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BEFORE THE ARIZONA CORPORATION COMMISSION

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GARY PIERCE
Chairman
BOB STUMP
Commissioner
SANDRA D. KENNEDY
Commissioner
PAUL NEWMAN
Commissioner
BRENDA BURNS
Commissioner

2012 AUG 30 P 4: 50

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

AUG 30 2012

DOCKETED BY *JM*

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 CENTURYLINK 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
DOCKET NO. T-02811B-10-0194
DOCKET NO. T-04190A-10-0194
DOCKET NO. T-20443A-10-0194
DOCKET NO. T-03555A-10-0194
DOCKET NO. T-03902A-10-0194

NOTICE OF FILING
COMPLIANCE TO SETTLEMENT
AGREEMENT CONDITION NO. 34

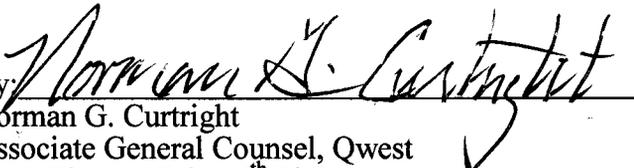
The attached report is being filed as required by Condition No. 34 of the Settlement Agreement among and between the Joint Applicants, the Commission Staff, and the Residential Utilities Consumer Office, approved and ordered by the Arizona Corporation Commission in Decision No. 72232.

Confidential information contained in the report was provided directly to the Commissioners, Staff, and RUCO, but has been redacted in the attached version.

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RESPECTFULLY SUBMITTED, this 30th day of August, 2012.

QWEST CORPORATION d/b/a
CENTURYLINK

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

ORIGINAL and thirteen (13) copies filed
this 30th day of August, 2012, with:

Docket Control
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

Copy of the foregoing hand-delivered
this 30th day of August, 2012, to:

Belinda Martin, Administrative Law Judge
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ARIZONA CORPORATION COMMISSION
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Phoenix, Arizona 85007

Janice Alward, Chief Counsel
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Steve Olea, Director
Utilities Division
ARIZONA CORPORATION COMMISSION
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Daniel W. Pozefsky, Chief Counsel
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Copy of the foregoing sent U.S. mail
this 30th day of August, 2012, to:

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CenturyLink Annual Merger Report

Merger Commitment 34

August 30, 2012

Introduction

According to the Settlement Agreement approved by the Commission on March 9, 2011 (Decision 72232; CenturyLink-Qwest Merger), the merged company agreed to the following condition, listed as Condition Number 34:

34. Within 60 days of the nearest calendar quarter after the annual anniversary date marking the close of the merger, and for two subsequent 12-month reporting periods, CenturyLink shall provide a report describing:
- a. Substantive activities undertaken relating to integrating Qwest operations with CenturyLink, as well as achieving synergies made available as a result of this transaction. CenturyLink synergies will be reported on a CenturyLink total company basis;
 - b. Costs and projected savings of each such respective activity on a CenturyLink total company and Arizona-allocated basis;
 - c. Organizational and staff force changes in Arizona operations;
 - d. Detail any cost savings that have resulted from the merger and have been passed on to consumers. The company can file its Arizona CAPEX and operating expenses to satisfy this condition;
 - e. Improvement in the Merged Company's complaint level in Arizona;
 - f. New services, including bundles available to customers;
 - g. Improvement in service quality measures;
 - h. Infrastructure improvements;
 - i. Expanded broadband coverage; and
 - j. Any other impacts on Arizona operations and customers.

Over one and a half years have now passed since the Merger was finalized. In this timeframe, CenturyLink has made significant progress integrating the two companies, and has achieved

significant synergies, as detailed below. In addition, CenturyLink has invested heavily in its Arizona network, providing upgraded broadband capabilities throughout its Arizona serving area. In fact, in 2011 CenturyLink nearly reached the five year broadband investment spend delineated in Merger Commitment 17. In this report, and its confidential attachments, CenturyLink provides the information requested for each of the items in Merger Commitment 34, and describes the progress it has made since the merger was closed on April 1, 2011.

a. Substantive activities undertaken relating to integrating Qwest operations with CenturyLink, as well as achieving synergies made available as a result of this transaction.

Merger Condition 14 requires CenturyLink to provide, every six months, a report to Staff “showing integration plans describing the scheduling and scoping of major systems conversions that may impact Arizona customers . . .” To satisfy this requirement, CenturyLink has filed three integration reports describing, in a qualitative manner, the integration activities it has pursued since the Merger closed. The three reports were filed on July 15, 2011, January 16, 2012 and July 13, 2012 respectively. These reports, provided as Attachments A, B and C, describe the “substantive activities undertaken relating to integrating Qwest operations with CenturyLink” as well as “achieving synergies.”

Merger Condition 34(a) also requires **the company to report synergies on a CenturyLink total company basis. Please refer to the response to Condition 34(b) below, which provides this synergy data.**

b. Costs and projected savings of each such respective activity on a CenturyLink total company and Arizona-allocated basis.

CenturyLink has made significant progress in the integration of the former Qwest operations with CenturyLink operations. As a result, CenturyLink has realized synergies since the merger was consummated and has also incurred costs to integrate the companies. Confidential Attachment D provides the level of estimated synergies achieved and integration costs incurred over the first year after the merger—April 1, 2011 through March 31, 2012—for the total company and for Arizona. The synergies are broken down by six functional/organizational areas. Confidential Attachment E also provides estimated integration costs and synergy savings for the total company and Arizona over the same time period, but in this attachment synergies are identified by activity category (headcount and non-headcount), and integration costs are identified by type (including severance/retention/equity, branding, finance, information technology, Network and Other).

c. Organizational and staff force changes in Arizona operations.

Confidential Attachment F provides the number of CenturyLink employees located in Arizona for the first four quarters since the merger was consummated, identified by organization. This

attachment shows that the number of Arizona employees has declined slightly since the merger closing. The data also reflects a major organizational change. On March 22, the company announced the creation of a new business unit, Enterprise Markets Group (EMG) that would focus on large national and international businesses for telecom, network and IT services. The segment of the former Business Markets Group (BMG) that served national and international customers, as well as the federal government, was moved to EMG. The segment of BMG that served business, state and local governments in the company's local markets was moved to the Regional Markets Group (RMG). These shifts are reflected in the headcount numbers. In addition, in a letter dated March 22, 2012, CenturyLink advised the Commission of the closing of the "Small Business Alternative Channels Center" in Phoenix.

d. Detail any cost savings that have resulted from the merger and have been passed on to consumers. The company can file its Arizona CAPEX and operating expenses to satisfy this condition.

As described above, CenturyLink has realized significant ongoing synergies since the merger was consummated, but has also incurred significant integration costs in order to achieve those synergies. In addition, CenturyLink has continued to invest in its Arizona network, as described in the response for Merger Condition 34(h) below and in Confidential Attachment G. Overall, customers are realizing the benefits of the merger as CenturyLink achieves synergies and efficiencies, which enhance the company's ability to further invest in its network, implement process improvements and develop new services. In order to satisfy this condition, CenturyLink is providing Confidential Attachment G, which includes 2011 CenturyLink QC capital expenditures in Arizona, and Confidential Attachment H which includes 2011 CenturyLink QC Operating Expenses for Arizona.

e. Improvement in the Merged Company's complaint level in Arizona;

In the year since the Merger was completed, the number of complaints for CenturyLink in Arizona has dropped by over 10% as compared to the twelve months before the merger. In addition, the trend over the post-merger year (April 2011 through March 2012) shows continued reductions in complaints. Please see Confidential Attachment I, which shows the number of complaints for April 2010 through March 2011 (pre-merger) and for April 2011 through March 2012 (post-merger).

f. New services, including bundles available to customers.

Please see Attachment J, which contains a list of the new services that have been introduced by CenturyLink QC since April 1, 2011.

g. Improvement in service quality measures.

For the first full year following the merger, CenturyLink met or improved upon the pre-merger wholesale performance levels in Arizona. When compared to the pre-merger baseline year of 2010, CenturyLink improved response time to pre-order queries, confirmed electronically submitted orders more quickly, met more installation appointments on time, reduced provisioning intervals, reduced troubles on new installations, had fewer trouble reports in proportion to total lines, improved mean time to repair, reduced repeat reports, and improved call center response times. The wholesale results for 2010 and the first year of the merger (April 1, 2011 through March 31, 2012) are included as Confidential Attachment K.

Retail service quality has also shown improvement since the merger. Confidential Attachment L provides a comparison of key service quality metrics for 2010, 2011 and the first half of 2012. For key metrics such as Out of Service Cleared within 24 Hours (OOS 24) and Trouble Report rates, CenturyLink QC performance improved in 2011 and 2012 as compared to 2010.

h. Infrastructure improvements.

Between April 1, 2011 and March 31, 2012, CenturyLink invested heavily on network modernization (capital improvement) in Arizona. Please refer to Confidential Attachment M for a description of these improvements, including improvements in broadband facilities. Please also refer to Confidential Attachment N, which includes a presentation made to the Commission Staff in May, 2012 that describes broadband investments in Arizona through 2011.

i. Expanded broadband coverage.

Please see the response to Part (h), which includes a description of the expansion of broadband coverage in CenturyLink QC's Arizona serving area.

j. Any other impacts on Arizona operations and customers.

CenturyLink believes that the overall impact of the merger on Arizona operations and customers has been very positive, as the data provided in this report demonstrates. CenturyLink has made significant infrastructure investments since the merger closing, including broadband investments more than satisfying its merger commitment. Both wholesale and retail service quality have improved, and complaints to the Commission have declined. The company continues to achieve synergies as it integrates the two company operations in an efficient manner.

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July 15, 2011

Honorable Gary Pierce – Chairman
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007



Re: CenturyLink-Qwest Merger – Docket Nos. T-01051B-10-0194, et al
Compliance Report in Connection With Merger Condition No. 14
Decision No. 72322

Dear Chairman Pierce:

Enclosed please find CenturyLink's report of system integration activities resulting from the Merger of Qwest Corporation and CenturyLink as approved by the Commission in the above referenced Docket.

Condition No. 14 of the Settlement Agreement between the Joint Applicants, Staff, and RUCO requires Qwest to provide a report within 60 days of the end of the first full quarter after the close of the merger, and then every six months thereafter for a period of three years. The report is to include integration plans describing the scheduling and scoping of major systems conversions that may impact Arizona customers including business office and trouble reporting call centers, maintenance systems that monitor central office and transport equipment, engineering systems, outside plant record systems, billing systems, and wholesale OSS.

Chairman Pierce
July 15, 2011
Merger Condition No. 14
Page 2

Attachments A and B to this letter provide information on the following integration activities associated with the merger.

1. Integration of Qwest operations into the CenturyLink regional operating model,
2. Branding activities, and;
3. Systems integration activities.

We hope this information is helpful to you and the Staff as you analyze the benefits of the merger to CenturyLink's Arizona customers. Please let me know if you have any questions or if there is anything in this report that you would like to discuss in greater detail.

Sincerely,



Attachments

cc: Bob Stump – Commissioner
Sandra D. Kennedy – Commissioner
Paul Newman – Commissioner
Brenda Burns – Commissioner
Steve Olea – Utilities Director
Brian Bozzo – Compliance Manager

Jodi Jerich
Director – RUCO
1110 W. Washington, Ste 220
Phoenix, AZ 85007

Attachment A
July 15, 2011

Arizona Semi-Annual Integration Status Report

Introduction

CenturyLink is pleased to provide the Arizona Corporation Commission ("Commission") with this semi-annual update regarding the progress of the integration of Qwest Corporation ("Qwest") and CenturyLink. This report is provided pursuant to the Opinion and Order *that* was issued by the Commission in Docket No. T-01051B-10-0194 et al, entered on March 9, 2011.¹ As the Commission is aware, the merger transaction was closed on April 1, 2011. Efforts towards the integration of the companies have continued in the second quarter, as outlined below. Specifically, this report addresses substantive Integration Activities for the second quarter of 2011.

Substantive Integration Activities

Integration of Qwest operations into the CenturyLink regional operating model: At the close of the CenturyLink/Qwest merger, CenturyLink integrated the legacy Qwest operations into its regional operating model across its 37 state operations, including Arizona. The model establishes a regional operations organization that includes Vice President/General Managers who report to one of six Regional Presidents. These individuals are responsible for evaluating and responding to the needs of customers at the local market level and assessing the evolving suitability of network infrastructure. They also have accountability for the company's operational and financial performance within their respective market areas. The Vice President/General Managers have responsibility for all aspects of operations including capital budget planning and implementation, customer support, management of service delivery and quality, and sales initiatives.

The Southwest Regional headquarters, located in Phoenix, Arizona, is under the leadership of Mr. Terry Beeler. In Arizona, two Vice President/General Managers report to Mr. Beeler. Mr. Ken McMahon has been appointed as the Vice-President, General Manager for the Phoenix area, and Mr. Guy Gunther has been appointed to the same position for the areas outside of Phoenix. Reporting to Mr. McMahon and Mr. Gunther are several Market Development Managers, a Director of Network Service Operations, an Area Sales Manager, and several Marketing Account Managers.

At the close of the merger, CenturyLink also implemented a regional regulatory and legislative organization. Arizona is within the Western Regulatory Region led by Mr. Jerry Fenn who will be relocating to Phoenix. Mr. Reed Peterson and Mr. Michael DiMaria lead CenturyLink's regulatory and legislative affairs for Arizona and are also located in Phoenix.

¹ This report is in compliance with Condition 14 of the Settlement Agreement between the Joint Applicants, Utilities Division Staff, and the Residential Utility Consumer Office as approved by the Commission.

Attachment A
July 15, 2011

Branding: The CenturyLink brand has been selected for the new company, and plans have been established for the Qwest entities to begin doing business as CenturyLink. On Monday, May 30, CenturyLink announced the name change will be effective on August 8, 2011 in all legacy Qwest markets, including Arizona. Legacy Qwest customers in Arizona received notification of the name change in their June bills.

Prior to brand launch on August 8, a transitional logo with the tagline "Qwest is becoming CenturyLink" will be used where appropriate on marketing materials in legacy Qwest markets, including Arizona. Beginning August 8, a revised tagline of "Qwest is now CenturyLink" will be implemented. This tagline will be used on selected materials through first quarter 2012 to build brand awareness. Other significant branding activities include:

- Exterior building signage will be converted the week before brand launch in all major locations including larger work centers, high visibility locations and retail stores. Remaining locations will be converted as soon as possible following brand launch.
- Invoice envelopes will carry the transitional logo beginning August 8, and bill stock will reflect the standalone CenturyLink name and logo at that time.
- Select in-venue brand messaging, including LEDs, video boards and selected signage, began converting to the CenturyLink name in April. Major corporate sponsorship venues in Qwest markets will be externally re-branded by the August timeframe, including new signage and promotions at Qwest Field in Seattle, the Qwest Arena in Boise and Qwest Center in Omaha.
- Transitional branding was added to the MyQwest.com portal used by high-speed Internet customers on May 30. Effective August 8, MyQwest.com will be branded with the same look and feel as CenturyLink.net for a common customer experience.
- The Qwest.com site will reflect the CenturyLink brand effective August 8.
- Vehicle rebranding began this summer and will continue through January. Approximately 9,000 Qwest vehicles companywide will be rebranded.
- Qwest technicians will receive new uniforms in August reflecting the CenturyLink brand.
- Brand announcement advertising will run from May 30 through August 7 and brand awareness advertising will run from August 8 to October 30.

Systems: CenturyLink's Integration Management Office continued to lead the analysis phase of Systems Integration for the Qwest merger during this reporting period. At this time, no decisions have been made regarding the integration or final disposition of customer facing Operational Support Systems ("OSS"). We will continue to support dual systems until we convert or integrate systems. There should not be any customer impacts as we maintain dual systems during this phase.

Organization Design/People Selection Process

- **Tier 1 leaders were named in June of 2010**
- **Majority of Tier 2 leaders were named in September of 2010**
- **Overall organizational design was completed in late 2010**
- **Merger transaction closed on April 1, 2011**
 - New organization structure was put in place at that time
 - Implemented CenturyLink's local operating model in all markets at close
- **Additional tiers (3+) of employees were named beginning in late December 2010 and continues currently**
 - As of June 21, 2011 – over 90% of the offers were complete
 - Objective is to complete personnel selection by end of June
- **Overall organization is a good balance of Qwest and CenturyLink personnel**

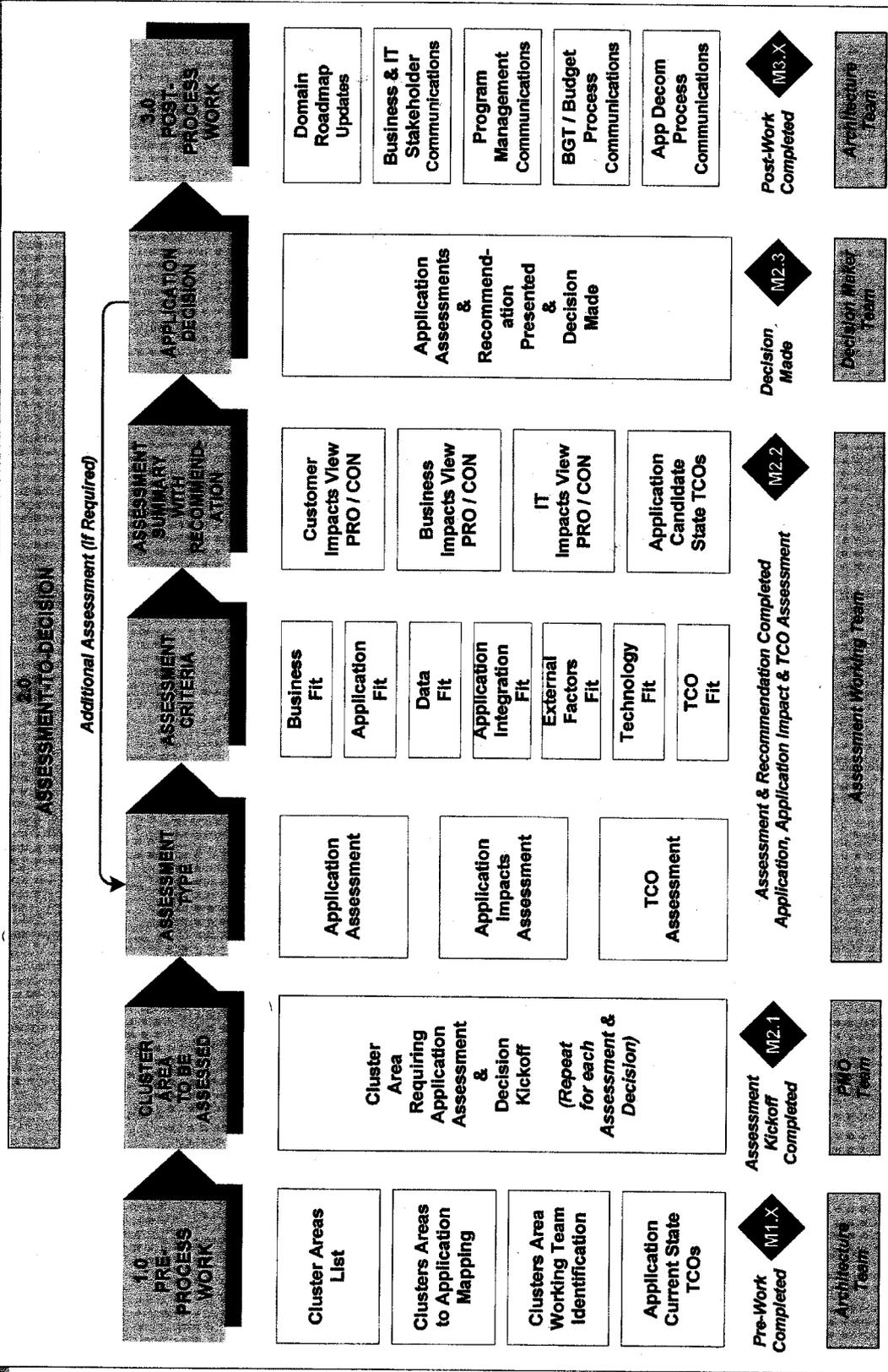


Systems Integration Status

- **Finance and HR (ERP)**
 - Decision was made to migrate PeopleSoft to SAP
 - Conversion of financial and human resources system on target for completion by year-end 2011
- **Consumer/Small Business (RMG)**
 - No end-state system decisions have been made to date
 - Continuing to evaluate system options
- **Business Markets Group (BMG)**
 - No plans to convert systems at this time
- **Overall:** Systems architecture, integration decisions and timelines are under development



Systems Evaluation Process Framework



Assessment Criteria

Application Assessment Criteria	
<p>C1 Business Fit</p> <ul style="list-style-type: none"> - Business Drivers - Solution Functionality - Solution Functionality Gaps - Business Synergy Savings - Business Risk 	<p>C3 Data Fit</p> <ul style="list-style-type: none"> - Internal Data Feeds (In-Bound; Out-Bound) - External Data Feeds (In-Bound; Out-Bound) <ul style="list-style-type: none"> - Data Quality - Data Redundancy - IT Data Management Risk
<p>C2 Application Fit</p> <ul style="list-style-type: none"> - Performance - Scalability - Adaptability – Ease of Change - Skilled Labor Availability - IT App Dev Risk 	<p>C6 External Factors Fit</p> <ul style="list-style-type: none"> - Customer Experience / Satisfaction <ul style="list-style-type: none"> - Vendor Contracts - Regularity Reporting - Other (List) - External Factors Risk
<p>C4 Application Integration Fit</p> <ul style="list-style-type: none"> - Integration - Existing - Integration - New - Integration – Ease of Integration - Integration Risk 	<p>C5 Technology Fit</p> <ul style="list-style-type: none"> - Technology Standards Alignment <ul style="list-style-type: none"> - Reliability - Disaster Recovery - Skilled Labor Availability - IT IS Risk
<p>C7 TCO Fit (Use TCO Matrix to record)</p> <ul style="list-style-type: none"> - One-Time, Conversion Costs - Annual, Recurring Costs 	

Methodology Used: CenturyLink assess key criteria including regulatory and business requirements, total cost of ownership and adherence to technical standards as the primary components of its application selection process



Brand Transition Update

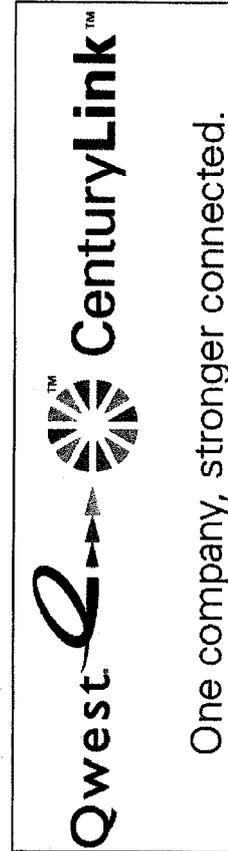
- **Transition logo (see below)**
 - Advertising began on 5/30
 - Duration of the use of this transition logo will be determined as awareness goals are reached

- **Brand launch targeted for August 2011**

- End user bills
- Fleet
- Retail stores
- Web portals

- **Building and sports venue signage**

- Rebranding has begun and will continue through YE 2011



One company, stronger connected.



CenturyLink™

CenturyLink Key Integration Priorities

- **Enhanced customer experience and loyalty**
- **Achieve business plans**
- **Continued focus on successfully integration and operating the Embarq properties**
- **Execution of synergy plans while effectively managing overall integration costs**
- **Determine core end-state operating systems/operating model**
- **Continued focus on broadband deployment**
- **Meet regulatory commitments by state**
- **Qwest brand transition to CenturyLink**



CenturyLink™

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January 17, 2012

Honorable Gary Pierce – Chairman
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Re: CenturyLink-Qwest Merger – Docket Nos. T-01051B-10-0194, et al
Compliance Report in Connection With Merger Condition No. 14
Decision No. 72322

Dear Chairman Pierce:

Enclosed please find CenturyLink's semi-annual report of system integration activities resulting from the Merger of Qwest Corporation and CenturyLink as approved by the Commission in the above referenced Docket.

Condition No. 14 of the Settlement Agreement between the Joint Applicants, Staff, and RUCO requires CenturyLink to provide a semi-annual report for a period of three years following completion of the merger. The report is to include integration plans describing the scheduling and scoping of major systems conversions that may impact Arizona customers including business office and trouble reporting call centers, maintenance systems that monitor central office and transport equipment, engineering systems, outside plant record systems, billing systems, and wholesale OSS.

Attachment A to this letter provides information on the following activities during the July through December 2011 timeframe.

1. Branding activities.
2. Systems integration activities.
 - a. CRIS to Ensemble conversion (billing and customer care functions)
 - b. JDS (engineering and outside plant records systems)
 - c. FiberBase (fiber management)

Chairman Pierce
CenturyLink Merger Condition 14
January 17, 2012

Attachment B provides a schedule for the conversion of Qwest's financial accounting and human resource systems to the SAP System, which was completed on January 1, 2012.

We hope this information is helpful to you and the Staff as you analyze the benefits of the merger to CenturyLink's Arizona customers. Please let me know if you have any questions or if there is anything in this report that you would like to discuss in greater detail.

Sincerely,



cc: Bob Stump – Commissioner
Sandra D. Kennedy – Commissioner
Paul Newman – Commissioner
Brenda Burns – Commissioner
Steve Olea – Utilities Director
Brian Bozzo – Compliance Manager

Jodi Jerich
Director – RUCO
1110 W. Washington, Ste 220
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CenturyLink/Qwest Merger

Arizona Semi Annual Integration Status Report

January 17, 2012

Introduction

CenturyLink is pleased to provide the Arizona Corporation Commission ("Commission") with this semi-annual update regarding the progress of the integration of Qwest Corporation ("Qwest") and CenturyLink, pursuant to the Opinion and Order that was issued by the Commission in Docket No. T-01051B-10-0194 et al, entered on March 9, 2011.¹ As the Commission is aware, the transaction closed on April 1, 2011, and the first Integration Report was filed on July 15, 2011. Efforts towards the integration of the companies have continued since July 2011, as outlined below. Specifically, this report addresses substantive integration activities that have occurred in the past six months:

Substantive Integration Activities

Branding Update

As discussed in the July 15th initial Integration Report, the CenturyLink brand was selected for the new company. The name change was effective on August 8, 2011 and the brand is now reflected in all communications in the legacy Qwest markets, including Arizona. The rebranding of buildings proceeded during this reporting period with 100% of the highest profile administrative and retail locations in Arizona completed. Exterior rebranding of the remaining sites was anticipated to be 75% complete by the end of 2011 with the remaining sites to be completed in the first quarter of 2012.

Systems

CenturyLink's Integration Management Office is leading the analysis phase of systems integration for the Qwest merger. CenturyLink's system review process is detailed and deliberate.² Pursuant to CenturyLink's disciplined system review process, several system selection decisions were made during this reporting period regarding the integration or final disposition of customer facing Operational Support Systems ("OSS") and other major systems, as detailed below.

First, CenturyLink has selected Ensemble, the legacy CenturyLink billing and customer care system, to replace the Customer Records and Information System ("CRIS") currently used by legacy Qwest, for billing and ancillary functions. The company anticipates a two- to three-year conversion process = to begin in late 2013. Ensemble will serve as the billing platform for all legacy Qwest consumer and small

¹ This report is in compliance with Condition 14 of the Settlement Agreement between the Joint Applicants, Utilities Division Staff, and the Residential Utility Consumer Office as approved by the Commission.

² Attachment B to the July 15, 2011 Integration Report included an overview and a flowchart describing CenturyLink's system analysis process.

business customers, as well as the legacy Qwest business and wholesale customers that are currently billed out of CRIS. This conversion process will not include legacy Qwest customer care OSS systems.

The conversion to Ensemble as a single billing platform will provide many benefits. Specifically, Ensemble enables all services to be billed on a single bill. A single billing platform will also allow for faster introduction of new products and services to Arizona consumers. Ensemble also provides a more flexible billing platform to meet the demands of a changing market. Ensemble is already integrated with legacy CenturyLink back-office systems and will be configured to interface with existing legacy Qwest OSS, or back-office, systems. When these interface configurations and conversions are completed, a new service order entered in Ensemble will trigger related customer care functions such as inventory management, provisioning and customer communications through legacy Qwest OSS systems.

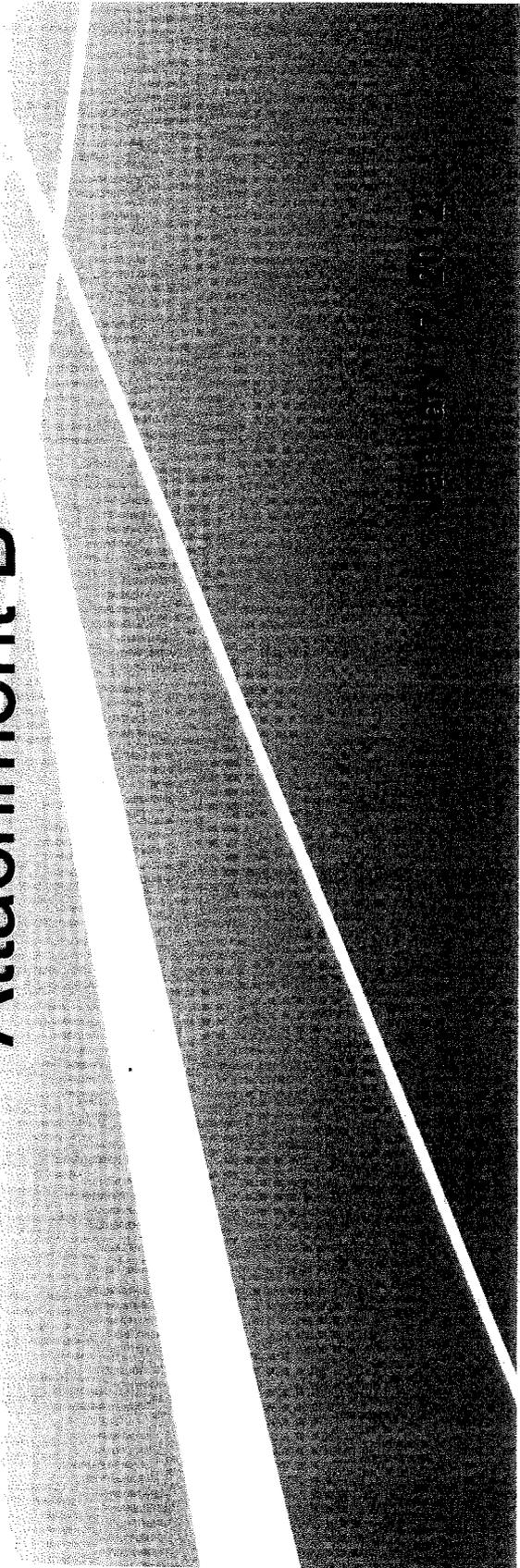
While the initial customer conversion is not anticipated until late 2013, planning, scheduling and scoping work will proceed in 2012. The primary focus in 2012 will be on finalizing requirements, data mapping and software development to interface the Ensemble system with the legacy Qwest OSS systems. A timeline for these activities is not yet available. However, as specific conversion activities are identified and scheduled, CenturyLink will provide such additional detail and notice pursuant to the Settlement.

Second, CenturyLink has made final system selections regarding two applications that support engineering and outside plant record systems. The legacy Qwest JDS system which provides a common document management solution to create, maintain and archive work order documentation for capital and expense projects has been selected over other existing legacy Qwest and legacy CenturyLink systems that currently provide similar functions. The selection of JDS will allow the consolidation of multiple current systems and streamlined document management. CenturyLink has also selected the legacy Qwest FiberBase system, rather than the legacy CenturyLink system, as the future fiber management tool. The selection of FiberBase will serve to minimize business impacts and training costs due to the larger level of legacy Qwest information that currently resides in the system. While both systems selections have been made, a deliverable timeline has not yet been established.

Third, CenturyLink has selected SAP as the financial accounting and human resource systems platforms for the combined company. SAP, which has been utilized by CenturyLink, is an integrated application software platform that links business information and processes across work streams. SAP will be used by CenturyLink for Finance, Human Resources, Payroll, Materials Management, Project Systems and Business Intelligence Reporting. The integration of Qwest's financial accounting and human resource systems platforms to the SAP system has progressed successfully through 2011, and the conversion was effective January 1, 2012. Please see Attachment B for a timeline of the activities required to implement the SAP conversion.



Arizona Semi-Annual Integration Report Attachment B



SAP Integration Program Revised Schedule -- January 2012 Go-Live

ERP Wave 1 Program Schedule August 11, 2011 - December 31, 2011
ERP Wave 2 Program Schedule January 1, 2012 - December 31, 2012

Redacted



CenturyLink™

Reed Peterson
Director – State Regulatory Affairs
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Reed.Peterson@qwest.com

July 13, 2012

Honorable Gary Pierce – Chairman
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007



Re: CenturyLink-Qwest Merger – Docket Nos. T-01051B-10-0194, et al
Compliance Report in Connection With Merger Condition No. 14
Decision No. 72322

Dear Chairman Pierce:

Enclosed please find CenturyLink's semi-annual report of system integration activities resulting from the Merger of Qwest Corporation and CenturyLink as approved by the Commission in the above referenced Docket.

Condition No. 14 of the Settlement Agreement between the Joint Applicants, Staff, and RUCO requires CenturyLink to provide a semi-annual report for a period of three years following completion of the merger. The report is to include integration plans describing the scheduling and scoping of major systems conversions that may impact Arizona customers including business office and trouble reporting call centers, maintenance systems that monitor central office and transport equipment, engineering systems, outside plant record systems, billing systems, and wholesale OSS.

Attachment A to this letter provides information on the following activities during the January through June 2012 timeframe.

1. CRIS to Ensemble conversion (billing and customer care functions);
2. Legacy CenturyLink transport network inventory to TIRKS conversion
(physical network inventory);
3. Legacy Qwest to "CTL Service" conversion (workforce management);

Chairman Pierce
CenturyLink Merger Condition 14
July 13, 2012

We hope this information is helpful to you and the Staff as you analyze the benefits of the merger to CenturyLink's Arizona customers. Please let me know if you have any questions or if there is anything in this report that you would like to discuss in greater detail.

Sincerely,



cc: Bob Stump – Commissioner
Sandra D. Kennedy – Commissioner
Paul Newman – Commissioner
Brenda Burns – Commissioner
Steve Olea – Utilities Director
Brian Bozzo – Compliance Manager

Jodi Jerich
Director – RUCO
1110 W. Washington, Ste 220
Phoenix, AZ 85007

CenturyLink/Qwest Merger

Arizona Semi Annual Integration Status Report

July 13, 2012

Introduction

CenturyLink is pleased to provide the Arizona Corporation Commission ("Commission") with this semi-annual update regarding the progress of the integration of Qwest Corporation ("Qwest") and CenturyLink, pursuant to the Opinion and Order that was issued by the Commission in Docket No. T-01051B-10-0194 et al, entered on March 9, 2011.¹ Efforts towards the integration of the companies have continued since the previous report filed on January 17, 2012, as outlined below. Specifically, this report addresses substantive integration activities that have occurred in the past six months:

Substantive Integration Activities

CenturyLink's Integration Management Office is leading the analysis phase of Systems Integration for the Qwest merger. Pursuant to CenturyLink's disciplined system review process, additional system selection decisions were made during this reporting period regarding the integration or final disposition of customer facing Operational Support Systems ("OSS") and other substantive systems. A summary of integration activity completed since the last report is detailed below.

Billing and Customer Care: As reported in the January 17, 2012 report, CenturyLink has selected Ensemble, the legacy CenturyLink billing and customer care system, to replace the Customer Records and Information System ("CRIS") currently used by legacy Qwest, for billing and ancillary functions. While the final conversion schedule has not been established, initial customer conversions are not anticipated until late 2013. The primary focus in 2012 will be on finalizing requirements, data mapping and software development to interface the Ensemble system with the legacy Qwest OSS systems. Work efforts during the period since the last report included:

- CenturyLink business units have begun the detailed identification and analysis of any policy, process and functionality differences that may exist between the legacy Qwest CRIS and the legacy CenturyLink Ensemble billing systems.
- Ongoing meetings are taking place to review the ordering, provisioning and billing processes utilized by the CRIS platform in order to thoroughly prepare for the conversion from CRIS and other ancillary legacy Qwest customer care systems, to Ensemble.
- Business units are working with the information technologies department that supports the systems to ensure all requirements are appropriately captured.

¹ This report is in compliance with Condition 14 of the Settlement Agreement between the Joint Applicants, Utilities Division Staff, and the Residential Utility Consumer Office as approved by the Commission.

- The Data mapping and source data repository identification has also begun. Data mapping and testing are a key component of the conversion process.
- Teams are working to develop timelines and project plans that comply with the timelines and requirements agreed upon in the merger commitments.

Network Inventory Systems: CenturyLink has initiated a multi-year local transport network inventory system transformation project. The initial phases of the project will result in the conversion of the physical network inventory (Layer 1²) for the legacy CenturyLink local network to the legacy Qwest Telcordia Trunk Integrated Record Keeping System (TIRKS) system. The legacy CenturyLink network inventory systems for Layer 1 will be replaced. In the later phases of this network inventory project, CenturyLink will also upgrade and consolidate the logical network inventory systems (Layer 2 and above) across the entire local network (legacy CenturyLink and Qwest) via the implementation of the Amdocs Cramer system and integrated workflow. The Amdocs system will replace the existing systems for both legacy companies. Amdocs is a leading provider of operational support systems.

This network inventory integration and transformation project will not impact the existing access network, or local loop, inventory systems. The existing legacy CenturyLink and Qwest inventory systems for local loop plant will be maintained while the systems review and selection process continues.

This project will:

- Support our strategic growth initiatives by enabling automated and scalable local network platforms in the legacy CenturyLink local network. This will support next generation services and future expansion:
- Continue our progress in integrating legacy CenturyLink and legacy Qwest systems, which will result in more efficient capital and operational expenditures.
- Help us achieve faster time to market for new services by streamlining processes.
- Enhance our ability to roll out strategic new products such as high capacity private line service, Prism TV, Voice over IP and various business data services.

The Layer 1 conversion to TIRKS for legacy CenturyLink is currently planned for 2Q2014 and 4Q2014. The Layer 2 and above conversion for legacy CenturyLink to the Amdocs Cramer system is also currently planned for 2Q 2014 and 4Q2014. Finally, the conversion to Amdocs Cramer for legacy Qwest is currently planned for 4Q2015.

Workforce Management: The legacy CenturyLink workforce management system will be enhanced with a newly created forecast, plan and load control module, "CTL Service", that is similar to the existing legacy Qwest systems. This system upgrade will allow customer appointments to be better aligned with

² Layer 1 refers to the physical transport network facilities and Layer 2 and above refers to the logical network that is derived from the physical network.

the actual technician availability. The upgrade will also introduce a broader range of appointment options and advanced forecasting, planning and intake controls to improve customer responsiveness. Further, this enhancement will facilitate the integration of the legacy CenturyLink and Qwest workforce management systems at a future date. Phase 1 of the project will entail the development of the new control module and is anticipated to complete in November 2012. Phase 2, planned for March 2013, will integrate the new "CTL Service" module into the Legacy CenturyLink workforce management system.

CenturyLink
Estimated Synergies from CenturyLink / Qwest Merger
For the 12-month period – April 1, 2011 through March 31, 2012

Functional Area	Total Company	Arizona ¹
Region Markets		
Corporate		
Network Services		
Information Technology		
Wholesale Markets		
Long Distance		
Total All Functional Areas		

Redacted

	Total Company	Arizona ¹
Integration Costs		

Redacted

¹ Arizona operations of Qwest Corporation

Total Company

Arizona

Integration Costs

Severance/Retention/Equity
Branding
Finance (SAP)
IT
Network (On-net migration)
Other

Redacted

Synergies

Headcount

Non-Headcount:

Finance	Consolidate insurance programs
Finance	Vendor contract negotiations
Network Services	Groom circuits/ access savings
Network Services	IP transit / On-net migration
RMG	Call center consolidation activities
RMG	Marketing and advertising contract negotiations
RMG	Modem (CPE)
Wholesale	LD MOU Savings
<i>Other</i>	

Redacted

BU NAME	June 2011	Sept 2011	Dec 2011	Mar 2012
Corporate Strategy				
Data Hosting and Cloud Services				
Business Markets Group				
Enterprise Markets Group				
Finance				
Human Resources				
Integration & Process Improvement				
IT				
Legal				
Network Services				
Public Policy				
Regional Markets				
Wholesale Operations				
TOTAL				

Redacted

CenturyLink QC Annual Capital Expenditures - Arizona 2011

	Amount
Access Drop	
HSI Existing Market Expansion	
HSI Growth	
Inventory Projects	
IP and Ethernet Core	
Real Estate	
Marketable Revenue	
Marketable Revenue-BMG	
Marketable Revenue-FAI	
Marketable Revenue-Wholesale	
Network Plan - Access	
Network Plan - Switching	
Network Plan - Transport	
Network Reliability	
Roadmoves	
Special Circuits/Cards	
Video	
Total	

Redacted

CenturyLink QC - 2011 Annual Expenses - Arizona

COSTS OF SERVICES AND PRODUCTS

MAINTENANCE
ENGINEERING
NETWORK OPERATIONS
NETWORK ADMINISTRATION
ACCESS
OTHER
TOTAL COST OF SERV AND PRODS

Redacted

SELLING, GENERAL & ADMINISTRATIVE

CUSTOMER OPERATIONS
CORPORATE OPERATIONS
PROPERTY AND OTH OPERAT TAXES
UNCOLLECTIBLES
TOTAL SELL, GEN AND ADMINIST
OTHER OPR INCOME & EXPENSE
DEPRECIATION AND AMORTIZATION

TOTAL OPERATING EXPENSES

**Arizona Complaints
 Postmerger by Subject**

**Arizona Complaints
 Premerger by Subject**

Subject	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Pre-Merger Total	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Post-Merger Total		
	Alleged PIC/Cramming																											
Annoyance calls																												
Availability																												
Billing																												
Call Handling																												
Commitment/Interval																												
Equipment																												
Held Order																												
Installation																												
Listings																												
Miscellaneous																												
Policy																												
Repair																												
Service Order Error																												
Toll																												
Treatment																												
Wireless Feature																												
Porting Issue																												
Total																												

Redacted

**Arizona Complaints
 Postmerger by Collection Point**

**Arizona Complaints
 Premerger by Collection Point**

Escalation Source	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Pre-Merger Total	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Post-Merger Total		
	FCC																											
PUC																												
Exec Ofc's																												
Cust. Adv																												
Correspondence																												
Better Business Bureau																												
Other																												
Email																												
Attorney General																												
Dept. of Public Services																												
Media Relations																												
Voice Mail																												
Total																												

Redacted

Qwest Corporation d/b/a CenturyLink QC - New Services

Post Merger

Effective Date	Service	Description	Tariff/Catalog
7/5/11	Primary Rate Service	Addition of New Station Equipment	QC Exchange and Network Services Catalog, Section 17.1
2/15/12	GeoMax & QWave	Add Optical Transport Unit Ports	QC Private Line Price Cap Tariff, Section 5.2.18
4/26/12	ISDN	Introduce ISDN PRS Bundle and Group 2 Rates	QC Exchange and Network Services Price Cap Tariff, Section 14.3.1
5/11/12	Core Connect	Introduce Core Connect Professional	QC Exchange and Network Services Price Cap Tariff, Section 5.11.2
5/23/12	Qwave	Introduce Protected Ports to Optical Wavelength Service (OWS)WS	QC Private Line Price Cap Tariff, Section 5.2.18

FCC Docket No. 10-110 Order 11-47
 Section IV.B - Commitments Regarding Wholesale Operations
 Arizona Commitment 34 -- Improvement in Service Quality Metrics

FCC Merger Commitment Measurement Categories		Description	PID *	Product Category	Comparison Threshold (CY 2010)	Post-merger year
Average response time to pre-order queries (in seconds)	The number of seconds from receipt of CLEC query to return of requested data.	PO-1A PO-1X	All All			Apr-11 - Mar-12
Percentage of electronically submitted resale and UNE orders	Percentage of electronically submitted resale and UNE orders confirmed within specified timeframes	PO-5B	Resale UNE Specials			
Missed appointments / Appointments met	Percent of orders completed in the reporting period on or before the application due date.	OP-3	Resale UNE Loop POTS			
Average provisioning delay days (in days)	Average number of business days service is delayed beyond Applicable Due Date for facility reasons.	OP-6B	Resale UNE Loop POTS			
Provisioning - Percentage of installation troubles reported within 30 days	Percentage of inward line / circuit / trunk service orders that are free of repair trouble reports within 30 calendar days of installation completion.	OP-5A	Resale UNE Loop POTS UNE Specials			
Repair/Maintenance - Network Trouble Report Rate (number per 100 lines or circuits in service)	Percentage of trouble reports to the total installed base of services or elements within a calendar month.	MR-8	Resale UNE Loop POTS			
Repair/Maintenance - Mean Time to Repair (in hours and minutes)	Time from receipt of trouble to time trouble report is cleared divided by total number of trouble reports closed in reporting period.	MR-6	Resale UNE Loop POTS			
Repair/Maintenance - Percentage of Repeat Reports within 30 Days	Percentage of repeated trouble reports received in 30 days of the initial report to the total number of trouble reports received in the period.	MR-7	Resale UNE Loop POTS UNE Specials			
Carrier Service Center - Average Speed of Answer - Ordering	Timeliness of CLEC access to the Company's intercon-nection provisioning centers	OP-2	All			
Carrier Service Center - Average Speed of Answer - Repair	Timeliness of CLEC access to the Company's intercon-nection repair centers.	MR-2	All			

Redacted

Redacted

* ↑ = Higher is better
 ↓ = Lower is better
 ** Blank cells indicate little or no activity
 The comparison threshold is the base year performance plus or minus one standard deviation, as set forth in the FCC Order approving the merger.

CenturyLink Retail Service Quality - Arizona
 Pre and Post-Merger

METRIC DESCRIPTION	2010		2011		2012	
	Year End	July YTD	Year End	July YTD	Year End	July YTD
OOS Created Within 24 hrs. Excluding Fixed Mileage	Redacted					
Non-Designed Trouble Report Rate						
Non-Designed Installation within 3 Business Days						

Infrastructure Improvements – Arizona

Between April 1, 2011 and March 31, 2012, CenturyLink invested \$ [REDACTED] on network modernization (capital improvement) in Arizona. The following discussion outlines some of the major improvements to CenturyLink’s Arizona infrastructure.

Broadband

In Merger Condition 17, CenturyLink committed to invest no less than \$70 million in its broadband infrastructure in Arizona over a five year period beginning January 1, 2011. As reported to the Commission Staff in a presentation in June, 2012, CenturyLink met \$ [REDACTED] of that commitment in 2011. Confidential Attachment N to this report includes the PowerPoint deck that was used in the presentation to Staff. Investment in broadband expansion during the first quarter of 2012 has [REDACTED]; thus CenturyLink has [REDACTED] broadband commitment to Arizona.

During the first quarter of 2012, CenturyLink deployed Fiber-to-the-Neighborhood (FTTN) at [REDACTED] new locations in Arizona, increasing fiber optic transport coverage in the state by more than [REDACTED] living units. CenturyLink also upgraded [REDACTED] existing FTTN locations to VDSL2 technology, enabling broadband speeds of up to 40 megabit per second service availability. During the first quarter of 2012, the most current Digital Subscriber Line signaling technology was introduced to over [REDACTED] additional living units in Arizona. The following table reflects the changes in speed coverage (% of living units) for AZ during 1Q12:

AZ	40 MEG	20 MEG	12 MEG	10 MEG	7 MEG	5 MEG	3 MEG	1.5 MEG	256 KBPS
12/31/2011	Redacted								
4/1/2012									
Change (basis points)									

Other Investments

To ensure that distribution facilities met the stringent transmission requirements for video service offerings and higher speed data services, CenturyLink conducted an extensive loop testing and, as necessary, rehabilitation process. The grooming and rehabilitation project executed by

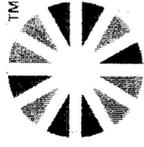
CenturyLink's engineering and construction forces benefits service delivery capabilities across all customer segments and the customer experience overall.

CenturyLink has also invested heavily in preparation for the introduction of its Prism video service in Arizona. Specifically, investments in the year since the merger close included \$ [REDACTED] on infrastructure associated with the local Phoenix video headend. CenturyLink also made large investments in the super headend that were needed to feed national content to the Phoenix local headend.

Further, in the first year following the merger, CenturyLink improved service to wireless carriers (and their wireless customers) in Arizona by constructing fiber optic transport (wireless backhaul) facilities linking new and existing wireless towers to the wireline network throughout the state. This deployment of fiber optic transport allowed for the higher bandwidth necessary to support the exploding data requirements of smartphone users. This construction also allowed CenturyLink the opportunity to provide new and improved bandwidth for previously under-served wireline customers along the same routes.

May 2012

DOCKET NO. T-01051B-10-0194
Merger Condition No. 34 Compliance Report
Attachment N – AZ Broadband Expansion Report
August 30, 2012
Page 1



CenturyLink™

Arizona Broadband Service Merger Compliance Progress Report

Confidential per Decision No. 72262

Goals and Results

Page 2

Provision 17. Qwest Corporation, or any successor entity, shall invest \$70 million in broadband infrastructure in Arizona over a five year period beginning January 1, 2011.

Redacted

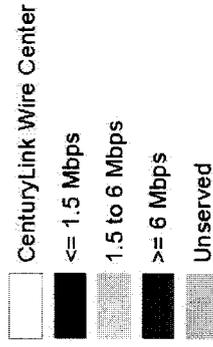


Arizona Broadband Service Availability – 12/31/10

Attachment N – AZ Broadband Expansion Report
August 30, 2012
Page 3

Redacted

Redacted



Arizona Broadband Service and Speed Expansion – 2011

Attachment N – AZ Broadband Expansion Report
August 30, 2012
Page 4

Redacted

-  CenturyLink Wire Center
-  Speed Upgrade
-  Broadband Expansion
-  Upgrade and Expansion

CONFIDENTIAL

CenturyLink Proprietary Information



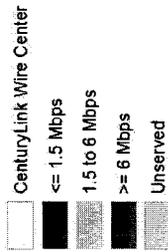
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Arizona Broadband Service Availability – 12/31/11

Attachment N – AZ Broadband Expansion Report
August 30, 2012
Page 5

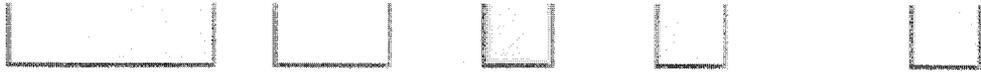
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2011 Broadband Deployment Scorecard

Redacted



2011 Deployment and Spending Trends

Attachment N – AZ Broadband Expansion Report
August 30, 2012
Page 7

Arizona

% Availability 2011 vs. 2010

70.0%
60.0%
50.0%
40.0%
30.0%
20.0%
10.0%
0.0%

Redacted

Broadband Investment

80
70
60
50
40
30
20
10
0

Redacted



Arizona Wire Centers with Speed Upgrades

Page 8

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8



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CenturyLink Internet Basics

DOCKET NO. T-01031B-10-0194

Merger Condition No. 34 Compliance Report
Attachment N - AZ Broadband Expansion Report
August 30, 2012

Page 10

Overview

CenturyLink Internet Basics was launched in October 2011 in order to reduce the barriers of broadband use in lower income households.

With CenturyLink Internet Basics, Qualifying low-income households receive:

- Up to 1.5 Mbps home Internet for just \$9.95* a month + taxes + fees with 12-month term commitment
- A netbook** with 24-month commitment for CenturyLink High-Speed Internet available at initial enrollment for just \$150 + taxes + S&H
- Access to free basic Internet training



CenturyLink Internet Basics (cont)

DOCKET NO. T-01051B-10-0184
Merger Condition No. 34 Compliance Report
Attachment N – AZ Broadband Expansion Report
August 30, 2012
Page 11

As part of the monthly service

- CenturyLink @Ease
 - 30-day money-back guarantee
 - Security Suite
 - Parental controls
 - 24/7 Technical Support
- Your own customizable CenturyLink home page
- Easy Installation. Do it yourself with our FREE self-installation kit, or we can do it for you for an additional charge.

Eligibility Requirements

To participate in CenturyLink Internet basics, your household must meet the following criteria:

- Is located where CenturyLink offers internet service
- Has not subscribed to CenturyLink Internet service within the last 90 days or is a current CenturyLink Internet customer
- Does not have an overdue CenturyLink bill or unreturned equipment
- Follows current guidelines for Lifeline/TAP phone service programs



Promoting and Training Internet Basics

- Promoting the Program
 - Spanish language TV and print media coverage
 - Flyers, newsletters and school phone calls with the school districts
 - AARP and the City of Phoenix Senior Center
 - CenturyLink Public Policy team inviting key government officials to the training
 - Newsletter and web-site with the Tucson Metropolitan Education Commission and City Council Offices
 - Information/brochures with Pima County and Santa Cruz school district superintendants
 - Pima Council on Aging and information/brochures to multi dwelling units/low income

Training

- Completed- numerous locations throughout the State
- Scheduled/Future- Devon Senior Center, Tucson Urban League and Santa Cruz County Library

INTERNET BASICS YTD RESULTS

-)
-)
-)

Redacted

