

[Service Date May 31, 2011]

May 31, 2011

SECOND NOTICE STAYING CERTAIN ORDERING CONDITIONS

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*

TO ALL PARTIES:

On March 14, 2011, the Washington Utilities and Transportation Commission (Commission) entered Order 14, approving the transaction and adopting conditions on the proposed acquisition of Qwest Communications International Inc. (Qwest) by CenturyTel, Inc., which changed its name to CenturyLink, Inc. (CenturyLink) last year. One such condition required Qwest and CenturyLink (Joint Applicants) to establish within 30 days following the transaction's close an irrevocable escrow account for the \$80 million in retail broadband infrastructure. The Order required the Joint Applicants to deposit the first annual payment, in the amount of \$30 million, into the escrow account immediately thereafter. On April 29, 2011, the Commission issued a notice staying the first installment of the escrow requirement until June 1, 2011.

Pursuant to RCW 34.05.550, the Commission, on its own motion, suspends the condition requiring Joint Applicants to establish an irrevocable escrow account and deposit the first annual payment of \$30 million within 30 days of the transaction's close until June 10, 2011.

Sincerely,

DAVID W. DANNER
Executive Director and Secretary