

CenturyLink
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Mark S. Reynolds
Director
Western Region Regulatory Affairs

December 9, 2011

Via Email and Overnight Delivery

Mr. David Danner
Executive Director and Secretary
Washington Utilities and
Transportation Commission
P.O. Box 47250
Olympia, Washington 98504-7250

Re: CenturyTel/Embarq Merger Order compliance.

CenturyLink submits the attached financial information in compliance with the CenturyTel/Embarq merger (Order no. 5, Docket No. UT-082119). Paragraph 101 (ordering paragraph (4)) of that order required that CenturyLink submit certain financial information prior to the payment of any dividend by any CenturyLink ILEC operating in Washington.

- (4) *The combined companies are required to submit a report to Commission Staff at least five days prior to the payment of each dividend by any New CenturyTel ILEC that calculates the average market value of New CenturyTel's common equity as a percent of the book value of the company's net debt in the manner contemplated in Section 2.a.i of the Settlement Agreement regardless of whether the dividend restriction set forth in Section 2.a is triggered. The report must include supporting data sufficient to permit Staff to confirm the calculation. In addition, the combined companies are required to inform Staff within three business days if the conditions triggering restrictions materialize.*

CenturyLink anticipates payment of dividends by CenturyTel of Washington, Inc., CenturyTel of Inter Island, Inc., CenturyTel of Cowiche, Inc., and United Telephone Company of the Northwest at the end of this year. Therefore CenturyLink submits the attached schedules containing financial information and calculations pertaining to the triggers and limitations set forth in paragraph 101 of the order and Section 2.a.i. of the adopted Settlement Agreement.

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As can be seen from the calculations, the limitations adopted in the order are not triggered with respect to the anticipated year-end dividends.

If you have any questions regarding this report, please don't hesitate to call me.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Reynolds", with a stylized flourish at the end.

Mark Reynolds

Enclosure

cc: Sally Brown
Simon ffitich