

**BEFORE THE WASHINGTON STATE
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of	)	DOCKET UT-100820
)	
	)	ORDER 13
QWEST COMMUNICATIONS)	
INTERNATIONAL INC. AND	)	ORDER, GRANTING, IN PART,
CENTURYTEL, INC.	)	AND DENYING, IN PART,
	)	MODIFIED JOINT MOTION TO
	)	AMEND BRIEFING SCHEDULE
For Approval of Indirect Transfer of	)	(Briefs on Commission-identified
Control of Qwest Corporation, Qwest	)	issues due January 14, 2011; General
Communications Company LLC, and	)	post-hearing briefs due January 21,
Qwest LD Corp.	)	2011)
.....)	

1 **PROCEEDINGS.** On May 13, 2010, Qwest Communications International Inc. (QCII) and CenturyTel, Inc. (CenturyLink) filed a joint application with the Washington Utilities and Transportation Commission (Commission) for expedited approval of the indirect transfer of control of QCII’s operating subsidiaries, Qwest Corporation, Qwest LD Corp., and Qwest Communications Company LLC (collectively Qwest) to CenturyLink (collectively with QCII, Joint Applicants). In Order 02, Prehearing Conference Order, entered June 10, 2010, the Commission established a procedural schedule in this matter. The Commission set February 7, 2011, as the deadline for filing simultaneous post-hearing briefs.

2 On December 22, 2010, the Commission issued a Notice Permitting Oral Rebuttal and Surrebuttal Testimony Regarding Settlement Agreements; Requiring Issue Statements; Permitting Closing Arguments; and Rescheduling Post-Hearing Briefing Deadline (Notice). The Notice indicated that, due to the various settlement agreements that had been filed up to that point, the Commission would issue a narrowed list of issues for the parties to address in their post-hearing briefs and revised the deadline for these filings from February 7, 2011, to January 18, 2011. The Notice also informed the parties that they would have the opportunity to give closing arguments at the hearing.

3 Cbeyond Communications LLC (Cbeyond), Level 3 Communications, LLC (Level 3),
Joint CLECs,¹ and Sprint Nextel Corporation (Sprint) filed a request to modify the
post-hearing briefing schedule. Specifically, movants ask that the Commission
establish January 31, 2011, as the deadline for the filing of post-hearing briefs.
Movants indicate that several scheduling conflicts, including the due date for
simultaneous reply briefs in Oregon in a similar proceeding, render the January 18,
2011, deadline problematic.

4 **MODIFIED JOINT MOTION TO AMEND SCHEDULE.** On January 3, 2011,
Cbeyond, Level 3, Joint CLECs, and Sprint filed a Modified Joint Motion to Amend
Briefing Schedule. Movants ask that the Commission now establish the post-hearing
briefing deadline as January 21, 2011, by 5:00 p.m. They indicate that none of the
parties oppose the request. At the evidentiary hearing on January 5, 2011, the parties
indicated that they would like to expand the scope of the post-hearing briefs to
include any other issues relating to this proceeding that the parties wish to address.
The parties also explained that they prefer the opportunity to provide the Commission
with written briefs as opposed to closing arguments.

5 **DISCUSSION AND DECISION.** Pursuant to WAC 480-07-390, the Commission
may require the parties to present their arguments and authority orally at the close of
the hearing, by written brief, or both. The Commission finds that the brief on
Commission-identified issues, which are detailed in Appendix A to this Order, are
due by 4:00 p.m. on January 14, 2011. In view of the parties' preference for
additional briefing in lieu of closing arguments, the Commission will permit the
parties a second briefing opportunity wherein they may cover topics of their choosing
relevant to the proceeding. These second post-hearing briefs are due by 4:00 p.m. on
January 21, 2011, and are limited to 30 pages in length. As a result of the additional
briefing opportunity, the Commission has cancelled closing arguments at the
evidentiary hearing.

¹ For this filing, the Joint CLECs include: tw telecom of washington, llc; XO Communications Services, Inc.; Pac-West Telecomm, Inc.; McLeodUSA Telecommunications Services, Inc., d/b/a PAETEC Business Services; Covad Communications Company; and Charter Fiberlink WA-CCVII, LLC.

ORDER

- 6 **THE COMMISSION ORDERS, THAT** the Modified Joint Motion to Amend Briefing Schedule is granted, in part, and denied, in part, pursuant to paragraph 5 above.

Dated at Olympia, Washington, and effective January 7, 2011.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

MARGUERITE E. FRIEDLANDER
Administrative Law Judge

NOTICE TO PARTIES: This is an Interlocutory Order of the Commission. Administrative review may be available through a petition for review, filed within 10 days of the service of this Order pursuant to WAC 480-07-810.

APPENDIX A

List of Commission-Identified Briefing Issues

1. Assume, *arguendo*, that the Commission adopts a condition requiring the merged companies to file a petition for an Alternate Form of Regulation (AFOR) by a date certain. What would be the effect of either a Commission rejection of the AFOR petition or the failure of the merged companies to accept a Commission-conditioned AFOR? Specifically, what rate structure would be in effect in the various Qwest and CenturyLink territories? Would Qwest rates be set under the expired AFOR (the one currently in effect), revert to those in effect before the AFOR, or some other structure?
2. To what extent is it in the public interest to delay the earnings review required as a condition of the Commission's approval of the CenturyTel/Embarq merger in Docket UT-082119, as set forth in the Joint Applicant/Staff/Public Counsel Settlement Agreement in this proceeding? Should the Commission order an earnings review by a date earlier than that contained in the Staff/Public Counsel/Joint Applicant Settlement?
3. To what extent is it in the public interest to retain separate regulated operating entities in Washington (i.e., the CenturyLink companies, Embarq, and Qwest) after closing of the merger? Should the Commission's order in this proceeding require that the companies be consolidated or otherwise treated as a single entity for Washington regulatory purposes?
4. If the Commission approves the transaction, together with the conditions included in the proposed Settlement Agreements, would the merged company (or its subsidiaries) operating in Washington be eligible for the rural exemption under 47 U.S.C. § 251?