

15 inter-carrier relationships, all within the wholesale services organization. I was named
16 Director – Wholesale Services in 2003, and my responsibilities in this position include
17 management of intercarrier relationships.

18

19 **Q. HAVE YOU PREVIOUSLY TESTIFIED BEFORE THE IOWA UTILITIES**
20 **BOARD (“BOARD”)?**

21 A. Yes. I submitted testimony to the Board in Docket No. SPU-2009-0010, the Windstream
22 – Iowa Telecom transaction.

23

24 **Q. PLEASE DESCRIBE THE PURPOSE OF YOUR TESTIMONY.**

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26 A. The purpose of my testimony is to identify to the Board some of the impacts the Qwest –
27 CenturyLink transaction may have on certain unresolved issues between Qwest and
28 Windstream Iowa. I should also add that I understand from my attorneys that we may
29 present additional issues and questions at the hearing in this matter.

30

31 **Q. WHICH WINDSTREAM IOWA ENTITIES HAVE AN INTEREST AND HAVE**
32 **INTERVENED IN THIS PROCEEDING?**

33 A. As described in our Petition to Intervene the following Windstream subsidiaries have
34 been granted intervention by the Iowa Utilities Board:

35 1. Windstream Iowa Communications Inc.;

36 2. Windstream Montezuma, Inc.;

37 3. Windstream IT-Comm LLC; and

38 4. Windstream Iowa-Comm, Inc.

39 In my testimony I will refer to those entities collectively as “Windstream Iowa” or will
40 identify them by name when discussing them individually or in a smaller context.

41

42 **Q. PLEASE BRIEFLY DESCRIBE THE WINDSTREAM IOWA ENTITIES.**

43 A. Windstream Iowa Communications, Inc. is a traditional incumbent local exchange carrier
44 operation whose primary business is the provision of land line phone service, high-speed
45 internet and video service throughout its territories in Iowa. Windstream Montezuma Inc.
46 is a traditional incumbent local exchange carrier operation serving Montezuma and Deep
47 River, Iowa with land line phone service, high-speed internet and video. Windstream
48 Iowa-Comm Inc. and Windstream IT-Comm LLC are competitive local exchange
49 operations competing in Qwest markets. Our CLEC operations provide business,
50 residential and carrier customers local and long distance phone service, high-speed
51 internet and high capacity transport services, using a combination of both resale of Qwest
52 products and services and their own facilities.

53

54 **Q. WHY ARE THE WINDSTREAM IOWA ENTITIES INTERESTED IN THIS**
55 **PROCEEDING?**

56 A. The Windstream Iowa entities and Qwest network are interconnected throughout the
57 state, and the companies have extensive dealings in the state of Iowa with each other. The
58 Windstream incumbent local exchange (ILEC) operations and Qwest have network
59 interconnection points in hundreds of places throughout Iowa and facility arrangements
60 that are critical to the network of both companies. These network arrangements are
61 governed by numerous contracts that not only specify the terms, conditions and pricing of

62 the network arrangement but also define the methods of compensation for use of each
63 company's networks. We want to ensure that these network arrangements and contracts
64 are not negatively impacted by the contemplated merger. Similarly, Windstream's CLEC
65 operations rely on their interconnection agreements with Qwest and other network
66 arrangements with Qwest to provision local exchange, long distance, high speed internet
67 and high capacity services to their residential, business and carrier customers. This heavy
68 reliance on the Qwest network and their products for execution of our CLEC business
69 plans requires clarity and assurance that current Qwest products necessary for
70 competition are not negatively impacted as a result of the contemplated transaction
71 between CenturyLink and Qwest.

72

73 **Q. PLEASE ELABORATE OR PROVIDE FURTHER EXAMPLES OF THE**
74 **WINDSTREAM IOWA ENTITIES' EXISTING ARRANGEMENTS WITH**
75 **QWEST.**

76 A. There are many agreements between Qwest and the Windstream Iowa entities that
77 provide the terms, conditions, pricing and inter-company compensation mechanisms for
78 wholesale input services used by Windstream to provision retail and wholesale products
79 and services in Iowa. For example, Qwest provides operator services, transport facilities
80 and call support services that are critical to the operation of the Windstream Iowa entities.
81 Some of these agreements will come to the end of their current term during the merger
82 proceeding or will be coming due a short time after the merged company is formed and
83 operating. For example, the parties have entered into an agreement expiring on December
84 31, 2010 that specifies the rates, terms, conditions pertaining to the use of Windstream

85 Iowa Communications, Inc.’s legacy trunking network; these trunks are currently being
86 used to transport and terminate legacy Qwest toll traffic and transiting traffic between the
87 Qwest and Windstream local networks. To date, the parties have not secured an extension
88 or replacement agreement. Windstream is concerned that our current agreements with
89 Qwest that require immediate attention, like this one, will not be given diligent
90 consideration during the merger proceeding or prior to operation under the newly merged
91 company.

92
93 Additionally, the parties have significant outstanding carrier access billing disputes; the
94 Windstream Iowa entities seek to ensure that this transaction does not negatively impact
95 those disputes such that the Windstream Iowa entities would then be required to pursue
96 formal collection proceedings with respect to the amounts outstanding. Simply put, our
97 companies have extensive business relationships with Qwest, and we are seeking to
98 ensure that these contracts and arrangements are not degraded or negatively impacted as a
99 result of Qwest’s proposed merger with CenturyLink.¹

100
101 **Q. WHAT ARE YOU ASKING THE BOARD TO DO IN THIS PROCEEDING WITH**
102 **REGARD TO THE PROPOSED MERGER?**

103 A. The statutory standard for considering a proposed reorganization is whether the “public
104 interest is detrimentally affected.” Iowa Code § 476.77(e). Considering this legal

¹ These include potential means of Windstream IT-Comm jointly providing special access service with Qwest. As part of the record in Board Docket No. FCU-08-19, Qwest made multiple references to means other than through IT Comm’s current interconnection with Qwest by which IT Comm could establish meet points with Qwest for the joint provision of special access. *See, e.g.*, Docket No. FCU-08-19, Tr. 439 (discussing, among other things, use of jointly-provided special access from Qwest’s online catalog, which is necessary for, at minimum, intrastate traffic due to past deregulation of intrastate private line services).

105 standard and the interests of the Windstream companies and their customers in continuing
106 their business relationships with Qwest and given the broad pro-competitive mandates of
107 Iowa Code § 476.100, the Windstream Entities are asking the Board to ensure that this
108 transaction does not result in the degradation of the parties' working arrangements and
109 relationships.

110

111 **Q. DOES THIS CONCLUDE YOUR DIRECT TESTIMONY?**

112 **A.** Yes, at this time.