

ENTERED APR 05 2011

**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.

ORDER

DISPOSITION: PARTIAL WAIVER OF CONDITION GRANTED

I. SUMMARY

In this Order, the Public Utility Commission of Oregon (Commission) waives certain notification provisions of Condition 5 in Appendix A of Order No. 11-095, entered March 24, 2011 (the Merger Order)¹.

II. BACKGROUND

The Commission's Merger Order granting CenturyLink, Inc.'s application for an Order to Approve the Indirect Transfer of Control of Qwest Corporation (Qwest), included a list of conditions set forth in its Appendix A. Condition 5 in the Appendix reads as follows:

Prior to the closing of the transaction, customer notification of the merger and change of parent company will be given to all local exchange and long distance customers and will comply with any state and FCC rules and regulations. This notice will include notification to all existing and acquired OTAP/Lifeline customers that the acquisition will not affect their OTAP/Lifeline credits and that there is no action required on their part. Prior to the notification, CenturyLink will submit a draft of the OTAP/Lifeline portion to the OTAP Manager for review.

The Merger Transaction closed eight days later, on April 1, 2011. On March 31, 2011, CenturyLink, Inc. (CenturyLink or Applicant) filed a request (Request)

¹ As amended by Errata Order No. 11-101.

seeking a partial waiver of Condition 5. In that Request, Applicant stated that it had submitted a draft of the notification to the Commission's OTAP Manager for review and input as specified in the Condition. "However, due to the short window of time between the Order (March 24) and the merger closing date (April 1), CenturyLink and Qwest were not able to begin noticing customers. CenturyLink and Qwest will notice customers in the first bill cycle beginning April 1, 2011, and continuing through the month." (Request at 2).


III. DISCUSSION

We find that the Applicant has shown good cause for a waiver of the notification requirements to the extent necessary so that all affected customers receive the condition-specified notification with their bills, beginning April 1, 2011.


IV. ORDER

The request of CenturyLink, Inc., for a partial waiver of Condition 5 in Appendix A to Order No. 11-095, consistent with the conditions set forth above, is Granted.

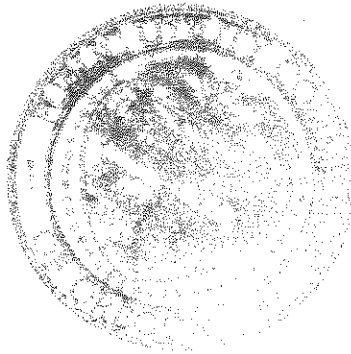
Made, entered, and effective APR 05 2011



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