



STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.nj.gov/bpu/

TELECOMMUNICATIONS

IN THE MATTER OF QWEST COMMUNICATIONS)	PREHEARING ORDER
COMPANY, LLC AND CENTURYTEL, INC. FOR)	AND ORDER GRANTING
APPROVAL OF INDIRECT TRANSFER OF CONTROL)	ADMISSIONS FOR PRO HAC
OF QWEST COMMUNICATIONS COMPANY, LLC)	VICE
)	
		DOCKET NO. TM10050343

Colleen Foley, Esq. (Saul Ewing, LLP) for CenturyTel, Inc.
Martin C. Rothfelder (Rothfelder Stern LLC) for Qwest Communications Company LLC

Christopher White, Esq., Paul Flanagan, Esq., Jose Rivera-Benitez, Esq. and Maria Novas-Ruiz, Esq. for Division of Rate Counsel (Stefanie A. Brand, Director)

Anne M. Shatto, Deputy Attorney General for the Staff of the New Jersey Board of Public Utilities (Paula T. Dow, Attorney General of New Jersey)

(SERVICE LIST ATTACHED)

BY THE BOARD:

BACKGROUND

On May 19, 2010, Joint Petitioners CenturyTel, Inc. ("CenturyLink") and Qwest Communications Company, LLC ("Qwest") filed a petition with the New Jersey Board of Public Utilities ("Board"), pursuant to N.J.S.A. 48:2-51.1 and N.J.S.A. 48:3-10, seeking approval of the indirect transfer of control of Qwest to CenturyLink. On July 13, 2010, a prehearing conference was held pursuant to N.J.A.C. 1:1-13.1 and attended by representatives from CenturyLink, Qwest, Division of Rate Counsel ("Rate Counsel") and Board Staff (collectively referred to as the "Parties"). The Parties agreed upon a procedural schedule for the matter and asked that it be presented to the Board for approval.

DISCUSSION AND FINDINGS

The Board HEREBY SETS the procedural schedule and prehearing order as described herein below.

1. NATURE OF PROCEEDINGS AND ISSUES TO BE RESOLVED:

This is a contested case regarding the CenturyLink and Qwest's petition for approval of an indirect transfer, filed pursuant to N.J.S.A. 48:2-51.1 and N.J.S.A. 48:3-10 and any other applicable statutes and regulations.

2. PARTIES AND ATTORNEYS OR REPRESENTATIVES

Motions for admission *pro hac vice* were filed by representatives for CenturyLink and Qwest. Those motions will be addressed below. The Board HEREBY ORDERS that outstanding motions for admission *pro hac vice* and motions to intervene/participate be filed with the Board by August 20, 2010.

3. SPECIAL LEGAL REQUIREMENTS AS TO NOTICE OF HEARING:

None at this time.

4. SCHEDULE OF HEARING DATES, TIME AND PLACE:

Hearings will be held on November 4-5, 2010, before the Presiding Commissioner. Hearings will commence at 10:00 a.m. in the 8th Floor hearing room of the Board of Public Utilities, Two Gateway Center, Newark, New Jersey.

5. STIPULATIONS:

None at this time.

6. SETTLEMENT:

Settlement conference(s) among the parties are encouraged and may be convened at the convenience of the parties without prior approval or knowledge of the Board.

7. AMENDMENTS TO PLEADINGS:

None.

8. CASE EVENTS AND DATE FOR COMPLETION:

The Board has carefully considered the scheduling proposal agreed upon by the Parties in attendance at the Prehearing Conference of July 13, 2010. Based upon those submissions, the nature of the case, and the needs of the Board, the following schedule has been set:

Initial Testimony of Joint Petitioners	August 12, 2010
Last Date for Discovery on Initial Testimony of Joint Petitioners	August 19, 2010
Motions to Intervene/Participate and Motions for Admission <i>pro hac vice</i> Due	August 20, 2010
Oppositions to Motions to Intervene/Participate	August 27, 2010

Last Date for Responses to Discovery on Initial Testimony of Joint Petitioners	August 30, 2010
Rate Counsel/Intervenor Testimony	September 23, 2010
Discovery Requests on Rate Counsel/Intervenor Testimony	September 27, 2010
Last Date for Responses to Discovery Requests on Rate Counsel/ Intervenor Testimony	October 7, 2010
Rebuttal Testimony of Joint Petitioners	October 14, 2010
Last Date for Discovery Requests on Rebuttal Testimony	October 19, 2010
Last Date for Responses to Discovery Requests on Rebuttal Testimony	October 26, 2010
Evidentiary Hearings (with live surrebuttal)	November 4-5, 2010
Initial Briefs	November 19, 2010
Reply Briefs	November 30, 2010
Anticipated Board Action	December 15, 2010

9. ORDER OF PROOFS:

1. Joint Petitioners
2. Intervenors (if necessary)
3. Division of Rate Counsel
4. Board Staff

10. EXHIBITS MARKED FOR IDENTIFICATION:

None at this time.

11. EXHIBITS MARKED IN EVIDENCE:

None at this time.

12. MOTIONS CONTEMPLATED, PENDING OR GRANTED:

With the exception of the motions granted above, no outstanding motions exist at this time.

13. OTHER SPECIAL MATTERS:

None.

By motion dated July 20, 2010, Colleen A. Foley, Esq. moved pursuant to N.J.A.C. 1:1-5.2 for the admission *pro hac vice* of Zsuzsanna E. Benedek, Esq., a member in good standing of the bar of Pennsylvania. As part of the application, Ms. Benedek filed an affidavit dated July 15, 2010, asserting that there is good cause for her admission since she has extensive legal and regulatory expertise regarding Joint Petitioner CenturyLink, and that she agrees to have all pleadings, briefs and other papers to be filed with the Board signed by New Jersey counsel. The affidavit also indicates that Ms. Benedek has satisfied all of the conditions for admission as set forth in R. 1:21-2(a), and that the fees required by R. 1:20-1(b), 1:28B-1(e) and 1:28-2 have been paid to the Disciplinary Oversight Committee, the Lawyers' Assistance Program, and the New Jersey Lawyers' Fund for Client Protection.

Further, by motion dated July 20, 2010, Martin C. Rothfelder, Esq. moved pursuant to N.J.A.C. 1:1-5.2 for the admission *pro hac vice* of Alex M. Duarte, Esq., a member in good standing of the bar of Oregon. As part of the application, Mr. Duarte filed an affidavit dated July 20, 2010, asserting that there is good cause for his admission since he has extensive legal and regulatory expertise regarding Joint Petitioner Qwest, and that he agrees to have all pleadings, briefs and other papers to be filed with the Board signed by New Jersey counsel. The affidavit also indicates that Mr. Duarte has satisfied all of the conditions for admission as set forth in R. 1:21-2(a), and that the fees required by R. 1:20-1(b), 1:28B-1(e) and 1:28-2 have been paid to the Disciplinary Oversight Committee, the Lawyers' Assistance Program, and the New Jersey Lawyers' Fund for Client Protection.

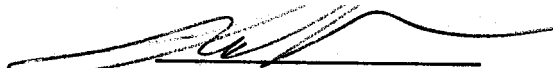
Based on review of the motions for admission *pro hac vice* of Ms. Benedek and Mr. Duarte, and the supporting affidavits, and no objections having been received, The Board FINDS that Ms. Benedek and Mr. Duarte have satisfied the conditions for admission, and therefore, HEREBY GRANTS the motions for admission to practice before the Board for this proceeding only, provided that Ms. Benedek and Mr. Duarte shall:

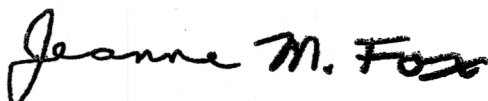
- 1) abide by the Board's rules and all applicable New Jersey court rules, including all disciplinary rules;
- 2) submit proof of payment of the fees required by R. 1:20-1(b) and 1:28-2 and 1:28B-1(e);
- 3) consent to the appointment of the Clerk of the Supreme Court as agent upon whom service of process may be made for all actions against him that may arise out of his participation in this matter;
- 4) notify the Board immediately of any matter affecting his standing at the bar of any other jurisdiction; and
- 5) have all pleadings, briefs and other papers filed with the Board signed by the attorney of record authorized to practice in this State, who shall be held responsible for them and for the conduct of this cause and the attorney admitted by this Order.

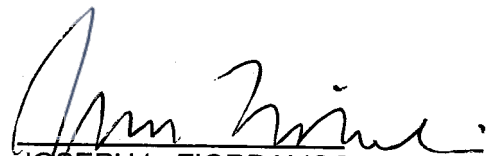
The Board HEREBY ISSUES this prehearing order. Further, pursuant to N.J.S.A. 48:2-32, the Board HEREBY DESIGNATES Commissioner Nicholas Asselta as the presiding officer who is authorized to rule on all motions that arise during the pendency of these proceedings and modify the schedule set by this Order as necessary to secure a just and expeditious determination of these issues. Any orders issued by the Designated Commissioner shall be subject to ratification by the Board.

DATED: 8/16/10


BOARD OF PUBLIC UTILITIES
BY:


LEE A. SOLOMON
PRESIDENT


JEANNE M. FOX
COMMISSIONER


JOSEPH L. FIORDALISO
COMMISSIONER

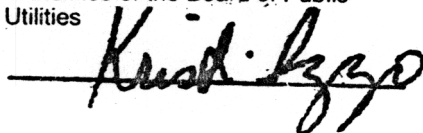

NICHOLAS ASSELTA
COMMISSIONER


ELIZABETH RANDALL
COMMISSIONER

ATTEST:


KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within
document is a true copy of the original
in the files of the Board of Public
Utilities



**Joint Petition of Qwest Communications Company, LLC And CenturyTel, Inc. for
Approval of Indirect Transfer of Control of Qwest Communications Company, LLC
BPU Docket No. TM10050343**

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