

Description of CenturyLink's Staff Eyes Only HSR Documents				
#	Updated Status (9/28/10)	Date	Title	Description
10	SEO	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator.
23	SEO	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing highly confidential and competitively sensitive data regarding the financial assumptions and projected market rollout of IPTV in various markets
33	SEO	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink and containing proprietary, highly confidential and competitively sensitive market data research regarding potential product offerings and customer preferences in various markets
35	SEO	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing highly confidential and competitively sensitive market projections and financial data regarding IPTV offering.
36	SEO	Undated	Consumer Sales Approach	Presentation containing proprietary, highly confidential go-to-market plans and competitively sensitive information regarding CenturyTel's consumer sales strategy
4	HC-Redacted Pages – 9,10,11	3/10/2010	February 2010 Customer Profile and Churn Trends	Report containing highly confidential and competitively sensitive retail customer data broken down by customer segment with churn data provided by product purchased. The report also discusses marketing and retention strategies as well as trending data for active Qwest customers.
13	HC-Redacted Pages 7, 8, 9	4/1/2010	Wholesale Overview	Presentation containing highly confidential and competitively sensitive data, including carrier proprietary information, regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace

15	HC – Redacted Pages 8,10,13,14,15,16,17,18,20,21,23,30,35,42,43,44,45,46, 47	4/1/2010	2010-2013 Long Range Plan Review	Analysis of CenturyLink's Long Range Plan containing highly confidential, material, non-public information and competitively sensitive data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
16	HC – Redacted Pages 23, 24, 30, 32, 33, 34, 35, 36, 37, 38, 39, 40, 43, 46	3/23/2010	Operations Review	Presentation containing highly confidential and competitively sensitive market specific data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets. Highly confidential market launch data is included in the presentation for upcoming product rollouts.
9	HC	3/23/2010	Long Range Plan	
24	HC	4/15/2010	Message regarding impact of access rate reductions	E-mail message containing a competitively sensitive internal assessment of impact on CenturyLink revenue from various hypothetical intrastate access rate reductions
25	HC	4/16/2010	Message regarding potential product opportunities	E-mail message containing highly confidential and competitively sensitive information regarding possible opportunities for product expansion in Qwest markets
37	HC	6/7/2010	Segmentation: Local and National	Report containing highly confidential and competitively sensitive data regarding CenturyLink's Enterprise Business marketing strategy, including specific metrics specifying the company's staffing and sales approach by product / region/ and revenue generation targets by sales representative.

Description of Qwest's Staff Eyes Only Documents and Redacted Portions of HC-R Documents	
Document	Description of Confidential Information
4c-37 HC	In addition to a transaction with CenturyLink, the Qwest management and Board of Directors evaluated other merger, acquisition, and investment opportunities. Redacted information addresses and analyzes these other alternatives, and constitutes extremely sensitive information, which is not related to the transaction with CenturyLink. Documents addressing the CenturyLink transaction are being disclosed as HC.
4c-39 HC	CenturyLink document -- contains detailed information concerning CenturyLink business plans, strategies, and performance.
4c-42 HC	CenturyLink document -- contains detailed information concerning CenturyLink operations, plans, strategies, and performance.
4c-44 See CenturyLink	CenturyLink document -- contains detailed information concerning all aspects of CenturyLink business plans, strategies, and performance.
4c-46 See CenturyLink	CenturyLink document -- contains detailed information concerning CenturyLink strategies and plans.
4c-48 SEO	CenturyLink document -- contains detailed information regarding networks, equipment, business and marketing strategies regarding IPTV (video over internet protocol)
4c-53 See CenturyLink	CenturyLink document -- contains detailed information regarding CenturyLink operations, performance, and strategies.
4c-57 HC	Qwest is redacting one line on page 2, which references one of the possible merger, acquisition, and investment opportunities under evaluation by the Board and senior management; the remainder of the document is being disclosed as HC
4c-61 HC	Redacting only a section from the last page, which describes one of the strategic investments under review by Qwest's senior management; it does not address the CenturyLink transaction
4c-65 HC	Redacted information outlines other merger, acquisition, or investment opportunities under review by Qwest; these documents contain highly sensitive information, and are not related to the CenturyLink transaction. Documents addressing the CenturyLink transaction are being disclosed as HC.
4c-69 HC	Redacted information references the merger, acquisition, and investment opportunities under consideration by Qwest, and comparing the CenturyLink transaction to those other opportunities; remaining information discussing CenturyLink transaction is disclosed as HC
4c-71 HC	Entire document is redacted; authored by Tom Wilten, VP for Corporate Development, and responsible for analyzing merger, acquisition, and investment opportunities to the company. This document outlines the full panoply of M & A opportunities under review by the company, compares them, and addresses the sequencing of any possible transactions. This document contains information that continues to be highly sensitive.
4c-76 HC	Entire document is redacted; authored by Tom Wilten, VP for Corporate Development, and responsible for analyzing merger, acquisition, and investment opportunities to the company. This document outlines the full panoply of M & A opportunities under review by the company, compares them, and addresses the sequencing of any possible transactions. This document contains information that continues to be highly sensitive.
4c-81 SEO	CenturyLink document containing detailed information regarding proprietary customer satisfaction tracking and measurement data.
4c-82 SEO	CenturyLink document containing detailed information regarding CenturyLink marketing and sales strategies.

Qwest

310 SW Park Avenue, 11th Floor
Portland, OR 97204
503-242-5623
503-242-8589 (facsimile)
Alex.Duarte@qwest.com



Alex M. Duarte
Corporate Counsel

October 1, 2010

Mark Trinchero, Esq.
Davis Wright Tremaine LLP
1300 S.W. Fifth Ave., Suite 2300
Portland, OR 97201 Address

Re: UT PSC Dkt. 10-049-16 (CenturyLink/Qwest)- Highly-confidential HSR documents

Dear Mark:

Now that we have just filed our rebuttal testimony in Utah, I have now been able to turn my attention to our response to the Integra motion to compel that is due next week.

I noticed in your motion that you argue that Qwest has not produced "any" HSR documents, and that we have not provided the CLECs with what we provided to the DPU in response to DPU data requests nos. 1.3 and 1.4. That is not entirely correct.

If you check your firm's files, you will see that on August 11, 2010, after your former partner, Greg Kopta, had signed an interim nondisclosure agreement (pending the Commission's ruling on Qwest's motion for a protective order), we provided to Greg copies of Qwest's and CenturyLink's responses to the DPU data requests nos. 1.1 through 1.14. (See attached letter from Carla Butler to Greg Kopta.) That same day, we also provided to Greg a copy of Qwest's Supplemental Responses to the DPU's data requests nos. 1.3 through 1.6, which included certain confidential HSR documents. (See second attached letter from Carla Butler to Greg Kopta.) That is why we said in our September 2, 2010 letter that "Qwest has previously provided its documents in response to these data requests to Greg Kopta."

Thus, it is not entirely correct to say that Qwest has not produced "any" HSR documents to Integra. As you can see, Qwest has produced some HSR documents to Integra.

Further, as I reviewed our discovery files in preparation of our response to the motion to compel, I found that in our August 11th production, we had not produced the *highly-confidential* HSR documents that we had previously provided to the DPU in Qwest's supplemental responses (but only confidential HSR documents). I have now determined that this was because at that time (August 11th), there was *no protective order* in place in Utah (the Joint Applicants' motion for a protective order was pending), but only the interim nondisclosure agreement that did not provide for highly-confidential protection. The Commission then issued its protective order,

with highly-confidential protection, on August 18, 2010. (As you know, however, we have filed a motion for reconsideration on that order because it did not address the SEO issues.)

Accordingly, we are producing to you the *highly-confidential* HSR documents that we had previously provided to the DPU in our supplemental responses. Please find attached with this letter a disk with those documents. You will see that none of these documents have anything to do with the issues in this docket.

Finally, we will, of course, oppose the CLECs' motion to compel regarding the highly-sensitive HSR documents (which we have referred to generally as "SEO" documents) for which we will seek *in camera* review when we file our response next week. However, I just wanted to make sure the issue about what Qwest had previously produced to the DPU is no longer at issue. Integra now has all of the HSR documents that the DPU has.

Please limit distribution of the documents on the CD to only those Integra representatives who have properly executed the highly-confidential information portions of the Protective Order.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alex M. Duarte', written in a cursive style.

Alex M. Duarte

cc Kevin K. Zarling, Esq.

Encls. (Letters of August 11, 2010 and CD disk)



Qwest
310 SW Park Ave.
11th Floor
Portland, Oregon 97204
Telephone: 503-242-5420
Facsimile: 503-242-8589
e-mail: carla.butler@qwest.com

Carla M. Butler
Lead Paralegal

August 11, 2010

Gregory J. Kopta
Davis Wright Tremaine, LLP
1201 Third Avenue, Suite 2200
Seattle, WA 98101-3045

Re: Utah Docket No. 10-049-16

Dear Mr. Kopta:

Enclosed please find both CenturyLink's and Qwest's Response to the DPU's First Set of Data Requests, Nos. 1-14, filed on June 17, 2010.

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

Sincerely,

A handwritten signature in cursive script that reads "Carla".

Carla M. Butler

Enclosure



Qwest
310 SW Park Ave.
11th Floor
Portland, Oregon 97204
Telephone: 503-242-5420
Facsimile: 503-242-8589
e-mail: carla.butler@qwest.com

Carla M. Butler
Lead Paralegal

August 11, 2010

Gregory J. Kopta
Davis Wright Tremaine, LLP
1201 Third Avenue, Suite 2200
Seattle, WA 98101-3045

Re: Utah Docket No. 10-049-16

Dear Mr. Kopta:

Enclosed please find Qwest's Supplemental Response to the DPU's First Set of Data Requests, Nos. 3, 4, 5 and 6, filed on July 12, 2010.

Confidential Attachment A to Request No. 3 and Request No. 4 is printed on yellow paper and sealed in a separate envelope.

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

Sincerely,

A handwritten signature in cursive script that reads "Carla".

Carla M. Butler

Enclosure

Decision No. R10-1071-I

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 10A-350T

IN THE MATTER OF THE JOINT APPLICATION OF QWEST COMMUNICATIONS INTERNATIONAL, INC. AND CENTURYLINK, INC. FOR APPROVAL OF INDIRECT TRANSFER OF CONTROL OF QWEST CORPORATION, EL PASO COUNTY TELEPHONE COMPANY, QWEST COMMUNICATIONS COMPANY, LLC AND QWEST LD CORP.

**INTERIM ORDER OF
HEARING COMMISSIONER
RONALD J. BINZ
GRANTING, IN PART, MOTION FOR
PROTECTIVE ORDER FILED BY JOINT
APPLICANTS ON SEPTEMBER 2, 2010**

Mailed Date: September 30, 2010

I. STATEMENT

1. This matter comes before the Hearing Commissioner for consideration of the Motion for protective order (Motion) filed on September 2, 2010 by CenturyLink, Inc. (CenturyLink) and Qwest Communications International, Inc. (Joint Applicants). Being fully advised in the matter and consistent with the discussion below, the Hearing Commissioner grants the Motion, in part, and denies, in part.

2. In their Motion, the Joint Applicants request extraordinary protection for two categories of highly confidential documents. First, the Joint Applicants request the Commission grant extraordinary protection to the information and documents included in Attachment PUC 6-2, which are the "disclosure letters" to the merger agreement, and to the information and documents included in Attachment PUC 6-3(a), which are portions of the Hart-Scott-Rodino filings made with the Department of Justice and the Federal Trade Commission. The Joint Applicants request that access to these documents be limited as follows: to the Commission, its

advisors and advisory counsel; Trial Staff and its attorneys; the Director and employees of the Colorado Office of Consumer Counsel (OCC) and its attorneys; and one outside attorney and one outside expert for the intervenors other than Trial Staff and the OCC. The Joint Applicants state that this category of highly confidential documents includes sensitive information about customers, future products and services, business plans, privileged information about risks and litigations faced by each company, business plans and execution, customer profiles, and marketing strategies.

3. Second, the Joint Applicants request that the Commission grant extraordinary protection to the information and documents included in Attachment PUC 6-3(b), which are select portions of the Hart-Scott-Rodino filings. The Joint Applicants request that access to these documents be limited to the Commission, its advisors, and advisory counsel; Trial Staff and its attorneys; and the Director and employees of the OCC and its attorneys. The Joint Applicants represent that this category of highly confidential documents includes commercially-sensitive information, such as the details of forward-looking business plans and strategies, marketing and retention strategies, trending data for current customers, market share information, go-to-market strategies, financial assumptions and projected market rollout of IPTV in various markets, marketing plans, product development, sales strategies, as well as potential acquisitions of or investments in third parties. The Joint Applicants argue that their competitors or vendors should not be permitted access to these commercially-sensitive documents.

4. The Hearing Commissioner granted the Motion on an interim basis by Decision No. R10-0977-I, mailed on September 3, 2010. The Hearing Commissioner ordered the Joint Applicants to provide copies of the information and documents subject to the Motion as set forth

in the Motion, pending a resolution on the permanent basis. The Hearing Commissioner, on his own motion, shortened response time to the Motion to September 13, 2010.

5. Two parties timely filed responses to the Motion: the Communication Workers of America, AFL-CIO, CLC (CWA); and the United States Department of Defense and all other Federal Executive Agencies (DoD/FEA).

6. Rule 1100(a)(III) of the Rules of Practice and Procedure, 4 *Code of Colorado Regulations* (CCR) 723-1 requires the party seeking extraordinary protection to bear the burden of proof of establishing the need for extraordinary protection. That party must also demonstrate that protection under the rules governing ordinary confidentiality would not be sufficient. Rule 1100(a)(III) also requires the moving party to submit an affidavit containing the names of persons with access to the information and the period of time for which the information must remain undisclosed, if known.

7. The Hearing Commissioner finds that the Joint Applicants complied with the requirements of Rule 1100(a)(III) and that the information contained in Attachment PUC 6-2 and Attachment PUC 6-3(a), as well as Attachment PUC 6-3(b) merits extraordinary protection. The Hearing Commissioner must now weigh these confidentiality considerations with the facts and circumstances of this case in order to comply with the procedural due process requirements and determine what access, if any, CWA and DoD/FEA will receive to that information.

A. CWA

8. In its response, the CWA generally argues that it is not a competitor of the Joint Applicants. It further cites to an order by the Arizona Corporation Commission which denied a motion for protective order filed by the Joint Applicants in a parallel merger docket. The CWA argues that the Joint Applicants have failed to show that the information for which they request

extraordinary protection is highly confidential or that the Commission Rules governing ordinary confidentiality will not provide sufficient protection. The CWA points out that it is a union that represents various employees of the Joint Applicants. The CWA argues that it is not a competitor of the Joint Applicants and thus it should not be restricted in its access to the highly confidential information.

9. The Hearing Commissioner reviewed the arguments that CenturyLink presented previously concerning the CWA and the extent to which it should be granted access to highly confidential information.¹ CenturyLink argued that even though the CWA is not a competitor of the Joint Applicants, it may represent not only the employees of the Joint Applicants, but also the employees of other telecommunications companies, who are competitors of the Joint Applicants. CenturyLink also argued that disclosure of certain highly confidential information to CWA without limits would result in a bargaining disadvantage and risk of economic harm to the Joint Applicants, and confer an advantage on the CWA in its dealings with the Joint Applicants outside the scope and litigation of this docket.

10. The Hearing Commissioner agrees with the arguments presented by CenturyLink. It is true that the CWA is not a direct competitor of the Joint Applicants. On the other hand, the CWA also may be in a position to use certain highly confidential information to its advantage in its dealings with the Joint Applicants outside this docket. The Hearing Commissioner also notes that the order issued by the Arizona Corporation Commission does not specify the information for which highly confidential treatment was denied. Finally, while an order issued by another state utility commission may be persuasive, the Commission is not bound by that order. The

¹ See *Reply of CenturyLink, Inc., to CWA's Response to Motion for Protective Order Affording Extraordinary Protection For Highly Confidential Information and Documents*, dated August 17, 2010.

Hearing Commissioner finds that the two-tiered treatment of highly confidential information proposed by the Joint Applicants in the Motion is appropriate as to the CWA and will therefore grant that aspect of the Motion.

B. DoD/FEA

11. In its response, DoD/FEA argues that its in-house counsel should be granted access to both proposed levels of highly confidential information. DoD/FEA further argues it is a federal government entity and a customer of the Joint Applicants, not a competitor. DoD/FEA states that it is represented exclusively by its in-house counsel responsible only for its regulatory litigation matters. DoD/FEA contends that, because of its governmental status, non-competitive relationship to the Joint Applicants, and its internal compartmentalization, any perceived risks or conflicts and incentives to abuse the protected status of highly confidential information are non-existent. DoD/FEA argues that its in-house counsel and in-house litigation staff are not unlike the Commission, Staff (advisory and trial), or the OCC. DoD/FEA cites to an order issued by the Washington Utilities and Transportation Commission in support of this argument.

12. On September 20, 2010, the Joint Applicants filed a Motion for Leave to File Reply to DoD/FEA's Response and a Reply to DoD/FEA's Response. As a preliminary matter, the Hearing Commissioner finds that the arguments made by the Joint Applicants in its Reply will be useful in ruling on the merits of the matter. The Hearing Commissioner therefore grants the Motion for Leave to File Reply to DoD/FEA's Response and waives response time thereto.

13. In their Reply, the Joint Applicants state they do not oppose DoD/FEA's in-house counsel and in-house litigation staff obtaining access to Attachment PUC 6-2 and to Attachment PUC 6-3(a), given the uniqueness of its compartmentalized organization. The Joint Applicants continue to oppose DoD/FEA's in-house counsel and in-house litigation staff

obtaining access to Attachment PUC 6-3(b). The Joint Applicants argue that there are differences in the treatment of highly confidential information in Colorado and Washington and that DoD/FEA's reliance on an order issued by the Washington commission is therefore misplaced. Further, the Joint Applicants argue that DoD/FEA is different from Staff or the OCC, since it is not appointed to carry out the provisions of the public utilities law or to protect the interests of consumers in Commission proceedings. The Joint Applicants finally state that DoD/FEA is a large customer that purchases telecommunications services, often pursuant to negotiated special contracts, and the fact that it is a federal government agency does not entitle it to unlimited disclosure of highly confidential information.

14. The Hearing Commissioner finds the two-tiered treatment of highly confidential information proposed by the Joint Applicants in their Motion is excessive as to DoD/FEA and that DoD/FEA's in-house counsel and litigation staff should be permitted access to Attachment PUC 6-2, Attachment PUC 6-3(a), and Attachment PUC 6-3(b), subject to an appropriate non-disclosure agreement. The Hearing Commissioner will therefore deny the Motion, in part. The Hearing Commissioner finds that the unique status of DoD/FEA and its compartmentalized organization will provide sufficient assurances that its in-house counsel will not be able to use the highly confidential information obtained in this proceeding, in negotiating special contracts for telecommunications services or otherwise.

II. ORDER

A. It Is Ordered That:

1. The Motion for Leave to File Reply filed on September 20, 2010 by CenturyLink, Inc. and Qwest Communications International, Inc. (Joint Applicants) is granted and response time thereto is waived.

2. The Motion for protective order filed by the Joint Applicants on September 20, 2010 is granted, in part, and denied, in part, consistent with the discussion above.

3. This Order is effective immediately.

(S E A L)



THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

RONALD J. BINZ

Hearing Commissioner

ATTEST: A TRUE COPY

A handwritten signature in cursive script that reads "Doug Dean".

Doug Dean,
Director

MPUC Docket No. P-421, et al./PA-10-456
OAH Docket No. 11-2500-21391-2

STATE OF MINNESOTA
OFFICE OF ADMINISTRATIVE HEARINGS
FOR THE PUBLIC UTILITIES COMMISSION

In the Matter of the Joint Petition for
Approval of Indirect Transfer of Control of
Qwest Operating Companies to
CenturyLink

**ORDER REGARDING JOINT
PETITIONERS' MOTION FOR
RECONSIDERATION**

On September 22, 2010, the Joint Petitioners filed a Motion for the Administrative Law Judge to Reconsider the September 21, 2010 Order on a Limited Basis or, in the Alternative, to Certify the Motion for a Supplemental Protective Order to the MPUC and a Request for a Stay. On September 27, 2010; Integra Telecom, Sprint, and T-Mobile filed responses in opposition to the Motion to Reconsider or Certify.

On September 28, 2010, the Administrative Law Judge ordered that the limited number of documents at issue in the Motion to Reconsider or Certify be submitted for *in camera* inspection in connection with consideration of the Joint Petitioners' Motion. The Joint Petitioners submitted the documents to the Office of Administrative Hearings late on September 28, 2010.

Based upon the *in camera* inspection and the files, records, and proceedings in this matter, and for the reasons set forth in the Memorandum below, **IT IS HEREBY ORDERED** as follows:

1. The Joint Petitioners' Motion to Reconsider the September 21, 2010, Order on a Limited Basis is **GRANTED IN PART AND DENIED IN PART**, as discussed more fully in the Memorandum below.

2. The Joint Petitioners shall provide the information at issue in this Order to the appropriate parties by 4:30 p.m. on Friday, October 1, 2010 (assuming that recipients have executed Appendix D of the attached Second Supplemental Protective Order by that time).

3. The information produced in response to this Ruling shall be governed by the Protective Order previously entered in this case on June 15, 2010, the Supplemental Protective Order entered on September 21, 2010, and the Second Supplemental Protective Order attached hereto, as appropriate. **The Joint Petitioners**

shall not be required to automatically provide information responsive to this Ruling to all parties.

4. The eFiling of any document subject to this Order shall be conducted in the manner specified in the Fourth Prehearing Order issued by the Administrative Law Judge on September 24, 2010. The parties should also note:

- The service list in Docket 10-1012 will be limited to State Agency staff and outside counsel.
- The service list in Docket 10-1012 will provide access for outside counsel who have executed both Exhibit C to the Supplemental Protective Order issued on September 21, 2010 (for those documents containing "Highly Sensitive Trade Secret Information Subject to Additional Protection"), and Exhibit D to the Second Supplemental Protective Order that is being issued along with this Order on September 30, 2010 (for those documents discussed in this Order containing "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order").
- The designated outside expert and in-house employee seeking access to the documents identified in the Second Supplemental Protective Order must execute and file Exhibit D.
- Access by outside expert(s) and in-house employee(s) to documents containing "Highly Sensitive Trade Secret Information Subject to Additional Protection" and "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" shall be solely through counsel, and counsel must ensure that both "Highly Sensitive Trade Secret Information Subject to Additional Protection" under the September 21, 2010, Supplemental Protective Order, and "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order" issued in connection with this Order are made available only to those persons who have executed and filed Exhibit C and, where applicable, Exhibit D.

Date: September 30, 2010

/s/ Barbara L. Neilson

BARBARA L. NEILSON
Administrative Law Judge

MEMORANDUM

In their Motion to Reconsider or Certify, the Joint Petitioners contend that the September 21, 2010, Order issued by the Administrative Law Judge fails to adequately protect a limited number of “extraordinarily sensitive” documents, and seek to have those documents disclosed only to outside counsel and outside experts of the private Intervenor. The documents (or portions of documents) at issue in the Motion are the following:

Data	Date	Title	Description
HSR #4	3/10/2010	Feb. 2010 Customer Profile and Churn Trends	Pages 9-11 of report containing retail customer data broken down by customer segment with churn data provided by product purchased, and discussing marketing and retention strategies as well as trending data for active Qwest customers
HSR #10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink’s broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator
HSR #13	4/1/2010	Wholesale Overview	Pages 7-9 of presentation containing carrier proprietary information and other data regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace
HSR #15	4/1/2010	2010-2013 Long Range Plan Review	Pages 8, 10, 13-18, 20-21, 23, 30, 35, and 42-47 of analysis of CenturyLink’s Long Range Plan containing data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets

HSR #16	3/23/2010	Operations Review	14 pages ¹ of the presentation containing data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets; market launch data is included in the presentation for upcoming product rollouts.
HSR #23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing data relating to the financial assumptions and projected market rollout of IPTV in various markets
HSR #33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink containing market data research regarding potential product offerings and customer preferences in various markets
HSR #35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing market projections and financial data regarding IPTV offering.
HSR #36	Undated	Consumer Sales Approach	Presentation containing go-to-market plans and information regarding CenturyTel's consumer sales strategy
Electronic version of spreadsheets		Attachment CWA-4 Highly Confidential.xls	Fully enabled copies of computer spreadsheet models projecting future operating and financial prospects for the combined firms (requested in CWA Information Request No. 4)

Prior to entry of the September 21, 2010, Order, the Joint Petitioners had argued that these and other documents and others should be designated "staff eyes only" and disclosed only to Department of Commerce and Commission staff, upon request. In their Motion to Reconsider or Certify, the Joint Petitioners indicated that they had reviewed all of the documents for which they had requested the most sensitive treatment after the September 21 Order was issued and substantially narrowed the documents and information subject to dispute. They stated that they had produced,

¹ The pages of the presentation are not numbered. Joint Petitioners seek to redact three pages of the Consumer and Mass Market Overview, nine pages of the IPTV and MDU Overview; and two pages of the Enterprise Overview.

pursuant to the September 21 Order, all of the documents that were listed in Attachment 1 to their original Motion for a Supplemental Protective Order and seven of the documents that were listed in Attachment 2. However, in the Motion to Reconsider or Certify, the Joint Petitioners contend that the documents identified above “remain too extraordinarily sensitive” to release under the terms of the Supplemental Protective Order that was issued on September 21.² They maintain that the “potential harm to the Joint Petitioner’s ability to fairly compete in the competitive marketplace if this information is disclosed to its competitors simply remains too high, particularly in balance with the Intervener’s limited interests to this discrete information in this proceeding.”³

In opposing the Joint Petitioners’ Motion, Integra contended that the Joint Applicants have not set forth any new reason why the September 21, 2010, Order should be reconsidered, and asserted that they have not adequately explained why they initially proposed that the documents at issue here be designated “staff eyes only” and are now suggesting a less restrictive approach. In addition, Integra argued that the current proposal to limit disclosure of these documents to outside counsel and outside experts would inappropriately limit the ability of its outside counsel to consult with his client. Sprint and T-Mobile emphasized that the only witness they are using to present their case is a Sprint in-house regulatory specialist, and maintained that the proposed restriction to outside counsel and outside witnesses of private parties would prevent Sprint and T-Mobile from fully presenting their position on issues in this proceeding. They also contended that the approach suggested by the Joint Petitioners is at odds with Commission practice and with the Commission’s directive that a full evidentiary record should be developed based on the input of all parties. Counsel for the Communication Workers of America (CWA) stated during the telephone conference call on September 23, 2010, and during the motion argument on September 8, 2010, that disclosure of the fully-enabled spreadsheet to be provided in response to CWA Information Request No. 4 will, in any event, be restricted to CWA’s outside counsel and outside expert, and will not be shared with CWA’s in-house personnel.

After reviewing the arguments of the parties and conducting an *in camera* inspection of the documents at issue, the Administrative Law Judge is persuaded that some additional restrictions should be placed on the disclosure of these materials due to their inclusion of extremely sensitive competitive information relating to market research, marketing strategies, product development, operating models, sales approaches, and other matters. The CWA has agreed to limit disclosure of these materials to its outside counsel and outside expert. However, the other private Interveners have opposed this restriction, and the Administrative Law Judge is not convinced that it is appropriate or reasonable to limit the review of this information solely to the outside counsel and outside experts of those parties. As noted in the September 21 Order, such an approach would prevent outside attorneys and outside experts from consulting with the party that retained them about what, if any, significance the information has in this proceeding, and would hinder their ability to effectively represent

² Motion to Reconsider or Certify at 3.

³ *Id.* at 4.

their clients. Moreover, it would interfere with the ability of the private party Intervenor to provide valuable input for the Commission's consideration. The Administrative Law Judge concludes that it is proper to permit some in-house disclosure of the materials to the Intervenor other than CWA, but more narrowly limit the number and role of the in-house personnel permitted to review the materials. It is further determined that these restrictions should apply both to large companies and small companies.

Accordingly, in order to strike an appropriate balance between the Intervenor's interests and the Joint Petitioners' concerns about the competitive sensitivity of these materials, the Administrative Law Judge has determined that it is appropriate to grant the Joint Petitioners' Motion to Reconsider in part and issue a separate protective order which will apply where appropriate to the documents identified above. Accordingly, a Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and Fully-Enabled Computer Spreadsheet Sought by CWA-4 ("Second Supplemental Protective Order"), is attached hereto. The Second Supplemental Protective Order will govern the information contained in the documents identified above, which shall be designated as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order." The Second Supplemental Protective Order (1) requires that the CWA limit disclosure of these materials to its outside counsel and outside expert, in accordance with its agreement to do so; and (2) requires that the other Intervenor limit disclosure of these materials to a reasonable number of outside attorneys; one outside consultant; and one in-house employee who is not now involved, and will not for a period of two years involve himself or herself in strategic or competitive decision-making (including, but not limited to, the sale or marketing or pricing of products or services) with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the Joint Petitioners. The latter modification ensures that one in-house representative of private Intervenor other than the CWA will be able to consult with the party's outside expert and outside attorneys while safeguarding the Joint Petitioners' interest in ensuring that the information is not widely disseminated or inappropriately used.⁴

B. L. N.

⁴ Because the Joint Petitioners' Motion for Reconsideration has been granted in part, there is no need to reach the further question of whether the Motion should be certified to the Commission.

OAH Docket No. 11-2500-21391-2
PUC Docket No. P-421, et al./PA-10-456

STATE OF MINNESOTA
OFFICE OF ADMINISTRATIVE HEARINGS
FOR THE PUBLIC UTILITIES COMMISSION

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

**SECOND SUPPLEMENTAL
PROTECTIVE ORDER
APPLICABLE TO HSR
DOCUMENTS 4, 10, 13, 15, 16,
23, 33, 35 AND 36, AND THE
FULLY-ENABLED COMPUTER
SPREADSHEET SOUGHT BY
CWA-4**

The purpose of this Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-Enabled Computer Spreadsheet Sought by CWA-4 ("Second Supplemental Order") is to facilitate the disclosure of certain documents and information, as discussed in the Order of the Administrative Law Judge issued on September 30, 2010, regarding the Joint Petitioners' Motion for Reconsideration ("the September 30 Order"). In the September 30 Order, the Administrative Law Judge determined that it was appropriate to grant in part the Joint Petitioners' Motion to Reconsider a prior ruling issued on September 21, 2010, and issue a separate protective order incorporating further restrictions on disclosure with respect to the particular documents at issue in that Order.

The June 15, 2010, Protective Order and September 21, 2010, Supplemental Protective Order remain in effect and continue to govern disclosure of all information

apart from the specific information to be produced under the September 30, 2010, Order that is designated as "Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order."

This Second Supplemental Order is limited in applicability to the specific documents identified below. The Parties may agree to handle information produced under other Information Requests in accordance with this Supplemental Protective Order.

SUPPLEMENTAL PROVISIONS APPLICABLE TO HSR DOCUMENTS 4, 10, 13, 15, 16, 23, 33, 35 AND 36, AND THE FULLY-ENABLED COMPUTER SPREADSHEET SOUGHT BY CWA-4

In accordance with the September 30 Order of the Administrative Law Judge, certain information that is to be produced by Joint Petitioners shall be afforded additional protection from disclosure. The following information is covered by this Second Supplemental Protective Order:

Data	Date	Title	Description
HSR #4	3/10/2010	Feb. 2010 Customer Profile and Churn Trends	Pages 9-11 of report containing retail customer data broken down by customer segment with churn data provided by product purchased, and discussing marketing and retention strategies as well as trending data for active Qwest customers
HSR #10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator
HSR #13	4/1/2010	Wholesale Overview	Pages 7-9 of presentation containing carrier proprietary information and other data regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace

HSR #15	4/1/2010	2010-2013 Long Range Plan Review	Pages 8, 10, 13-18, 20-21, 23, 30, 35, and 42-47 of analysis of CenturyLink's Long Range Plan containing data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
HSR #16	3/23/2010	Operations Review	14 pages ¹ of the presentation containing data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets; market launch data is included in the presentation for upcoming product rollouts.
HSR #23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing data relating to the financial assumptions and projected market rollout of IPTV in various markets
HSR #33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink containing market data research regarding potential product offerings and customer preferences in various markets
HSR #35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing market projections and financial data regarding IPTV offering.
HSR #36	Undated	Consumer Sales Approach	Presentation containing go-to-market plans and information regarding CenturyTel's consumer sales strategy
Electronic version of spreadsheets			Fully enabled copies of computer spreadsheet models projecting future operating and financial prospects for the combined firms (requested in CWA Information Request No. 4)

¹ The pages of the presentation are not numbered. Joint Petitioners seek to redact three pages of the Consumer and Mass Market Overview, nine pages of the IPTV and MDU Overview; and two pages of the Enterprise Overview.

The Joint Petitioners shall designate such information as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.” The first page and individual pages of such documents must be marked with a stamp that reads:

“NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND SUPPLEMENTAL PROTECTIVE ORDER-USE RESTRICTED PER THE SECOND SUPPLEMENTAL PROTECTIVE ORDER IN DOCKET NO. 10-456”

Placing a “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” stamp on the first page of a document indicates only that one or more pages contain “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” and will not serve to protect the entire contents of a multi-page document. Each page that contains “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must be marked separately to indicate “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order,” even where that information has been redacted. The un-redacted versions of each page containing “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” and provided under seal, should be submitted on paper distinct in color from non-confidential information and “Trade Secret Information” or “Highly Sensitive Trade Secret Information” described in Sections 1 and 3 of the June 15, 2010, Protective Order, or “Highly Sensitive Trade Secret Information Subject to Additional Protection” described in the September 21, 2010, Supplemental Protective Order. Documents designated “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” shall be eFiled in accordance with the procedures described in the September 30 Order and the Fourth Prehearing Order issued on September 24, 2010.

Parties seeking disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must designate the person(s) to whom they would like the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit “D” of this Second Supplemental Protective Order. The Exhibit “D” shall also describe in detail the job duties or responsibilities of the person being designated to see the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” and the person’s role in the proceeding.

Notwithstanding any provision to the contrary in the Protective Order issued on June 15, 2010, or the Supplemental Protective Order issued on September 21, 2010, the following provisions shall govern the disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.”

(1) The Communication Workers of America, an Intervenor in this proceeding, shall limit disclosure of materials designated as “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” to its outside counsel and outside consultant, in accordance with its agreement to do so.

(2) All other private Intervenors in this proceeding, regardless of the size of their workforce, shall limit disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” to (a) a reasonable number of outside attorneys; (b) one outside consultant; and (c) one in-house employee who is not now involved, and will not for a period of two years involve himself or herself in strategic or competitive decision-making (including, but not limited to, the sale or marketing or pricing of products or services) with respect to which the documents or information may be relevant, by or on behalf of any company or business organization that competes, or potentially competes, with the Joint Petitioners.

Any party providing “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” may object to the designation of any individual as a person who may review “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.” Such objection shall be made in writing to counsel submitting the challenged individual’s Exhibit “D” within three (3) business days after receiving the challenged individual’s signed Exhibit “D.” Any such objection must demonstrate good cause to exclude the challenged individual from the review of the “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order.” Written response to any objection shall be made within three (3) business days after receipt of the objection. If, after receiving a written response to a party’s objection, the objecting party still objects to disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” to the challenged individual, the Commission or Administrative Law Judge shall determine whether “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” must be disclosed to the challenged individual.

Copies of “Highly Sensitive Trade Secret Information Subject to Additional Protection under Second Supplemental Protective Order” may be provided to the outside counsel, outside expert, and, where applicable, the in-house employee who have signed Exhibit “D.”

STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

David Boyd	Chair
J. Dennis O'Brien	Commissioner
Thomas Pugh	Commissioner
Phyllis Reha	Commissioner
Betsy L. Wergin	Commissioner

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

MPUC DOCKET NO.
P-421, P-6237, P-5095,
P-551, P-509, P-563, P-
5971, P-6258, P-5732, P-
6478, P-430/PA-10-456

EXHIBIT "D"
**NONDISCLOSURE AGREEMENT FOR "HIGHLY SENSITIVE TRADE SECRET
INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND
SUPPLEMENTAL PROTECTIVE ORDER" PRODUCED IN ACCORDANCE WITH
SEPTEMBER 30, 2010, ORDER REGARDING JOINT PETITIONERS' MOTION FOR
RECONSIDERATION**

I have read the foregoing Second Supplemental Protective Order Applicable to HSR Documents 4, 10, 13, 15, 16, 23, 33, 35 and 36, and the Fully-Enabled Computer Spreadsheet sought by CWA-4 dated September 30, 2010, in Docket No. 10-456 and understand the terms thereof and agree to be bound by all such terms. Without limiting the generality of the foregoing, I agree not to disclose to any person or entity not

authorized to receive materials designated "NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION SUBJECT TO ADDITIONAL PROTECTION UNDER SECOND SUPPLEMENTAL PROTECTIVE ORDER-USE RESTRICTED PER THE SECOND SUPPLEMENTAL PROTECTIVE ORDER IN DOCKET NO. 10-456" under the terms of said Second Supplemental Protective Order, or any copies or extracts of information derived thereof, which have been disclosed to me. I further agree to maintain any such materials in a secure location and use any such materials disclosed to me solely for the purpose of this proceeding and for no other purpose.

I hereby submit myself to the jurisdiction of the Office of Administrative Hearings in Minnesota and the Minnesota Public Utilities Commission for the purpose of enforcing said Second Supplemental Protective Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date