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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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AZ CORP COMMISSION
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COMMISSIONERS

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

IN THE MATTER OF THE 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 NO. T-01051B-10-0194
- T-02811B-10-0194
- T-04190A-10-0194
- T-20443A-10-0194
- T-03555A-10-0194
- T-03902A-10-0194

PROCEDURAL ORDER

BY THE COMMISSION:

On May 13, 2010, 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 CenturyTel Solutions, LLC, filed with the Arizona Corporation Commission ("Commission") a joint application for approval of the proposed merger of the Applicants' respective parent corporations, Qwest Communication International Inc., and CenturyTel, Inc.

On September 9, 2010, Westel Inc. filed an Application to Intervene.

No party opposed the intervention of Westel Inc.

IT IS THEREFORE ORDERED that the application for intervention of Westel Inc. is hereby granted.

IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113-Unauthorized Communications) continues to apply to this proceeding as the matter is set for public hearing.

IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*

1 *hac vice.*

2 IT IS FURTHER ORDERED that the intervention granted herein is conditioned upon the
3 intervenor obtaining counsel to represent the intervenor if required by Rule 31 of the Rules of the
4 Arizona Supreme Court, and such counsel filing a notice of appearance with the Commission, within
5 30 days of the date of this Procedural Order.

6 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
7 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
8 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all
9 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
10 for discussion, unless counsel has previously been granted permission to withdraw by the
11 Administrative Law Judge or the Commission.

12 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
13 Communications) applies to this proceeding and shall remain in effect until the Commission's
14 Decision in this matter is final and non-appealable.

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1 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,
2 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at
3 hearing.

4 DATED this 17th day of September, 2010.


BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

7 Copies of the foregoing mailed
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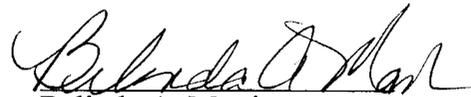
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