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Carla M. Butler
Lead Paralegal

January 12, 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 one copy of the Errata Affidavit of Michael G. Williams Regarding Additional Performance Assurance Plan ("APAP"), along with a certificate of service.

This Errata Affidavit only corrects the heading on the Affidavit filed with the Public Utility Commission on January 7, 2011.

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

Sincerely,

A handwritten signature in black ink that reads "Carla".

Carla M. Butler

Enclosures
cc: Certificate of Service

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

AFFIDAVIT OF MICHAEL G. WILLIAMS
REGARDING ADDITIONAL
PERFORMANCE ASSURANCE PLAN
("APAP")

I, Michael G. Williams, being duly sworn or oath, depose and say:

1. My name is Michael G. Williams. I am Senior Director of Public Policy for Qwest Corporation International, Inc. ("Qwest"). I am appearing as a witness in the proceeding for Qwest. My business address is 1801 California Street, Denver, Colorado 80202.

2. I sponsored pre-filed testimony in this matter: Qwest Exhibit Qwest/5 (Rebuttal Testimony of Michael G. Williams).

3. In addition to my pre-filed testimony, I make the following statements for the record in this matter, as agreed by the Parties at hearing on December 17, 2010.

4. On October 26, 2010 and again on November 4, 2010, before the Public Service Commission of Utah, I presented oral testimony regarding the "additional performance assurance plan" ("APAP") proposed by the Joint CLECs. The relevant portions of this testimony can be found in the Utah transcripts for October 26, 2010 on page 187 and for November 4, 2010 on pages 582 to 583.

5. In my Utah testimony, I offered an analysis, based on "real-world data" from the Qwest Performance Assurance Plan (QPAP), that demonstrated the impact the APAP would have had if the merger had closed on 31 December 2009 and, further, if Qwest's service performance in 2010 (i.e., the first post-merger year) had been precisely the same as it was in 2009. In other words, the same data from 2009 was used for both the pre- and post-merger years in this analysis.

6. I also performed that same analysis for Oregon, based on the Oregon QPAP and using actual Oregon data from 2009. For Oregon, this analysis shows that the APAP would have penalized Qwest \$1.4 million for the first post-merger year, as compared with about \$70,000 under the QPAP, or about 20 times what the QPAP would have done - even though Qwest's post-merger performance was precisely the same as in the pre-merger year in this analysis.

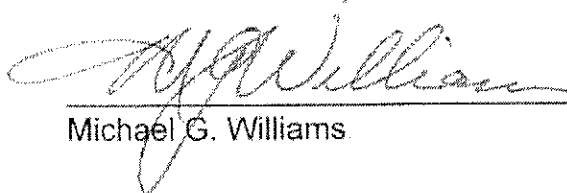
7. In addition, I would note that, with such a large additional penalty for "same" performance, the Merged Company would have to significantly improve performance, above the already-high levels, to attempt to suffer no payments under the APAP. Using the same analysis, I found that even a ten percent improvement in post-merger service performance, across all metrics, would not eliminate APAP payments.

7. In Utah, a proposed modification to the APAP was offered by Integra's witness, Douglas Denney, on October 26, 2010, as indicated on pages 372 and 373 of the Utah transcript. In response, I would note that this modification would not prevent the APAP from penalizing the Merged Company even when service performance has not degraded.

8. Finally, as I testified in Utah, "... the APAP is a bad plan that is beyond repair and has no place in any settlement or as a condition in a merger."

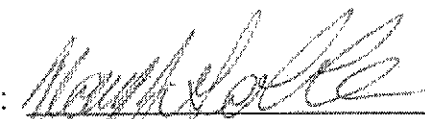
I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF COLORADO THAT THE FOREGOING IS TRUE AND CORRECT BASED ON MY INFORMATION AND BELIEF.

Signed this 7th day of January, 2011.



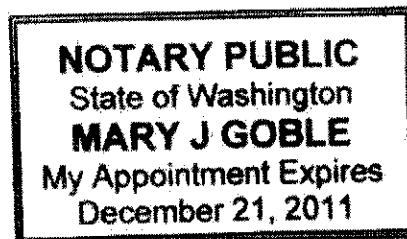
Michael G. Williams.

Subscribed and sworn to before me this 7th day of January, 2011.

Signed: 

Printed: Mary J Goble

My Commission Expires: 12/21/11



CERTIFICATE OF SERVICE

UM 1484

I hereby certify that on the 12th day of January, 2011, I served the foregoing **ERRATA AFFIDAVIT OF MICHAEL G. WILLIAMS REGARDING ADDITIONAL PERFORMANCE ASSURANCE PLAN ("APAP")**, 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.

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DATED this 12th day of January, 2011.

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(w) denotes waiver of paper service

* denotes signed Protective Order No. 10-192

** denotes signed Protective Order Nos. 10-192 and 10-291