

**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.

PREHEARING CONFERENCE  
REPORT & RULING

DISPOSITION: SCHEDULE ADOPTED; PETITIONS TO INTERVENE  
GRANTED WITH AND WITHOUT CONDITIONS;  
MOTION TO ALLOW APPEARANCE OF COUNSEL  
*PRO HAC VICE* GRANTED

A prehearing conference was held on Tuesday, June 8, 2010. Appearances by  
counsel were noted for the following entities:

CenturyLink, Inc. (CenturyLink)  
Qwest Communications International, Inc. (Qwest)  
Citizens' Utility Board of Oregon (CUB)  
tw telecom of Oregon, llc  
Covad Communications Company  
XO Communications Services, Inc.  
Integra Telecom of Oregon, Inc; Advanced TelCom, Inc.; Electric Lightwave,  
LLC; Eschelon Telecom of Oregon, Inc.; Oregon Telecom Inc.; and United  
Telecommunications Inc., d/b/a Unicom  
Priority One Telecommunications, Inc. (Priority One)  
Charter Fiberlink OR-CCVII LLC (Charter)  
Level 3 Communications LLC  
GVNW Consulting  
Oregon Telecommunications Association  
Staff of the Public Utility Commission of Oregon  
Telecommunications Ratepayers Association for Cost-Based and Equitable Rates  
(TRACER)  
360 Networks USA, Inc.  
BendBroadband

Parker Telecommunications (Parker) noted its appearance *pro se*.

The Administrative Law Judge (ALJ) noted that CUB filed a Notice of Intervention on June 3, 2010, and had become a party to the proceeding. The ALJ indicated that prior to the prehearing conference he had reviewed the Petitions to Intervene filed by Qwest; tw telecom of Oregon, llc; Covad Communications Company; XO Communications Services, Inc.; Integra Telecom of Oregon, Inc.; Advanced TelCom, Inc.; Electric Lightwave, LLC; Eschelon Telecom of Oregon, Inc.; Oregon Telecom Inc.; United Telecommunications Inc., d/b/a Unicom; Level 3 Communications LLC; TRACER; and Parker and found them to have satisfied the requirements of ORS §756.525 and OAR §860-012-0001.

Counsel for Priority One Telecommunications, Inc. (Priority One), and Charter indicated that a Petition to Intervene had been filed for Priority One and that a Petition to Intervene would also be filed for Charter.

No entity at the prehearing conference interposed any comment or objection to the Petitions except with respect to questions raised regarding the scope of matters to be explored in the hearing raised in the Petition of Parker. The ALJ indicated that the scope of the issues was an evidentiary question that did not go to the overall question of allowing participation in the proceeding by Parker as a party. Any questions regarding the scope of issues sought to be raised by Parker could be addressed in the evidentiary phase. The ALJ granted all of the previously reviewed Petitions to Intervene without conditions.

During a recess in the conference, the parties agreed upon a proposed schedule for the opening phase of the proceeding. When the conference resumed, the proposed schedule was offered to the ALJ as follows:

Prehearing Conference	June 8, 2010
Deadline for Petitions to Intervene	June 22, 2010
First Settlement Conference	August 3, 2010
Staff & Intervenors' (excluding Qwest) Reply Testimony due	August 17, 2010
Second Settlement Conference	August 30, 2010
CenturyLink and Qwest Rebuttal Testimony due	September 10, 2010
Third Settlement Conference	September 27, 2010
Hearing	October 20-21, 2010

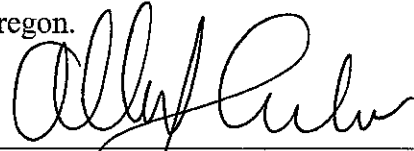
The ALJ noted that all settlement conferences were to be held at times and places set at the discretion of the parties and that the ALJ need not be consulted regarding changes, additions, or cancellations of such settlement conferences.

After the close of the prehearing conference, the ALJ reviewed the Motion of TRACER to allow Arthur A. Butler to appear as counsel *pro hac vice* in this proceeding in association with Oregon State Bar member Joel R. Paisner, and found the Motion to have met all of the requirements set forth in ORS §9.241 and UTCR §3.170.

## RULING

1. The schedule set forth above is ADOPTED.
2. Petitions to Intervene filed by Priority One Telecommunications, Inc., and Charter Fiberlink OR-CCVII LLC are GRANTED subject to the condition that no oppositions to such Petitions are filed with the Commission by the close of business on June 14, 2010.
3. Arthur A. Butler is ADMITTED as counsel *pro hac vice* in this proceeding.

Dated this 10<sup>th</sup> day of June, at Salem, Oregon.



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Allan J. Arlow  
Administrative Law Judge

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