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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

- KRISTIN K. MAYES - Chairman
- GARY PIERCE
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AZ CORP COMMISSION
DOCKET CONTROL

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 July 2, 2010, a Procedural Order was issued setting the matter for hearing beginning November 15, 2010. The hearing was expected to continue on November 16, 19, 30 and December 2, 2010.

During the scheduled Pre-hearing Conference on November 12, 2010, the parties indicated that they wished to enter into settlement negotiations and hoped to use the dates set for hearing for that purpose. Accordingly, the parties conducted settlement discussions during the week of November 15, 2010.

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Arizona Corporation Commission

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1 During a Procedural Conference held on November 19, 2010, the parties advised the
2 Administrative Law Judge that certain, but not all, of the parties had reached a settlement. As such,
3 the parties requested that the remaining dates set for the hearing on the Joint Application be vacated.

4 Additionally, the parties to the settlement agreement agreed to file their respective testimony
5 by December 1, 2010, and the parties opposing the settlement agreement will file their respective
6 testimony by December 8, 2010.

7 IT IS THEREFORE ORDERED that the remaining hearing dates of **November 30, 2010, and**
8 **December 2, 2010, are hereby vacated.**

9 IT IS FURTHER ORDERED that a **hearing on the settlement agreement** shall begin on
10 **December 13, 2010, at 10:30 a.m.**, Hearing Room 1, 1200 West Washington, Phoenix, Arizona, and
11 **shall continue on December 20, 2010, at 10:00 a.m. and also December 21, 2010, at 10:00 a.m., if**
12 **necessary.**

13 IT IS FURTHER ORDERED that a telephonic **Pre-hearing Conference** in this matter shall
14 be held on **December 10, 2010, at 1:00 p.m.** The call-in number is **866-789-8816, then enter pass**
15 **code 7977738#.** Parties may also attend in person at the Commission's Tucson offices, Room 222,
16 400 West Congress Street, Tucson, Arizona 85701.

17 IT IS FURTHER ORDERED that the **parties to the settlement agreement shall file their**
18 **testimony no later than 4:00 p.m., December 1, 2010.**

19 IT IS FURTHER ORDERED that the **parties opposing the settlement agreement shall file**
20 **their testimony no later than 4:00 p.m., December 8, 2010.**

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

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

26 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
27 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
28 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all

1 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
2 for discussion, unless counsel has previously been granted permission to withdraw by the
3 Administrative Law Judge or the Commission.

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

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

10 DATED this 23rd day of November, 2010.

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13 
14 BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

15 Copies of the foregoing mailed
16 this 23rd day of November, 2010, to:

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