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BEFORE THE ARIZONA CORPORATION COMMISSION

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

2010 NOV 15 A 9:34
AZ CORP COMMISSION
DOCKET CONTROL

**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

**JOINT APPLICANT'S NOTICE OF
FILING EXHIBITS "A" AND "B" TO
THE PROTECTIVE ORDER**

Please take notice that the following individuals have executed Exhibit "A" and/or Exhibit "B" to the Protective Order in this docket. Copies of the executed exhibits are attached:

- Todd L. Lundy, Associate General Counsel, Qwest Corporation;
- Linda Gardner, CenturyLink;
- Todd Schafer, CenturyLink; and
- Mike Norton, CenturyLink.

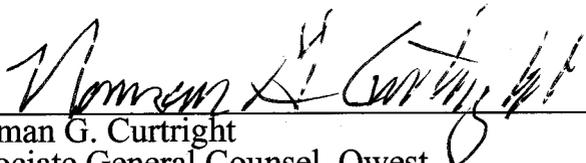
Arizona Corporation Commission
DOCKETED
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DOCKETED BY *[Signature]*

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RESPECTFULLY SUBMITTED this 15th day of November, 2010.

QWEST CORPORATION

By: 
Norman G. Curtright
Associate General Counsel, Qwest
20 E. Thomas Rd., 16th Floor
Phoenix, Arizona 85012
Attorney for Qwest Corporation

Snell & Wilmer, L.L.P.

By: 
Jeffrey W. Crockett
Bradley S. Carroll
One Arizona Center
400 E. Van Buren
Phoenix, Arizona 85004-2202

and

Kevin K. Zarling
Senior Counsel, CenturyLink
400 W. 15th Street, Suite 315
Austin Texas

Attorney's for Embarq Communications, Inc.
d/b/a Century Link Communications,
Embarq Payphone Services, Inc., d/b/a
CenturyLink, and CenturyTel Solutions, LLC

ORIGINAL and 13 copies of the foregoing
filed this 15th day of November, 2010 with:

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

1 **COPY** of the foregoing hand-delivered
this same day to:

2 Belinda Martin, Administrative Law Judge
3 Hearing Division
4 ARIZONA CORPORATION
5 COMMISSION
6 1200 W. Washington Street
7 Phoenix, AZ 85007

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

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

Steve Olea, Director
Utilities Division
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COMMISSION
1200 W. Washington Street
Phoenix, AZ 85007

10 Maureen Scott, Staff Attorney
11 Legal Division
12 ARIZONA CORPORATION
13 COMMISSION
14 1200 W. Washington Street
15 Phoenix, AZ 85007

14 **COPY** of the foregoing mailed and/or emailed
15 this same day to:

16 Jeffrey W. Crockett, Esq.
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21 CENTURYLINK
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7 Broomfield, CO 80021

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14 1650 N. First Avenue
15 Phoenix, AZ 85003

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16 General Attorney
17 REGULATORY LAW OFFICE
18 (JALS-RL)
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21 Arlington, VA 22203-1837

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21 SNAVELY, KING, MAJOROS
22 O'CONNOR & BEDELL, INC.
23 1111 14TH Street, N.W., Suite 300
24 Washington, D.C. 20005

23 John Ligen
24 Vice President of Sales & Marketing
25 WESTEL, INC.
26 9606 N. Mopac Expressway
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& Regulatory
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Rex Knowles, Executive Director
External Affairs
XO COMMUNICATIONS
SERVICES, INC.
7050 Union Park Avenue, Suite 400
Midvale, UT 84047

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By: Reed Peterson

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated August 23, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

Todd Lundy

Name (Print)

Qwest Corporation

Employer

Associate General Counsel

Job Title and Job Description

1801 California St. - 10th Floor, Denver, CO 80202

Business Address

Qwest Corporation

Party



Signature

November 14, 2010

Date

Attorney

Role in Proceeding

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated August 23, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

I AM NOT ENGAGED IN STRATEGIC OR COMPETITIVE DECISION MAKING FOR ANY PARTY, INCLUDING, BUT NOT LIMITED TO, THE SALE OR MARKETING OR PRICING OF PRODUCTS OR SERVICES ON BEHALF OF ANY PARTY.

Todd Lundy

Name

Qwest Corporation

Employer

Associate General Counsel

Job Title and Job Description

1801 California St. - 10th Floor, Denver, CO 80202

Business Address

Qwest Corporation

Party

Todd Lundy

Signature

November 14, 2010

Date

Attorney

Role in Proceeding

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Linda Gardner

Name (Print)

CenturyLink

Employer

Senior Regulatory Attorney

Job Title and Job Description

5454 W. 110th Street. Overland Park, KS 66211

Business Address

CenturyLink

Party



Signature

November 14, 2010

Date

Attorney

Role in Proceeding

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Linda Gardner
Name

CenturyLink
Employer

Senior Regulatory Attorney
Job Title and Job Description

5454 W. 110th Street. Overland Park, KS 66211
Business Address

CenturyLink
Party


Signature

November 14, 2010
Date

Attorney
Role in Proceeding

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Todd Schafer

Name (Print)

CenturyLink

Employer

President - Mid-Atlantic Region

Job Title and Job Description

14111 Capital Blvd, Wake Forest, NC 27587

Business Address

CenturyLink

Party



Signature

November 14, 2010

Date

Witness

Role in Proceeding

EXHIBIT B
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Todd Schafer
Name

CenturyLink
Employer

President - Mid-Atlantic Region
Job Title and Job Description

14111 Capital Blvd, Wake Forest, NC 27587
Business Address

CenturyLink
Party


Signature

November 14, 2010
Date

Witness
Role in Proceeding

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Mike Norton

Name (Print)

CenturyLink

Employer

Manager - Wholesale Operations

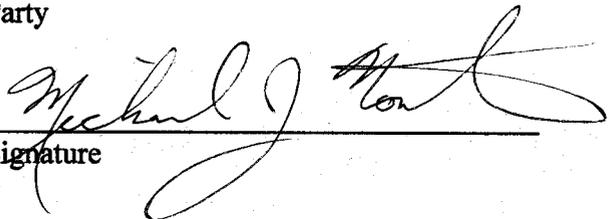
Job Title and Job Description

5454 W. 110th Street. Overland Park, KS 66211

Business Address

CenturyLink

Party



Signature

November 14, 2010

Date

Support Staff

Role in Proceeding

EXHIBIT B
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Mike Norton
Name

CenturyLink
Employer

Manager - Wholesale Operations
Job Title and Job Description

5454 W. 110th Street. Overland Park, KS 66211
Business Address

CenturyLink
Party


Signature

November 14, 2010
Date

Support Staff
Role in Proceeding