

**Washington**  
**Advanced Notification of the Rearrangement of Major Network Components**  
**CenturyLink/Qwest Merger**  
**Docket UT100820 – Order No. 14, Appendix A to Settlement Agreement, Condition 24**  
**October 3, 2011**

Condition 24 of the settlement agreement between CenturyLink/Qwest, the WUTC Staff and the Public Counsel, approved by the Commission in Order 14 in Docket UT100820, requires CenturyLink to provide advanced notification to the Commission of the rearrangement of major network components, including engineering and outside plant records systems. The full text of the condition is stated below:

**24. Network Integration**

After the Transaction closes, until such time as an AFOR proceeding for the CenturyLink ILECs and Qwest has concluded, CenturyLink will provide Commission Staff and Public Counsel with 90 days' advanced notice of the rearrangement of major network components. The notice will include a rearrangement plan discussing the changes that will be made and the timeframes in which the work will be completed. Major network components include:

- a. Customer call centers
- b. Customer repair centers
- c. E911 systems
- d. Maintenance systems that monitor central office and transport systems
- e. Engineering systems
- f. Outside plant record systems

In compliance with this condition, CenturyLink hereby provides 90 days advanced notification of the planned conversion of certain engineering and outside plant record systems.

CenturyLink has selected its SAP application solution platform to replace Qwest's financial accounting and human resource systems platforms. SAP, which is currently utilized by legacy CenturyLink, is an integrated application software that links business information and processes across work streams. SAP will be used by CenturyLink for Finance, Human Resources, Payroll, Materials Management, Project Systems and Business Intelligence Reporting. CenturyLink plans to complete this system conversion on January 1, 2012.

While this system conversion has no direct impact on customer affecting OSS systems, it does involve engineering systems and outside plant record systems. Specifically, the conversion to SAP includes engineering project systems used to plan, create, execute and track inside and outside plant for capital construction investments. Further, the conversion to SAP includes the materials management functions of material supplier sourcing, order placement through

requisition and purchase order, payment settlement and reconciliation for the purpose of supplying materials for projects.

Attachment 2 provides the current SAP Integration Program Schedule, including the key milestones, deliverables and implementation timelines. CenturyLink successfully integrated the financial and human resources systems in the previous Embarq transaction, and does not anticipate any major risks in the migration for legacy Qwest. Significant testing and mock conversions of the Qwest systems have already been successfully completed. CenturyLink will conduct comprehensive training for impacted employees and anticipates a smooth conversion to the new systems based on experience obtained in prior transactions, including the merger with Embarq.