



CenturyLink™

310 SW Park Ave., 11th Fl.
Portland, OR 97205

June 10, 2011

Annette Taylor
Oregon Public Utility Commission
550 Capitol St., NE
Suite 215
Salem, OR 97301

Re: UM-1484

Dear Ms. Taylor:

Enclosed for filing in the above entitled matter please find an original and five (5) copies of CenturyLink's Response to CUB's Motion Pursuant to Condition 54 of Order No. 11-095 Requesting the Adoption of Provisions from Other States, along with a certificate of service.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Carla M. Butler

Enclosures
cc: Service List

Phone: (503) 242-5420
Fax: (503) 242-8589
carla.butler@centurylink.com

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM 1484

In the Matter of
CENTURYLINK, INC.
Application for an Order to Approve the
Indirect Transfer of Control of
QWEST CORPORATION

**CENTURYLINK'S RESPONSE TO
CUB'S MOTION PURSUANT TO
CONDITION 54 OF ORDER NO. 11-095
REQUESTING THE ADOPTION OF
PROVISIONS FROM OTHER STATES**

RESPONSE OF CENTURYLINK TO CUB MOTION

CenturyLink, Inc., on behalf of its Oregon subsidiaries, hereby responds to CUB's Motion Pursuant to Condition 54 of Order No. 11-095 ("Order") Requesting the Adoption of Provisions from Other States ("Motion"). CenturyLink is not considering any actions that would be inconsistent with the conditions that CUB asks the Commission to adopt. However, CenturyLink believes that the proposed conditions do not meet the requirements of Condition 54 and, in any event, are not necessary.

The settlement agreements and the additional Staff/CUB conditions that the Commission adopted in Order No. 11-095 were thoroughly vetted by all the parties in numerous settlement negotiations over the course of nearly 6 months. They were the subject of extensive litigation, including hundreds of discovery requests and extensive pre-filed testimony. The conditions that CUB proposes are redundant to the numerous conditions that the Commission adopted in the Order.

CUB first asks the Commission to add an unnecessary condition that requires notification of OSS conversions:

CenturyLink will file notification with the Commission upon the completion of any OSS system conversions or integrations for which advance notification was required under the Retail or Wholesale OSS conditions

CUB offers no rationale for why the Commission should adopt this condition. It merely states a "concern" that the Order does not impose "post-completion notification obligations on the Merged Company." Merely stating a concern does not demonstrate harm. The subject of CUB's additional OSS condition is already fully addressed by Condition 27, which states:

Prior to conversion of major Qwest/CenturyLink retail operations support systems that impact Oregon operations, CenturyLink will provide notice to the Commission ninety (90) days in advance of the conversion. Notification will consist of a description of the systems involved, the action to be taken, the timelines associated with the system conversion and a description of customer impacts. Retail operations support systems are defined as ordering, provisioning, maintenance and repair, and billing systems.

In the event of a conversion, CenturyLink would have to provide *timelines associated with the system conversion*. This would include a completion date and CenturyLink would necessarily update the Commission on any changes to that date. And with respect to wholesale OSS, Condition 27 states that the OSS "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.”¹ This review by the Commission and the requirement to file timelines is more than sufficient to address any alleged harm associated with OSS conversions.

In addition, CUB asks the Commission to add a condition that would require CenturyLink to retain staff, in the state of Oregon, to address consumer complaints and would require that CenturyLink complaint staff be adequately trained and accessible during Commission operating hours:

CenturyLink will retain Qwest WUTC complaint staff in ~~Washington state~~ Oregon for a period of no less than two years following the close of the Transaction.

On an ongoing basis, CenturyLink shall ensure that its executive complaint functions are sufficiently staffed with adequately trained personnel who will provide a level of service ~~that is consistent with WAC 480-120-166~~, with particular focus on punctuality of response; accessibility during the Commission operating hours; thorough investigation with complete responses; and internal communication methods to reach appropriate operations personnel to respond to and resolve consumer issues, with particular emphasis on service affecting situations.

Again, CUB does not demonstrate a harm here, but merely states a concern. CUB fails to provide any information whatsoever to support a showing that there are, have been, or could be in the future, issues with CenturyLink’s or Qwest’s complaint staffing. Unsupported and conclusory statements, based purely on speculation, are not the proper basis for the execution of Condition 54 and should be rejected.

¹ See *Order*, Appendix, Condition 27.c.ii.

The final additional condition that CUB asks the Commission to impose involves service quality standards:

Nothing in this Agreement shall reduce or impair existing service quality obligations, standards, or reporting by Joint Applicants, nor shall this Agreement impair the right of the ~~Trial Staff~~ OPUC Staff or ~~the OCC~~ CUB to seek information within the scope of their statutory authority, to initiate complaints or any other right or remedy regarding service quality existing in ~~Colorado~~ Oregon law, Commission rules, or Commission orders applicable to the Joint Applicants.

Conditions 20 through 25 of the Order already address precisely the subject of CUB's proposed additional condition. Those conditions require CenturyLink to maintain service quality at a certain level, require the CenturyTel operating companies to resume reporting under OAR 860-023-0055 (16)(d) (from which they were exempt prior to the merger), require new reporting on switching infrastructure, and set forth safety standard commitments.

Furthermore, any concern by CUB that the Order could be construed to limit its or Staff's rights to initiate complaints or seek information regarding service quality is unfounded. There is no condition in the Order that purports to limit the Staff's rights. And it is not possible for the Commission to supersede, by order, condition, or otherwise, an Oregon statute. Even if a party were to assert that the Order impaired Staff's or CUB's rights, any dispute regarding such a limitation would be resolved by the Commission. Last, CUB cites no law, rule or order that it believes would be modified by the Order so as to limit its or Staff's rights. Therefore, there is no harm that

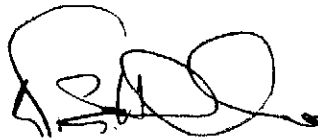
is addressed by this proposed condition and to adopt it would be unnecessary and inconsistent with Condition 54.

For the reasons set forth above, CenturyLink respectfully asks the Commission to deny the Motion.

Respectfully submitted,

DATED: June 10, 2011

CENTURYLINK

A handwritten signature in black ink, appearing to read 'W. Hendricks, III', written over a horizontal line.

William Hendricks, III
CenturyLink
805 Broadway Street
Vancouver, WA 98660
(360) 905-5949 (office)
Tre.Hendricks@CenturyLink.com

Attorney for CenturyLink, Inc.

CERTIFICATE OF SERVICE

UM 1484

I hereby certify that on the 10th day of June, 2011, I served the foregoing CENTURYLINK'S RESPONSE TO CUB'S MOTION PURSUANT TO CONDITION 54 OF ORDER NO. 11-095 REQUESTING THE ADOPTION OF PROVISIONS FROM OTHER STATES, in the above entitled docket on the following persons via e-mail, and via U.S. Mail by mailing a correct copy to them in a sealed envelope, with postage prepaid, addressed to them at their regular office address shown below, and deposited in the U.S. Post Office at Portland, Oregon.

William Sargent (w)
Tillamook county
1134 Main Avenue
Tillamook, OR 97141
wsargent@oregoncoast.com

** Arthur A. Butler (w)
Ater Wynne LLP
601 Union Street, Site 1501
Seattle, WA 98101-3981
aab@aterwynne.com

Joel Paisner
Ater Wynne
601 Union St., Suite 5450
Seattle, WA 98101-2327
jrp@aterwynne.com

*William E. Hendricks (w)
Rhonda Kent
CenturyLink
805 Broadway Street
Vancouver, WA 98660-3277
Tre.hendricks@centurylink.com
Rhonda.kent@centurylink.com

Michael Moore (w)
Charter Fiberlink OR-CCVII LLC
12405 Powerscourt Dr.
St Louis, MO 63131
Michael.moore@chartercom.com

**Gordon Feighner (w)
Citizens' Utility Board of OR
610 SW Broadway, Suite 308
Portland, OR 97205
Gordon@oregoncub.org

**Robert Jenks (w)
Citizens' Utility Board of OR
610 SW Broadway, Suite 308
Portland, OR 97205
bob@oregoncub.org

**G. Catriona McCracken (w)
Citizens' Utility Board of OR
610 SW Broadway, Suite 308
Portland, OR 97205
catriona@oergoncub.org

**Raymond Myers (w)
Citizens' Utility Board of OR
610 SW Broadway, Suite 308
Portland, OR 97205
ray@oregoncub.org

Kenneth Schifman (w)
Sprint Communications
6450 Sprint Pkwy
Overland park, KS 66251
Kenneth.schifman@sprint.com

Marsha Spellman
Converge Communications
10425 SW Hawthorne Ln.
Portland, OR 97225
marsha@convergecomm.com

Katherine K. Mudge
Covad Communications Co.
2111 W. Braker Ln., Suite 100
Austin, TX 78758
kmudge@covad.com

**K.C. Halm (w)
Davis Wright Tremaine
1919 Pennsylvania Ave. NW
2nd floor
Washington DC 20006-3458
kchalm@dwt.com

Diane Browning (w)
Sprint Communications
6450 Sprint Pkwy
Overland park, KS 66251
Diane.c.browning@sprint.com

** Mark Trincherro (w)
Davis Wright Tremaine
1300 SW 5th Ave., Suite 2300
Portland, OR 97201-5682
marktrincherro@dwt.com

**Jason Jones (w)
Department of Justice

Edwin Parker (w)
Economic Dev. Alliance

*Karen Clauson (w)
Integra Telecom

1162 Court St., NE
Salem, OR 97301-4096
Jason.w.jones@state.or.us

P.O. Box 402
Gleneden Beach, OR 97388
edparker@teleport.com

6160 Golden Hills Dr.
Golden Valley, MN 55416
klclauson@integratelecom.com

*Greg Rogers (w)
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021
Greg.rogers@level3.com

**Adam Lowney (w)
McDowell Rackner
520 SW 6th Ave., Suite 830
Portland, OR 97204
adam@mcd-law.com

*Wendy McIndoo (w)
McDowell Rackner
520 SW 6th Ave., Suite 830
Portland, OR 97204
wendy@mcd-law.com

*Lisa Rackner (w)
McDowell Rackner
520 SW 6th Ave., Suite 830
Portland, OR 97204
lisa@mcd-law.com

* Kelly Mutch (w)
PriorityOne Telecommunications
P.O. Box 758
La Grande, OR 97850-6462
managers@p1tel.com

**Michael Dougherty
Oregon Public Utility Comm.
P.O. Box 2148
Salem, OR 97308-2148
Michael.dougherty@state.or.us

Mark Reynolds (w)
Qwest Corporation
1600 7th Ave., Rm. 3206
Seattle, WA 98191
Mark.reynolds3@qwest.com

* Lyndall Nipps
TW Telecom of Oregon, LLC
9665 Granite Ridge Dr., Suite 500
San Diego, CA 92123
Lyndall.nipps@twtelecom.com

Barbara Young
United Telephone of the NW
902 Waco St., ORHDRA0305
Hood River, OR 97031
Barbara.c.young@centurylink.com

Adam Haas (w)
WSTC
10425 SW Hawthorne Ln.
Portland, OR 97225
adamhaas@convergecomm.com

Rex Knowles
XO Communications Services
7050 Union Park Ave., Suite 400
Midvale, UT 84047
Rex.knowles@xo.com

*Kristin Jacobson (w)
Sprint Nextel
201 Mission St., Suite 1500
San Francisco, CA 94105
kristin.l.jacobson@sprint.com

Michel Singer Nelson
Penny Stanley
360networks (USA) Inc.
370 Interlocken Blvd.
Suite 600
Broomfield, CO 80021
Penny.stanley@360.net

* Judith Endejan (w)
Graham & Dunn PC
2801 Alaskan Way, Suite 300
Seattle, WA 98121
jendejan@grahamdunn.com

Dave Conn
T-Mobile USA, Inc.
12920 SE 39th St.
Bellevue, WA 98006
Dave.conn@t-mobile.com

Frank G. Patrick, Esq.
P.O. Box 121119
Portland, OR 97281
fgplawpc@hotmail.com

Richard Stevens (w)
Central Telephone, Inc.
1505 S. Grant
P.O. Box 25
Goldendale, WA 98620
rstevens@gorge.net

**Gregory Merz (w)
Gray Plant Mooty
500 IDS Center
80 S Eighth Street
Minneapolis, MN 55402
Gregory.Merz@Gpmlaw.Com

John Felz (w)
CenturyLink
5454 W. 110th St.
KSOPKJ0502
Overland Park, KS 66211
John.felz@centurylink.com

David Hawker (w)
City of Lincoln City
801 SW Highway 101
Lincoln City, OR 97367
davidh@lincolncity.org

Douglas R. Holbrook
P.O. Box 2087
Newport, OR 97365
doug@lawbyhs.com

Charles Jones (w)
Communication Connection
15250 SW Science Park Dr.,
Suite B
Portland, OR 97229
charlesjones@cms-nw.com

Wayne Belmont, Esq. (w)
Lincoln County Counsel
225 W. Olive St.
Newport, OR 97365
wbelmont@co.lincoln.or.us

Greg Marshall (w)
NPCC
2373 NW 185th Ave., # 310
Hillsboro, OR 97124
gmarshall@corbantechologies.com

Randy Linderman
Pacific NW Payphone
2373 NW 185th Ave., #300
Hillsboro, OR 97124-7076
rlinderman@gofirestream.com

Edwin B. Parker (w)
Parker Telecommunications
P.O. Box 402
Gleneden Beach, OR 97388
edparker@teleport.com

**Bryan Conway
Oregon Public Utility Comm.
P.O. Box 2148
Salem, OR 97308-2148
Bryan.conway@state.or.us

**Patrick L. Phipps
QSI Consulting, Inc.
3504 Sundance Drive
Springfield, IL 62711

Charles Best (w)(hc)
Attorney at Law
1631 NE Broadway, # 538
Portland, OR 97232-1425
chuck@charleslbest.com

**Brian Nixon (w)
Davis Wright Tremaine LLP
1919 Pennsylvania Ave., # 200
Washington DC 20006
briannixon@dwt.com

DATED this 10th day of June, 2011.

CENTURYLINK



By: _____
Carla M. Butler
Paralegal
310 SW Park Avenue, 11th Flr.
Portland, OR 97205
Telephone: 503-242-5420
Facsimile: 503-242-8589
e-mail: carla.butler@centurylink.com

(w) denotes waiver of paper service

* denotes signed Protective Order No. 10-192

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