

ORIGINAL



0000119032

BEFORE THE ARIZONA CORPORATION COMMISSION

RECEIVED

Arizona Corporation Commission

DOCKETED

2010 OCT 25 A 9:33

OCT 25 2010

AZ CORP COMMISSION
DOCKET CONTROL

DOCKETED BY [Signature]

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 (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 September 28, 2010, Intervenor Communications Workers of America, AFL-CIO, CLC ("CWA") filed its Motion to Compel #1 requesting that the Joint Applicants be directed to provide certain documents designated as Confidential Information and Highly Confidential Information to CWA's outside expert.

On October 8, 2010, CWA filed its Motion to Compel #2, requesting that the Joint Applicants be directed to provide certain documents requested of the Joint Applicants, but not provided.

On October 8, 2010, CWA filed a Notice of Errata Re: Motion to Compel #2.

On October 12, 2010, the Joint Applicants filed a Response to CWA's Motion to Compel #1.

1 On October 14, 2010, Integra Telecom (“Integra”) filed a Motion to Compel Discovery and
2 Request for Expedited Consideration. Integra sought to compel the Joint Applicants to produce all
3 documents and information responsive to Integra’s Third Set of Information Requests. Integra also
4 requested a compressed briefing schedule and an expedited procedural conference because of the
5 impending hearing.

6 On October 15, 2010, a Procedural Order was filed setting a Procedural Conference on
7 CWA’s Motion to Compel for October 27, 2010 at 10:00 a.m., and on October 20, 2010, a Procedural
8 Order was filed setting the Procedural Conference Integra’s Motion to Compel for the same date and
9 time.

10 On October 21, 2010, CWA filed a Notice of Withdrawal and a Noticed of Filing Settlement
11 Agreement Between CWA and Joint Applicants. According to CWA, CWA and the Joint Applicants
12 “have entered into a settlement that, in conjunction with the commitments made by the Joint
13 Applicants to the Minnesota Department of Commerce, resolve CWA’s concerns with the proposed
14 transaction.” CWA states it withdraws its opposition to the proposed transaction and requests to
15 withdraw as in intervenor in this matter and that it be removed from the service list. After review of
16 the Notice of Withdrawal, as well as the Settlement Agreement, CWA’s requests shall be granted.

17 On October 22, 2010, Integra filed a Motion to Vacate Procedural Conference. According to
18 Integra, the parties have resolved their discovery dispute, rendering the Motion to Compel moot and
19 Integra requests that the October 27, 2010, Procedural Conference be vacated. Because the parties
20 have resolved the discovery dispute, Integra’s Motion to Vacate shall be granted.

21 IT IS THEREFORE ORDERED that the **Procedural Conference currently scheduled for**
22 **October 27, 2010, at 10:00 a.m. is hereby vacated.**

23 IT IS FURTHER ORDERED that the **Communications Workers of America request to**
24 **withdraw is granted** and Nicholas J. Enoch and Scott J. Rubin should be removed from the service
25 list in this matter.

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

28 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules

1 of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law and admission *pro*
2 *hac vice*.

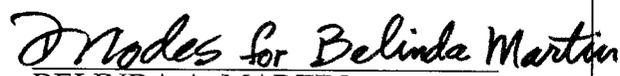
3 IT IS FURTHER ORDERED that the intervention granted herein is conditioned upon the
4 intervenor obtaining counsel to represent the intervenor if required by Rule 31 of the Rules of the
5 Arizona Supreme Court, and such counsel filing a notice of appearance with the Commission, within
6 30 days of the date of this Procedural Order.

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

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

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

19 DATED this 25th day of October, 2010.

20
21
22 
23 BELINDA A. MARTIN
24 ADMINISTRATIVE LAW JUDGE

23 Copies of the foregoing mailed
24 this 25th day of October, 2010, to:

25 Jeffrey W. Crockett
26 Bradley S. Carroll
27 SNELL & WILMER, L.L.P.
28 One Arizona Center
400 East Van Buren Street
Phoenix, AZ 85004

Kevin K. Zarling,
Senior Counsel
CENTURYLINK
400 West 15th Street, Suite 315
Austin, TX 78701

1 Linda C. Stinar,
Director Regulatory Affairs
CENTURYLINK
2 6700 Via Austi Parkway
Las Vegas, NV 89119

3
4 Norman G. Curtright,
Associate General Counsel,
QWEST CORPORATION
5 20 East Thomas Road, 16th Floor
Phoenix, AZ 85012

6
7 David L. Ziegler,
Assistant Vice President-Public Policy
QWEST CORPORATION
8 20 East Thomas Road, 16th Floor
Phoenix, AZ 85012

9
10 Daniel W. Pozefsky, Chief Counsel
RESIDENTIAL UTILITY
CONSUMER OFFICE
11 1110 West Washington, Suite 220
Phoenix, AZ 85007

12
13 Michael Patton
ROSHKA DEWULF & PATTEN, PLC
One Arizona Center
14 400 East Van Buren, Suite 800
Phoenix, AZ 85004

15
16 Mark A. DiNunzio
COX ARIZONA TELCOM, LLC
1550 West Deer Valley Road
17 MV DV3-16, Bldg C
Phoenix, AZ 85027

18
19 Gregory Merz
GRAY, PLANT, MOOTY, MOOTY &
BENNETT, P.A.
20 500 IDS Center
80 South Eighth Street
21 Minneapolis, MN 55402

22
23 Karen L. Clauson,
Vice President, Law and Policy
INTEGRA TELECOM
6160 Golden Hills Drive
24 Golden Valley, MN 55416

25
26 Gregory L. Rogers
LEVEL 3 COMMUNICATIONS, LLC
1025 Eldorado Boulevard
27 Broomfield, CO 80021

Rogelio Peña
PENÁ & ASSOCIATES, LLC
4845 Pearl East Circle, Suite 101
Boulder, CO 80301

William A. Haas,
Vice President of Public Policy & Regulatory
PAETEC HOLDING GROUP
One Martha's Way
Hiawatha, IA 52233

Katherine K. Mudge, Director
State Affairs & ILEC Relations
COVAD COMMUNICATIONS COMPANY
7000 North Mopac Expressway, 2nd Floor
Austin, TX 78731

Joan S. Burke
LAW OFFICE OF JOAN S. BURKE
1650 North First Avenue
Phoenix, AZ 85003

James C. Falvey,
Senior Regulatory Counsel
PAC-WEST TELECOM, INC.
420 Chinquapin Round Road, Suite 2-I
Annapolis, MD 21401

Rex Knowles, Executive Director
External Affairs
XO COMMUNICATIONS SERVICES, INC.
7050 Union Park Avenue, Suite 400
Midvale, UT 84047

Lyndall Nipps
TW TELECOM
9665 Granite Ridge Drive, Suite 500
San Diego, CA 92123

John Ilgen, Vice President,
Sales and Marketing
WESTEL INC.
9606 North Mopac Expressway, Suite 700
Austin, TX 78759

Nicholas J. Enoch
Jarrett J. Haskovec
LUBIN & ENOCH, P.C.
349 North Fourth Avenue
Phoenix, AZ 85003

Scott J. Rubin
333 Oak Lane
Bloomsburg, PA 17815

1 Stephen S. Melnikoff
2 General Attorney
3 REGULATORY LAW OFFICE (JALS-RL)
4 U.S. Army Litigation Center
5 901 North Stuart Street, Suite 700
6 Arlington, VA 22203-1837

4 Harry Gildea
5 SNAVELY, KING, MAJOROS
6 O'CONNOR & BEDELL, INC.
7 1111 14th Street, N.W., Suite 300
8 Washington, D.C. 20005

7 Janice Alward, Chief Counsel
8 Legal Division
9 ARIZONA CORPORATION COMMISSION
10 1200 West Washington Street
11 Phoenix, AZ 85007

10 Steven M. Olea, Director
11 Utilities Division
12 ARIZONA CORPORATION COMMISSION
13 1200 West Washington Street
14 Phoenix, AZ 85007

13 ARIZONA REPORTING SERVICE, INC.
14 2200 N. Central Ave., Suite 502
15 Phoenix, AZ 85004

16
17 By: 
18 Debbi Person
19 Assistant to Belinda Martin
20
21
22
23
24
25
26
27
28