

**Condition 13. Report of Capital Expenditures**

After the Transaction closes, until such time as an AFOR proceeding for the CenturyLink ILECs and Qwest has concluded, CenturyLink will submit to the Commission, with copies to Commission Staff and Public Counsel, a confidential report for the previous calendar year detailing Washington regulated capital expenditures as a percentage of total system expenditures and a comparison of the amount of regulated capital expenditures per Washington access line with the amount of regulated capital expenditures per CenturyLink system-wide access line.

<u>2012 Washington Regulated Capital Expenditures</u> (A)	<u>2012 37-state Regulated Capital Expenditures</u> (B)	<u>(%) A/B</u>	<u>2012 Washington Access Lines</u> (D)	<u>2012 37-state Access Lines</u> (E)	<u>Regulated capital expenditures per Washington access line</u> (A/D)	<u>Regulated capital expenditures per system-wide access line</u> (B/E)

After the Transaction closes, until such time as an AFOR proceeding for the CenturyLink ILECs and Qwest has concluded, CenturyLink will submit a report annually, within 30 days after capital budgets have been approved by the CenturyLink board, to the Commission, with a copy to Commission Staff and Public Counsel, containing the projected capital budgets for the CenturyLink ILECs and Qwest for the current budget year. Recognizing that projected capital budgets are fluid, and that these budgets will be provided for informational purposes, follow-up filings will not be made except in the case of a major variance.

Projected 2013 capital budget for the CenturyLink WA ILECs (including Qwest)

