

BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON

UM 1484

In the Matter of

CENTURYLINK, INC.,

Application for Approval of Merger
between CenturyTel, Inc., and Qwest
Communications International, Inc.

ERRATA ORDER

DISPOSITION: ORDER 11-095 CORRECTED

The Commission hereby corrects certain errors in Appendix A to Order No. 11-095, entered March 24, 2011, as follows:

Appendix A, page 6 of 15, Condition 27 is amended by replacing the section identified as "*c. Replacement or Retirement of a Qwest OSS Interface*" with the following:

c. Replacement or Retirement of a Qwest OSS Interface

- i. The replacement or retirement of a Qwest OSS Interface may not occur without sufficient acceptance of the replacement interface by CLEC and CMRS carriers to help assure that the replacement interface provides the level of wholesale service quality provided by Qwest prior to the Closing Date (as described above). Each party participating in testing will commit adequate resources to complete the acceptance testing within the applicable time period. The Parties will work together to develop acceptance criteria. Testing will continue until the acceptance criteria are met. Sufficient acceptance of a replacement for a Qwest OSS Interface will be determined by a majority vote, no vote to be unreasonably withheld, of the CMP participants (Qwest and CLEC and CMRS carriers) in testing, subject to any party invoking the CMP's Dispute Resolution process. The requirements of this paragraph will remain in place only until completion of Merger-related OSS integration and migration activity.
- ii. The Merged Company will allow coordinated testing with CLEC and CMRS carriers, including a stable testing environment that mirrors

production, jointly established test cases, and, when applicable, controlled production testing, unless otherwise agreed to by the Company and CLEC and CMRS carriers. Testing described in this paragraph associated with Merger-related system replacement or integration will be allowed for the time periods in the CMP Document, or for 120 days, whichever is longer, unless otherwise mutually agreed to by the Merged Company and CLEC and CMRS carriers engaged in the testing.

- iii. The Merged Company will provide the CLECs and CMRS carriers training and education on any wholesale OSS implemented by the Merged Company without charge to the CLEC and CMRS carrier.
- iv. Notwithstanding the conditions set forth in subparagraph i., CenturyLink shall provide the Commission with 90 days notice of its intention to cease making the Qwest OSS system available to wholesale customers. The cutover shall not occur until the Commission has conducted an expedited investigative review and concluded that the post-merger OSS and performance levels will not deteriorate.

Appendix A, page 9-10 of 15, Condition 34 is corrected by renumbering paragraphs b), c), and d) as a), b) and c), respectively.

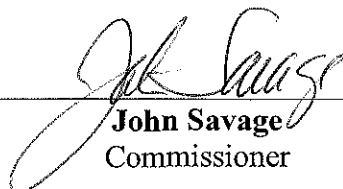
Appendix A, page 12 of 15, Condition 40 is amended by deleting the text therein and inserting the following:

- 40. In the Legacy Qwest ILEC Service Territory, the line conditioning amendment including all rates, terms and conditions related to Condition 14 of the settlement agreement among CenturyLink, Qwest and Integra Telecom filed with the Commission on November 9, 2010, will be made available to any requesting carrier no later than 30 days after the Transaction Closing Date.

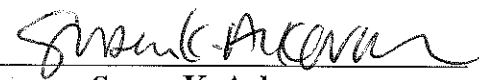
The remainder of Order No. 11-095 is unchanged.

IT IS SO ORDERED.

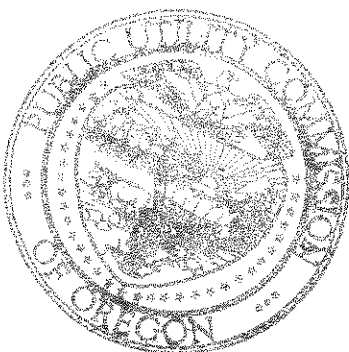
Made, entered, and effective APR 04 2011



John Savage
Commissioner



Susan K. Ackerman
Commissioner



A party may request rehearing or reconsideration of this order under ORS 756.561. A request for rehearing or reconsideration must be filed with the Commission within 60 days of the date of service of this order. The request must comply with the requirements in OAR 860-001-0720. A copy of the request must also be served on each party to the proceedings as provided in OAR 860-001-0180(2). A party may appeal this order by filing a petition for review with the Court of Appeals in compliance with ORS 183.480 through 183.484.