

**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

CENTURYLINK'S REPLY TO
RESPONSES RE:

PETITION FOR WAIVER AND/OR
MODIFICATION OF MERGER-
RELATED CONDITIONS REGARDING
AFOR FILINGS

- 1 Pursuant to the Commission's November 9, 2012 Notice, CenturyLink hereby replies to the responses filed on November 16, 2012 in connection with its petition for a waiver and/or modification, as necessary, of Condition 3 of the Merger Settlement Agreement between CenturyLink, Commission Staff, and Public Counsel.
- 2 CenturyLink is encouraged that all parties support an early AFOR, though of course CenturyLink does not agree with some of the desired outcomes, such as access charge reductions, that are contained in the responses. However, the merits of what an AFOR should look like are best addressed later in the process, so CenturyLink will not undertake a detailed response at this time.
- 3 Public Counsel suggests that CenturyLink be required to file an AFOR, as well as results of operations, on April 1, 2013. CenturyLink's petition initially alluded to the April 1 date for

results of operations, but did not agree to delay an AFOR until that time. In addition, as Staff's comments point out, a closer reading of Order 14 reveals that the results of operations filing is not due until June 30, 2013. See, ordering paragraph 266, which states that as an additional condition, the Commission requires:

- An additional review of the combined company's *pro forma* results-of-operations according to a filing to be submitted no later than two years from the date of closing or by June 30, 2013, whichever comes later;

4 As such, CenturyLink would simply note that it will prepare and file an AFOR as soon as reasonably possible if the Commission grants the petition at issue, and will do so no later than April 1, 2013.

5 Respectfully submitted this 26th day of November, 2012.

CENTURYLINK



Lisa A. Anderl (WSBA # 13236)
1600 - 7th Ave., room 1506
Seattle, WA 98191
lisa.anderl@centurylink.com