Motion, XO states as justification for its request that “as a result of recent
settlement negotiations by the parties, substantive information regarding the nature of the
disputes being resolved is no longer available in the public docket,” and that “while XO does not
intend to raise new issues in the docket, it does have an interest in knowing what issues are being
addressed and resolved.” XO overlooks the fact that any resolution of the issues that is proposed
by parties in settlement discussions must be brought publicly before the Administrative Law
Judge, and subsequently before the Commission. XO will have ample opportunity to examine the additional evidence that will be introduced into the record at that time and to inform the Commission of its position during the public comment portion of the hearing. XO’s stated concern that substantive information is no longer available in the public docket due to the settlement negotiations is therefore specious, and should be disregarded.

For the foregoing reasons, Qwest opposes XO’s Motion, and requests that the Commission deny it.

DATED this 8th day of March, 2005.

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Attorneys for Qwest Corporation
ORIGINAL and 15 copies hand-delivered for filing this 8th day of March, 2005 to:

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

COPY of the foregoing delivered this 8th day of March, 2005 to:

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2849 E. 8th Street
Tucson, AZ 85716

5 Accipiter Communications, Inc.
2238 W. Lone Cactus Dr., Ste.100
Phoenix, AZ 85027

6 Alliance Group Services, Inc.
1221 Post Road East
Westport, CT 06880

7 Archtel, Inc.
1800 West Park Drive, Ste. 250
Westborough, MA 01581

8 Brooks Fiber Communications of Tucson, Inc.
201 Spear Street, 9th Floor
San Francisco, CA 94105

9 Centruytel
PO Box 4065
Monroe, LA 71211-4065

10 Citizens Utilities Rural Co. Inc.
Citizens Communications Co. of Arizona
4 Trial Center, Suite 200
Salt Lake City, UT 84180
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<td>Dallas, TX 75228</td>
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<td>Level 3 Communications, LLC</td>
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<td>22</td>
<td>1025 Eldorado Blvd.</td>
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<td>Broomfield, CO 80021</td>
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</table>
1 Midvale Telephone Exchange
   PO Box 7
   Midvale, ID 83645

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

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

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

5 One Point Communications
   Two Conway Park
   150 Field Drive, Ste. 300
   Lake Forest, IL 60045

6 Opex Communications, Inc.
   500 E. Higgins Rd., Ste. 200
   Elk Grove Village, IL 60007

7 Pac-West Telecomm, Inc.
   1776 W. March Lane, #250
   Stockton, CA 95207
   The Phone Company/Network Services of New Hope
   6805 Route 202
   New Hope, PA 18938

8 Rio Virgin Telephone Co.
   Rio Virgin Telephone and Cablevision
   PO Box 189
   Estacada, OR 97023-000

9 South Central Utah Telephone Association, Inc.
   PO Box 226
   Escalante, UT 84726-000

10 Southwestern Telephone Co., Inc.
    PO Box 5158
    Madison, WI 53705-0158

11 Special Accounts Billing Group
   1523 Withorn Lane
   Inverness, IL 60067
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<td>Touch America</td>
<td>130 N. Main Street, Butte, MT 59701</td>
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<td>Table Top Telephone Co, Inc.</td>
<td>600 N. Second Avenue, Ajo, AZ 85321-0000</td>
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<td>Verizon Select Services Inc.</td>
<td>6665 MacArthur Blvd, HQK02D84, Irving, TX 75039</td>
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<td>VYVX, LLC</td>
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<td>Western CLEC Corporation</td>
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Signature: [Diane Krapas]