

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

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 NO. UT-100820

PETITION FOR ONE-TIME WAIVER
RELATED TO THE 90 DAY NOTICE
REQUIREMENT IN CONDITION 24 OF
THE MERGER SETTLEMENT
AGREEMENT

1 CenturyLink hereby petitions for a one-time waiver of the 90 day notice requirement in Condition 24 of the Merger Settlement Agreement related to the rearrangement of major network components.

2 Condition 24 in Appendix A to the Merger Settlement Agreement provides that:

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

3 On February 23, 2012, CenturyLink announced the closure of the Gig Harbor Call Center, which handles inbound calls for legacy CenturyLink customers, effective April

27, 2012. Under the provision cited above, 90 days notice to the Commission is required of this closure, but as of the date of the filing of the notice and this waiver request, (March 1, 2012) only 58 days remain before the scheduled closure.

4 CenturyLink respectfully requests waiver of the 90 day notice requirement for this instance only. CenturyLink takes its merger commitments very seriously and is mindful of compliance filing requirements. CenturyLink has a robust compliance group, and careful tracking and monitoring procedures in place to ensure that requirements are met. During the period from April 1, 2011 until the present, CenturyLink has made 32 timely compliance filings in this docket, and seven filings in the Embarq merger case, Docket No. UT-082119.

5 In this isolated case, the decision and announcement were made without prior consultation with the compliance organization, as Washington is the only state with a 90 day requirement and the involved participants were simply unaware of the need to review the matter prior to making the announcement. The compliance group has since reviewed the merger commitments with the affected decision makers, and CenturyLink believes that appropriate discussions and training have occurred so that an issue like this will not reoccur.

6 If this were a different type of event, such as a systems change, CenturyLink might cure the 90 day issue by simply delaying the implementation to allow sufficient notice. However, in this case, employees have been notified, and a delay in the inevitable closure might prove to be more disruptive to those employees than simply retaining the current schedule. As such, CenturyLink requests a waiver of the 90 day notice requirement, and asks the Commission to accept the accompanying notice as sufficient in this case.

7 Respectfully submitted this 1st day of March, 2012.

CENTURYLINK

A handwritten signature in black ink, appearing to read "Lisa A. Anderl", written over a horizontal line.

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