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BEFORE THE ARIZONA CORPORATION COMMISSION

2010 MAY 21 P 4: 15

Arizona Corporation Commission

DOCKETED

MAY 21 2010

AZ CORP COMMISSION
DOCKET CONTROL

COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

DOCKETED BY *MM*

JOINT NOTICE AND APPLICATION OF QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY, LLC, QWEST LD CORP., EMBARQ COMMUNICATIONS, INC. D/B/A CENTURY LINK COMMUNICATIONS, EMBARQ PAYPHONE SERVICES, INC. D/B/A CENTURYLINK, AND CENTURYTEL SOLUTIONS, LLC, FOR APPROVAL OF THE PROPOSED MERGER OF THEIR PARENT CORPORATIONS QWEST COMMUNICATIONS INTERNATIONAL INC. AND CENTURYTEL, INC.

DOCKET NOS.: T-01051B-10-0194
T-03902A-10-0194
T-02811B-10-0194
T-20443A-10-0194
T-04190A-10-0194
T-03555A-10-0194

MOTION TO PERMIT KEVIN K. ZARLING TO APPEAR *PRO HAC VICE*

Snell & Wilmer

LLP
LAW OFFICES
One Arizona Center, 400 E. Van Buren
Phoenix, Arizona 85004-2202
(602) 382-6000

Pursuant to Rules 33(c) and 38(a) of the Rules of the Supreme Court of Arizona, Jeffrey W. Crockett (Arizona State Bar No. 012672), who is counsel of record in this matter for the Arizona telephone operating subsidiaries of CenturyTel, Inc., Embarq Communications, Inc., d/b/a CenturyLink Communications, Embarq Payphone Services, Inc., d/b/a CenturyLink, and CenturyTel Solutions, LLC, (collectively "CenturyLink") hereby moves for the admission of Kevin K. Zarling, Senior Counsel for CenturyLink, to appear *pro hac vice* in the above-captioned matter. This motion is supported by (1) Mr. Zarling's original verified Application for Appearance *Pro Hac Vice*; (2) an original copy of Mr. Zarling's Certificate of Good Standing issued by the State Bar of the State of

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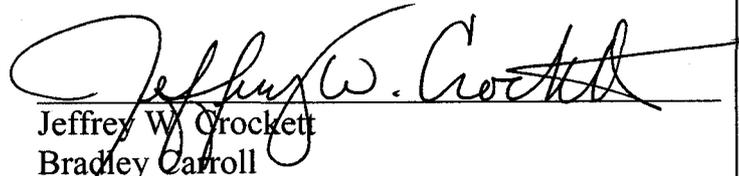
Texas; and (3) the Arizona State Bar's Notice of Receipt of Complete Application, all of which are attached hereto as Attachment 1.

Mr. Zarling is a member in good standing currently eligible to practice law in the State of Texas before the Texas Supreme Court and the Texas State Courts. Mr. Zarling is not currently suspended or disbarred in any court. Further, Mr. Zarling will associate himself for purposes of this docket with the law firm of Snell & Wilmer, One Arizona Center, Phoenix, Arizona 85004, and specifically Jeffrey W. Crockett, who is the designated member of the State Bar of Arizona with whom the Commission and opposing counsel may communicate regarding this docket and upon whom papers shall be served unless otherwise ordered by the Arizona Corporation Commission. By signing this motion, counsel undersigned hereby accepts the responsibilities detailed in Rule 38(a)(2) of the Rules of the Supreme Court of Arizona.

For the convenience of the Commission, counsel undersigned has attached as Attachment 2 a form of order granting this motion.

RESPECTFULLY SUBMITTED this 21st day of May, 2010.

SNELL & WILMER



Jeffrey W. Crockett
Bradley Carroll
One Arizona Center
Phoenix, Arizona 85004-2202
Attorneys for CenturyLink

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ORIGINAL and thirteen (13) copies
of the foregoing filed this 21st day of
May, 2010, with:

Docket Control
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

A COPY of the foregoing hand-delivered
or mailed this 21st day of May, 2010, to:

Lyn Farmer, Chief Administrative Law Judge
Hearing Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Janice Alward, Chief Counsel
Legal Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Steve Olea, Director
Utilities Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Norman G. Curtright, Associate General Counsel
QWEST COMMUNICATIONS INTERNATIONAL INC.
20 E. Thomas Road, 16th Floor
Phoenix Arizona 85012


11536510.1

ATTACHMENT 1

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Arizona Corporation Commission

Joint Notice and Application of Qwest Corporation,
Plaintiff

v.

Defendant.

CASE #

SBA App #1005511

NOTICE OF RECEIPT OF COMPLETE APPLICATION

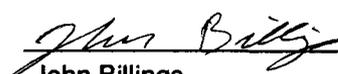
NOTICE IS HEREBY given by THE STATE BAR OF ARIZONA that it has received the verified application and fee from Kevin Zaring.

In addition to this application, applicant has made the following applications to appear pro hac vice, pursuant to Rule38 (a), within the previous three (3) years:

Title of Matter	Court/Agency	Date	Granted?
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Exhibit A, the original verified application and Exhibit B, the original Certificate(s) of Good Standing are attached hereto.

DATED this 17th day of May 2010


John Billings
Resource Center
State Bar of Arizona

Original Mailed on this 17th day of May 2010 to:

Jeffrey W Crockett
Snell & Wilmer LLP
400 E Van Buren
One Arizona Center
Phoenix, AZ 85004-2202

EXHIBIT A



For Official Use Only
 App# 1005511
 Bar Number# P175060

Attn: Pro Hac Vice Dept
 PO Box 53099
 Phoenix, AZ 85072-3099
 Phone: 602-340-7239

Application for Appearance Pro Hac Vice

PART I: Applicant Information

Name of Applicant: Kevin K. Zarling

Firm/Company Name: CenturyTel, Inc. (to be named CenturyLink, pending shareholder approval on May 20, 2010)

Office Address: 400 W. 15th St, Suite 315, Austin, TX 78701

Telephone: (512) 867-1075 Fax: (512) 472-8362 Email Address: Kevin.K.Zarling@CenturyLink.com

Residence Address: 5701 Hero Drive, Austin, TX 78735

Title of cause or case where applicant seeks to appear: Joint Notice and Application of Qwest Corporation, Qwest Communications Company, LLC, Qwest LD Corp, Embarq Communications Inc. D/B/A CenturyLink Communications, Embarq Payphone Services Inc. D/B/A CenturyLink, and CenturyLink Solutions, LLC for Approval of the Proposed Merger of their Parent Corporations Qwest Communications International Inc. and CenturyTel, Inc.

Docket Number: _____

Court, Board, or Administrative Agency: Arizona Corporation Commission

Party on whose behalf applicant seeks to appear: Embarq Communications Inc. D/B/A CenturyLink Communications, Embarq Payphone Services Inc. D/B/A CenturyLink, and CenturyLink Solutions, LLC

Pursuant to Arizona Supreme Court Rule 38(i)(3), the applicant shall complete the information below:

Courts to Which Applicant Has Been Admitted: <i>(Attach additional pages if needed)</i>	Date of Admission:	Bar Number:
<u>Texas Supreme Court - - Texas State Courts</u>	<u>May 4, 1990</u>	<u>22249300</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Applicant is a member in good standing in such courts.

Applicant is not currently disbarred or suspended in any court.

Applicant is / is not (select one) currently subject to any pending disciplinary proceeding or investigation by any court, agency or organization authorized to discipline attorneys at law.

In the preceding three (3) years, applicant has filed applications to appear as counsel under AZ ST S.Ct., Rule 38(a) in the following:

Title of Matter:	Docket #:	Court or Agency:	App Granted? (Y/N)
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

This case or cause is / is not (select one) a related or consolidated matter for which applicant has previously applied to appear pro hac vice in Arizona. If this matter is a related or consolidated with any previous application, Applicant certifies that he/she will review and comply with appropriate rules of procedure as required in the underlying cause. If applicable, please provide related or consolidated matter application or docket# _____

PART II: Local Counsel Information

Name of Arizona Local Counsel: Jeffrey W. Crockett

State Bar of Arizona Number: 012672

Address: One Arizona Center, Phoenix, Arizona 85004-2202

Telephone: (602) 382-6234 Fax: (602) 382-6070 Email Address: jcrockett@swlaw.com

- Local Counsel is a member in good standing.
- Local Counsel associating with a nonresident attorney in a particular cause shall accept joint responsibility with the nonresident attorney to the client, to opposing parties and counsel, and to court, board, or administrative agency in that particular cause.

PART III: Parties and Certification

Name(s) of each party in this cause and name and address of all counsel of record:

Party:	Counsel of Record:	Address:
<u>Qwest Corporation</u>	<u>Norman G. Curtright</u>	<u>20 E. Thomas Rd., 16th Floor, Phoenix, AZ 85012</u>
<u>Qwest LD Corp</u>	<u>Norman G. Curtright</u>	<u>20 E. Thomas Rd., 16th Floor, Phoenix, AZ 85012</u>
<u>Qwest Communications Company, LLC.</u>	<u>Norman G. Curtright</u>	<u>20 E. Thomas Rd., 16th Floor, Phoenix, AZ 85012</u>
<u>Embarq Communications Inc.</u>	<u>Jeffrey W. Crockett</u>	<u>One Arizona Center, Phoenix, AZ 85004</u>
<u>Embarq Payphone Services, Inc.</u>	<u>Jeffrey W. Crockett</u>	<u>One Arizona Center, Phoenix, AZ 85004</u>
<u>CenturyLink Solutions, LLC</u>	<u>Jeffrey W. Crockett</u>	<u>One Arizona Center, Phoenix, AZ 85004</u>

Applicant is including with this application a nonrefundable application fee, payable to the State Bar of Arizona, in the amount of \$460.00. Fifteen percent of the non-refundable application fee paid pursuant to this section shall be deposited into a civil legal services fund to be distributed by the Arizona Foundation for Legal Services and Education entirely to approved legal services organizations, as that term is defined in subparagraph (f) of this rule.

Applicant is furnishing a certificate from the state bar or from the clerk of the highest admitting court of each state, territory, or insular possession of the United States in which the nonresident attorney has been admitted to practice law certifying the nonresident attorney's date of admission to such jurisdiction and the current status of the nonresident attorney's membership or eligibility to practice therein. The certificate furnished shall be no more than forty-five (45) days old.

Applicant certifies the following:

1. Applicant shall be subject to the jurisdiction of the courts and agencies of the State of Arizona and to the State Bar of Arizona with respect to the law of this state governing the conduct of attorneys to the same extent as an active member of the State Bar of Arizona, as provided in Rule 46(b) Rules of the Supreme Court.
2. Applicant will review and comply with appropriate rules of procedure as required in the underlying cause.
3. Applicant understands and shall comply with the standards of conduct required of members of the State Bar of Arizona.

**ADDENDUM TO PAGE 2
PRO HAC VICE APPLICATION
KEVIN K. ZARLING**

PERTINENT DOCKET NUMBERS:

T-01051B-10-0194

T-03902A-10-0194

T-02811B-10-0194

T-20443A-10-0194

T-04190A-10-0194

T-03555A-10-0194

Verification

STATE OF Texas)
County of Travis) ss.

I, Kevin K. Zarling, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: 5-13-10 Applicant's Signature: [Signature]

SUBSCRIBED AND SWORN TO before me this 13th day of May, 2010, by

Kevin K Zarling
Name of Applicant

[Signature]
Notary Public

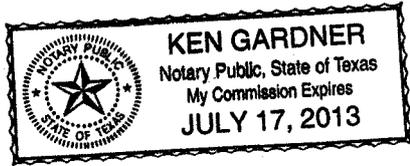


EXHIBIT B

STATE BAR OF TEXAS



Office of The Chief Disciplinary Counsel

May 11, 2010

RE: **Mr. Kevin Kurt Zarling**
State Bar Number - 22249300

To Whom it May Concern:

This is to certify that Mr. Kevin Kurt Zarling was licensed to practice law in Texas on May 04, 1990 and is an active member in good standing with the State Bar of Texas.

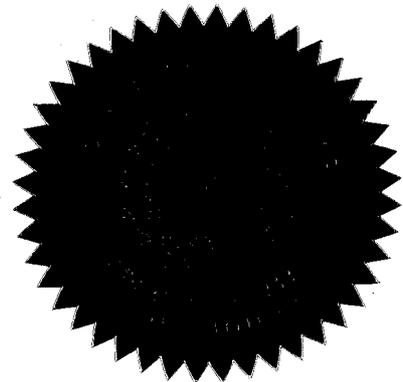
Good Standing means that the attorney is current on payment of Bar dues and attorney occupation tax; has met Minimum Continuing Legal Education requirements; and is not presently under either administrative or disciplinary suspension.

No disciplinary action involving professional misconduct has been taken against the attorney's law license. This certification expires 30 days from this date, unless sooner revoked or rendered invalid by operation of rule or law.

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

Linda A. Acevedo
Chief Disciplinary Counsel

LA/dh



ATTACHMENT 2

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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

<p>JOINT NOTICE AND APPLICATION OF QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY, LLC, QWEST LD CORP., EMBARQ COMMUNICATIONS, INC., D/B/A CENTURY LINK COMMUNICATIONS, EMBARQ PAYPHONE SERVICES, INC., D/B/A CENTURYLINK, AND CENTURYTEL SOLUTIONS, LLC, FOR APPROVAL OF THE PROPOSED MERGER OF THEIR PARENT CORPORATIONS QWEST COMMUNICATIONS INTERNATIONAL INC., AND CENTURYTEL, INC.</p>	<p>DOCKET NOS.: T-01051B-10-0194 T-03902A-10-0194 T-02811B-10-0194 T-20443A-10-0194 T-04190A-10-0194 T-03555A-10-0194</p> <p>ORDER</p>
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Having considered the Motion to Permit Kevin K. Zarling to Appear *Pro Hac Vice* Pursuant to Rules 33(c) and 38(a), Rules of the Supreme Court of Arizona, that was filed May 21, 2010, and good cause appearing therefore;

IT IS HEREBY ORDERED that Kevin K. Zarling may appear and practice before the Arizona Corporation Commission in the above-captioned docket.

IT IS FURTHER ORDERED that the *pro hac vice* status of Mr. Zarling is valid for a period of one year from the date of entry of this order in accordance with Rule 33(c), Rules of the Supreme Court of Arizona.

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DATED this _____ day of _____, 2010.

ADMINISTRATIVE LAW JUDGE

COPIES of the foregoing mailed this
____ day of _____, 2010 to:

Jeffrey W. Crockett, Esq.
SNELL & WILMER
One Arizona Center
Phoenix, Arizona 85004

Norman G. Curtright, Associate General Counsel
QWEST COMMUNICATIONS INTERNATIONAL INC.
20 E. Thomas Road
16th Floor
Phoenix Arizona 85012

Janice Alward, Chief Counsel
Legal Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Steve Olea, Director
Utilities Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

ARIZONA REPORTING SERVICE, INC.
2200 N. Central Avenue, Suite 502
Phoenix, Arizona 85004-1481
