

**February 16, 2011**

**NOTICE OF BENCH REQUEST**  
**(Response due by Friday, February 18, 2011, at 3:00 p.m.)**

RE: *In the Matter of the Joint Application of Qwest Communications International Inc. and CenturyTel, Inc. for Approval of Indirect Transfer of Control of Qwest Corporation, Qwest Communications Company LLC, and Qwest LD Corp., Docket UT-100820*

The Washington Utilities and Transportation Commission (Commission) seeks information in the form of the following bench request from Qwest Communications International Inc. (QCII), CenturyTel, Inc. (collectively with QCII, Joint Applicants), and tw telecom.

On February 10, 2011, Joint Applicants and tw telecom filed a Settlement Agreement which the parties' claim resolves all of tw telecom's "objections, issues and proposed conditions related to the [merger]." <sup>1</sup> In the Settlement Agreement, Joint Applicants commit to "continue to provide IP peering consistent with the terms and obligations of the Bi-lateral Peering Agreement," <sup>2</sup> as well as to "continue to offer an Annual Incentive Plan (AIP) program to tw telecom through December 31, 2013." <sup>3</sup> Neither the Bi-lateral Peering Agreement nor the Annual Incentive Plan has been provided to the Commission. On February 14, 2011, tw telecom submitted a letter seeking to

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<sup>1</sup> Exh. No. 11 at 1.

<sup>2</sup> *Id.* at 2.

<sup>3</sup> *Id.* at 3.

withdraw from the proceeding because of the settlement it reached with Joint Applicants.

In past merger proceedings, including the CenturyLink – Embarq merger proceeding, the Commission has required transparency with regard to any agreements (side-agreements) which are related to a party's participation or decision to withdraw from a proceeding.<sup>4</sup>

**BENCH REQUEST NO. 10:**<sup>5</sup>

Please file copies of the Bi-lateral Peering Agreement and Annual Incentive Plan as referenced in the Settlement Agreement.

Please respond to this Bench Request no later than Friday, **February 18, 2011, at 3:00 p.m.**, with an original and twelve (12) unredacted copies. Please provide a courtesy copy of the electronic submission to Administrative Law Judge (Judge) Marguerite E. Friedlander at [mfriedla@utc.wa.gov](mailto:mfriedla@utc.wa.gov). If you have any questions concerning this request, please contact Judge Friedlander at 360-664-1285, or via e-mail at [mfriedla@utc.wa.gov](mailto:mfriedla@utc.wa.gov).

Sincerely,

MARGUERITE E. FRIEDLANDER  
Administrative Law Judge

cc: All Parties

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<sup>4</sup> See, Final Order Approving and Adopting Settlement Agreement; Authorizing Transaction Subject to Conditions; Rescinding Order 03; Approving and Rejecting Side-Agreements; Granting and Denying Pending Requests For Leave to Withdraw; Dismissing Party, Order 05, Docket No. UT-082119.

<sup>5</sup> While the last noticed bench request was issued on December 28, 2010, as Bench Request No. 5, several subsequent exhibits have been assigned bench request exhibit numbers B-6 through B-9. As a result, the response to this Bench Request will be designated as B-10 on the exhibit list.