

[Service Date November 9, 2012]

November 9, 2012

**NOTICE OF OPPORTUNITY TO RESPOND**  
**(Responses due by Friday, November 16, 2012, by 3:00 p.m.)**  
**(Reply to Responses due by Monday, November 26, 2012, by 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

TO ALL PARTIES:

On March 14, 2011, the Washington Utilities and Transportation Commission (Commission) entered Order 14, approving the proposed acquisition of Qwest Communications International Inc. (Qwest) by CenturyLink, Inc. (CenturyLink) subject to conditions imposed by the Commission, and approving and adopting several multiparty settlement agreements. One such settlement agreement between Qwest, CenturyLink, the Public Counsel Section of the Washington Attorney General and the Commission's regulatory staff required "[n]o sooner than three years and no later than four years after the Transaction closes, CenturyLink must file concurrently with the Commission" an alternative form of regulation (AFOR) petition.<sup>1</sup> The Transaction closed on April 1, 2011.

On November 7, 2012, CenturyLink filed a Petition for Waiver and/or Modification of Merger-Related Conditions Regarding AFOR Filings (AFOR Waiver Petition). Specifically, CenturyLink requests a waiver of the condition requiring it to wait until April 1, 2014, until filing any AFOR petition.<sup>2</sup> CenturyLink contends that "the increasingly fierce competition in the telecommunications marketplace...and the changed circumstances affecting local and access rates in the wake of the [Federal

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<sup>1</sup> Exh. No. 6, Appendix A – Settlement Conditions, Staff/Public Counsel Settlement Agreement, Condition 3(b)(ii).

<sup>2</sup> AFOR Waiver Petition, ¶ 3.

Communications Commission’s Intercarrier Compensation Order] require the opening of an AFOR proceeding to analyze the regulatory flexibility CenturyLink needs to provide service at reasonable rates.<sup>3</sup> CenturyLink asserts that it is not the company’s intention for this petition to “define the parameters of an acceptable AFOR, or to suggest a final outcome.”<sup>4</sup>

**NOTICE IS HEREBY GIVEN That parties who wish to respond to CenturyLink’s AFOR Waiver Petition must do so by 3:00 p.m., Friday, November 16, 2012.**

**FURTHER, NOTICE IS HEREBY GIVEN That parties who wish to reply to responses must do so by 3:00 p.m., Monday, November 26, 2012.**

MARGUERITE E. FRIEDLANDER  
Administrative Law Judge

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<sup>3</sup> *Id.*, ¶ 5.

<sup>4</sup> *Id.* ¶ 3.