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**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON
UM 1484**

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In the Matter of
CENTURYLINK, INC.,
Application for Approval of Merger between
CenturyTel, Inc., and Qwest Communications
International, Inc.

**MOTION TO ALLOW
ARTHUR A. BUTLER TO APPEAR
PRO HAC VICE**

The Telecommunications Ratepayers Association for Cost-based and Equitable Rates ("TRACER") respectfully moves to allow Arthur A. Butler to appear *Pro Hac Vice* on behalf of TRACER.

This motion is supported by a Certificate of Compliance for *Pro Hac Vice* Admission, a Certificate of Good Standing (Status Certificate) from the Washington State Bar Association and a Confirmation of Insurance, attached as Exhibits A, B, and C.

Respectfully submitted this 4th day of June, 2010.

ATER WYNNE LLP

By: 

Joel R. Paisner, OSB No. 100580
601 Union Street, Suite 1501
Seattle, WA 98101-3981
Telephone: (206) 623-4711
Facsimile: (206) 467-8406
E-mail: jrp@aterwynne.com
Attorneys for TRACER

In re: Arthur A. Butler
Name of Out-of-State Attorney

**Certificate of Compliance
For Pro Hac Vice Admission**

I, Arthur A. Butler (print name), am an attorney in the State of Washington and I intend to seek *pro hac vice* admission in accordance with ORS 9.241 and UTCR 3.170 in the following Oregon court action or proceeding:

Case Name: In the Matter of CenturyLink, Inc. Application for Approval of Merger between CenturyTel, Inc., and Qwest Communications International, Inc.

Court: Public Utility Commission of Oregon Case No.: UM-1484

I certify that (check all that apply):

- I am an attorney in good standing in the State of Washington, as evidenced by the attached good standing certificate issued by the licensing authority in that state.
- I am not subject to any pending disciplinary proceedings in any jurisdiction; or
- I am subject to pending disciplinary proceedings in another jurisdiction, the nature and status of which are described in an attachment to this certificate.
- I intend to associate in the above-referenced action or proceeding with Joel R. Paisner, OSB No. 100580, an active member in good standing of the Oregon State Bar, who will participate meaningfully in the matter.
- I will comply with applicable statutes, laws, and procedural rules of the State of Oregon; be familiar with and comply with disciplinary rules of the Oregon State Bar; and submit to the jurisdiction of the Oregon courts and Oregon State Bar with respect to acts and omissions occurring during my *pro hac vice* admission.
- My private law practice activities in Oregon are covered by professional liability insurance substantially equivalent to the Oregon State Bar Professional Liability Fund plan, as evidenced by the attached certificate of insurance coverage.
- I agree, as a continuing obligation of *pro hac vice* admission, to notify the trial court promptly of any changes in my insurance coverage, or my admission or disciplinary status in any other jurisdiction.
- I will provide to the Oregon State Bar a copy of the order admitting me *pro hac vice* in the above-referenced matter when such an order is granted. In the event *pro hac vice* admission is revoked for any reason, I will promptly notify the Oregon State Bar.
- I submit \$250 to the Oregon State Bar as payment of the *pro hac vice* fee established by ORS 9.241 and the rules of the Oregon Supreme Court. I acknowledge that this fee is for a period of twelve months from the date of the Acknowledgment of Receipt issued below, and that an additional fee of \$250 will be required in order for me to continue my *pro hac vice* admission in the matter for every twelve-month period thereafter.

Dated this 4th day of June, 2010.

X 
(Applicant Signature)

Mailing Address: 601 Union Street, Suite 1501

Ater Wynne LLP
Seattle, WA 98101-3981

Washington Bar No.: 04678

(Home Jurisdiction)

Phone: 206.623.4711

FAX: 206.467.8406

Email: aab@aterwynne.com

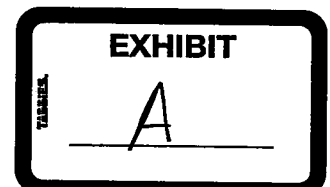
Acknowledgment of Receipt

I, Jeffrey D. Sapiro, Regulatory Services Counsel of the Oregon State Bar, acknowledge receipt from the above-named out-of-state attorney of the Certificate of Compliance for Pro Hac Vice Admission and attachments, and the \$250 fee for pro hac vice appearance in the above-referenced Oregon action or proceeding. The fee is for a period of twelve months from the date of this acknowledgment.

Dated this _____ day of _____, 20____.

SEE MATERIALS ATTACHED:

Jeffrey D. Sapiro, Regulatory Services Counsel



STATUS CERTIFICATE

This certifies that

ARTHUR ALLAN BUTLER

was admitted to the Bar of the State of Washington on October 25, 1972, has been an active member since admission, and has complied with all requirements of the Washington State Bar Association for payment of licensing fees and attendance at continuing legal education programs.

Dated as of May 11, 2010.



Paula C. Littlewood
Executive Director

Washington State Bar Association
1325 Fourth Avenue, Suite 600
Seattle, WA 98101-2539
206-443-WSBA

EXHIBIT

B

ALAS



ATTORNEYS' LIABILITY ASSURANCE SOCIETY, INC.,
A RISK RETENTION GROUP

May 7, 2010

Ater Wynne LLP
Lovejoy Building
1331 NW Lovejoy Street, Suite 900
Portland, OR 97209-2785

To Whom It May Concern:

CONFIRMATION OF INSURANCE

We hereby confirm that Ater Wynne LLP and Arthur A. Butler have Professional Liability Coverage under Policy ALA#1555 with an annual limit of \$10,000,000 per claim and \$20,000,000 in the aggregate with the right, under stated conditions, to purchase extended reporting rights upon termination of such Policy by ALAS.

The self-insured retention under such Policy is \$500,000 each claim up to an aggregate of \$1,000,000 and \$100,000 each claim thereafter.

The Policy effective date is from January 1, 2010 to January 1, 2011.

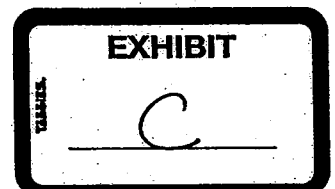
Such Policy is subject to the terms, conditions, limitations and exclusions stated therein.

ATTORNEYS' LIABILITY ASSURANCE SOCIETY, INC.
A RISK RETENTION GROUP

By: Anne M. Mahoney
Anne M. Mahoney
Assistant Director of Underwriting

Date: 5/7/10

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311 South Wacker Drive, Suite 5700
Chicago, IL 60606-6629

tel 312-697-6900 fax 312-697-6901 Web site alas.com

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2 **CERTIFICATE OF SERVICE**

3 I hereby certify that I have this 4th day of June, 2010, served the foregoing along with the correct
4 number of copies, of the foregoing **MOTION TO ALLOW ARTHUR A. BUTLER TO**
5 **APPEAR PRO HAC VICE** in docket UM 1484 upon each party listed in the UM 1484 PUC
6 Service List by email and, where paper service is not waived, by U.S. mail, postage prepaid, and
upon the Commission by email and by sending 2 copies by U.S. mail, postage prepaid to the
Commission's Salem offices.

7 ***On Behalf Of United Telephone Company of the***
8 ***Northwest***

9 Barbara Young
10 United Telephone Company of the Northwest
11 ORHDRA0305
902 Wasco Street
Hood River OR 97031-3105

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile (541) 387-9753
- Email
- (barbara.c.young@mail.sprint.com)

12 *Confidentiality Status:*

13 ***On Behalf Of Qwest Corporation***

14 Alex M. Duarte
15 Qwest Corporation
16 Suite 810
421 SW Oak Street
Portland OR 97204

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile (503) 242-8589
- Email (alex.duarte@qwest.com)

17 *Confidentiality Status:*

18 ***On Behalf Of CenturyLink***

19 William E. Hendricks III
20 CenturyLink
805 Broadway Street
Vancouver WA 98660-3277

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile
- Email (tre.hendricks@embarq.com)

21 *Confidentiality Status:*

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On Behalf Of Qwest Corporation

Mark S. Reynolds
Qwest Corporation
Room 3206
1600 7th Avenue
Seattle WA 98191

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile (206) 346-7289
- Email (mark.reynolds3@qwest.com)

Confidentiality Status:

On Behalf Of Oregon Public Utility Commission

Bryan Conway
Oregon Public Utility Commission
PO Box 2148
Salem OR 97308-2148

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile (503) 373-7752
- Email (bryan.conway@state.or.us)

Confidentiality Status:

On Behalf Of Oregon Department of Justice

Jason W. Jones
Oregon Department of Justice
1162 Court Street NE
Salem OR 97301-4096

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile
- Email (jason.w.jones@state.or.us)

Confidentiality Status:

On Behalf Of Citizens' Utility Board of Oregon

Robert Jenks
Citizens' Utility Board of Oregon
Suite 308
610 SW Broadway
Portland OR 97205

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile (503) 274-2956
- Email (bob@oregoncub.org)

Confidentiality Status:

On Behalf Of CenturyLink:

Charles L. Best
Suite 538
1631 NE Broadway
Portland OR 97232-1425

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile
- Email (chuck@charleslbest.com)

Confidentiality Status:

1 ***On Behalf Of Citizens' Utility Board of Oregon***

2 Gordon Feighner
3 Citizens' Utility Board of Oregon
4 Suite 308
5 610 SW Broadway
6 Portland OR 97205

7 *Confidentiality Status:*

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 Overnight Mail (UPS)
 Facsimile (503) 274-2956
 Email (gordon@oregoncub.org)

8 ***On Behalf Of Citizens' Utility Board of Oregon***

9 Kevin Elliott Parks
10 Citizens' Utility Board of Oregon
11 Suite 308
12 610 SW Broadway
13 Portland OR 97205

14 *Confidentiality Status:*

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 Overnight Mail (UPS)
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 Email (kevin@oregoncub.org)

15 ***On Behalf Of Citizens' Utility Board of Oregon***

16 G. Catriona McCracken
17 Citizens' Utility Board of Oregon
18 Suite 308
19 610 SW Broadway
20 Portland OR 97205

21 *Confidentiality Status:*

Hand Delivered
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 Overnight Mail (UPS)
 Facsimile (503) 274-2956
 Email (catriona@oregoncub.org)

22 ***On Behalf Of Citizens' Utility Board of Oregon***

23 Raymond Myers
24 Citizens' Utility Board of Oregon
25 Suite 308
26 610 SW Broadway
Portland OR 97205

Confidentiality Status:

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 Email (ray@oregoncub.org)

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On Behalf Of Oregon Public Utility Commission

Michael Dougherty
Public Utility Commission of Oregon
PO Box 2148
Salem OR 97301

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile
- Email (michael.dougherty@state.or.us)

Confidentiality Status:

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 4th day of June, 2010, at Seattle, Washington.