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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

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

2010 OCT 20 A 10:16

AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

OCT 20 2010

DOCKETED BY *JDS*

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 (together, the "Joint Applicants"), 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 ("Joint Application").

On October 14, 2010, Integra Telecom ("Integra") filed a Motion to Compel Discovery and Request for Expedited Consideration. Integra seeks to compel the Joint Applicants to produce all documents and information responsive to Integra's Third Set of Information Requests. Integra also requests a compressed briefing schedule and an expedited procedural conference because of the impending hearing.

Accordingly, a Procedural Conference is necessary to hear arguments on the Motion. A Procedural Conference is currently scheduled on a separate Motion to Compel filed by the Communications Workers of America ("CWA"). In the interest of administrative expediency, the

1 oral argument for Integra's Motion to Compel shall be set for the same date and time as the oral
2 arguments in CWA's Motion to Compel.

3 On October 15, 2010, 360networks (USA) filed a Notice of Withdrawal and Notice of Filing
4 Settlement Agreement Between 360networks (USA) and the Joint Applicants.

5 Because 360networks (USA) and the Joint Applicants have reached a settlement,
6 360networks (USA) shall be permitted to withdraw from this matter.

7 IT IS THEREFORE ORDERED that a **Procedural Conference** shall commence on **October**
8 **27, 2010, at 10:00 a.m.** Parties may also attend in person at the Commission's Tucson offices, Room
9 222, 400 West Congress Street, Tucson, Arizona 85701.

10 IT IS FURTHER ORDERED that the **Joint Applicants shall file their Response to**
11 **Integra's Motion to Compel by no later than October 25, 2010.**

12 IT IS FURTHER ORDERED that 360networks (USA)'s request to withdraw is granted.

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

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

18 IT IS FURTHER ORDERED that the intervention granted herein is conditioned upon the
19 intervenor obtaining counsel to represent the intervenor if required by Rule 31 of the Rules of the
20 Arizona Supreme Court, and such counsel filing a notice of appearance with the Commission, within
21 30 days of the date of this Procedural Order.

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

28 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized

1 Communications) applies to this proceeding and shall remain in effect until the Commission's
2 Decision in this matter is final and non-appealable.

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

6 DATED this 20th day of October, 2010.

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8 
9 BELINDA A. MARTIN
10 ADMINISTRATIVE LAW JUDGE

11 Copies of the foregoing mailed
12 this 20th day of October, 2010, to:

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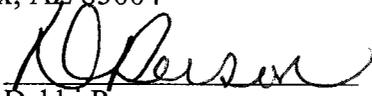
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