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BEFORE THE ARIZONA CORPORATION COMMISSION

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ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Arizona Corporation Commission

DOCKETED

JUN 17 2008

DOCKETED BY *mn*

- 2 MIKE GLEASON
Chairman
- 3 WILLIAM MUNDELL
Commissioner
- 4 JEFF HATCH-MILLER
Commissioner
- 5 KRISTIN MAYES
Commissioner
- 6 GARY PIERCE
Commissioner

8 IN THE MATTER OF THE APPLICATION
 9 OF DIECA COMMUNICATIONS DBA
 10 COVAD COMMUNICATIONS COMPANY,
 11 ESHELON TELECOM OF ARIZONA, INC.,
 12 MCLEODUSA TELECOMMUNICATIONS
 13 SERVICES, INC., MOUNTAIN
 14 TELECOMMUNICATIONS, INC., XO
 15 COMMUNICATIONS SERVICES, INC. AND
 16 QWEST CORPORATION REQUEST FOR
 17 COMMISSION PROCESS TO ADDRESS KEY
 18 UNE ISSUES ARISING FROM TRIENNIAL
 19 REVIEW REMAND ORDER, INCLUDING
 20 APPROVAL OF QWEST WIRE CENTER
 21 LISTS.

DOCKET NOS. T-03632A-06-0091
 T-03406A-06-0091
 T-03267A-06-0091
 T-03432A-06-0091
 T-04302A-06-0091
 T-01051B-06-0091

QWEST CORPORATION'S
 APPLICATION FOR APPROVAL OF
 2008 ADDITIONS TO NON-
 IMPAIRED WIRE CENTER LIST,
 MOTION FOR EXPEDITED
 ISSUANCE OF PROTECTIVE
 ORDER AND MOTION FOR
 PROCEDURAL CONFERENCE

18 Qwest Corporation ("Qwest") hereby requests that the Arizona Corporation Commission
 19 ("Commission") approve Qwest's 2008 additions to its non-impaired wire center list in
 20 accordance with the FCC's *Triennial Review Remand Order* ("TRRO").¹

21 This request for wire center additions is made in conformity with and pursuant to the
 22 joint settlement agreement ("Settlement Agreement") between and among Qwest and a coalition
 23 of CLECs ("the Joint CLECs") that the Commission approved in Docket Nos. T-03632A-06-

24 ¹ Order on Remand, *In the Matter of Review of Unbundled Access to Network Elements, Review*
 25 *of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No.
 26 01-338, WC Docket No. 04-313 (FCC rel. February 4, 2005) (hereafter "*Triennial Review*
Remand Order" or "*TRRO*").

1 0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-
2 01051B-06-0091 (collectively, the “*TRRO* Wirecenter Dockets”) on May 16, 2008, Decision No.
3 70355 (“*TRRO* Settlement Order”).

4 Pursuant to the *TRRO* Settlement Order, Qwest requests that the Commission issue on an
5 *expedited basis* a protective order based on the model protective order attached hereto as
6 Attachment A. Qwest and the Joint CLECs in the Settlement Agreement had negotiated and
7 agreed to use this protective order² as a basis for any protective order entered in future
8 proceedings in order to allow Qwest to file confidential wire center information regarding
9 “business line” counts and the number of “fiber-based collocators” as defined in the *TRRO*.

10 Further pursuant to the *TRRO* Wirecenter Settlement Order, Qwest requests that a
11 Procedural Conference be convened to determine the procedures that shall govern this
12 application.

13 14 INTRODUCTION AND BACKGROUND

15
16 On February 16, 2006, a consortium of CLECs (“the Joint CLECs”) submitted a letter to
17 the Commission requesting a proceeding for the purpose of determining the business line counts
18 and numbers of collocators in Arizona wire centers, explaining that these determinations were
19 necessary to implement the FCC’s rulings in the *TRRO* relating to unbundled dedicated transport
20 and high-capacity loops. The Commission docketed this request as the *TRRO* Wirecenter
21 Dockets. The primary purpose of the *TRRO* Wirecenter Dockets was for the Commission
22 determine the quantities of business lines and fiber collocators in Arizona wire centers so that
23 carriers can implement the Section 251(d)(2) non-impairment standards set forth in the FCC’s
24 *TRRO* for high-capacity dedicated transport and loops. The *TRRO* Wirecenter Dockets also

25 _____
26 ² Qwest has made minor edits to the Minnesota form of protective order agreed upon by the Joint
CLECs and Qwest in the Settlement Agreement, for use in this Arizona proceeding.

1 addressed other issues and disputes relating to the *TRRO*, including the process for identifying
2 and adding future new wire centers to the non-impaired wire center list.

3 On May 20, 2008, in Decision No. 70355 (the “*TRRO* Wirecenter Settlement Order”), the
4 Commission approved a Settlement Agreement between Qwest and the Joint CLECs. The
5 Settlement Agreement resolved issues concerning the initial list of non-impaired wire centers,
6 and established procedures that would apply between the parties with respect to future Qwest
7 filings to update the non-impaired wire center list. The Settlement Agreement requires, among
8 other things, that Qwest make an advance filing requesting issuance of a protective order in
9 anticipation of filing an updated wire center non-impairment list at least five (5) business days
10 prior to Qwest filing its updated non-impaired wire center list request. The *TRRO* Wirecenter
11 Settlement Order requires that when Qwest makes future filings to update the non-impaired wire
12 center list, that Qwest shall request a Procedural Conference to establish the procedures which
13 shall govern the proceeding.

14 On June 22, 2007, Qwest filed in this docket an application for Approval of 2007
15 Additions to Non-Impaired Wire Center List (“2007 Additions Application”). Qwest filed the
16 2007 Additions Application in accordance with the procedures it agreed upon in the Settlement
17 Agreement, although at that time the Settlement Agreement had not been approved by the
18 Commission. Subsequent to the issuance of the *TRRO* Wirecenter Settlement Order Qwest
19 requested a Procedural Conference for the 2007 Additions Application, and the Commission has
20 ordered that a Procedural Conference for that purpose shall be held on June 26, 2008.

21
22 **REQUEST FOR 2008 ADDITIONS TO NON-IMPAIRED WIRE CENTER LIST**
23

24 As set forth in the Settlement Agreement that the Commission approved in the *TRRO*
25 Wirecenter Settlement Order, Qwest may request the addition of non-impaired wire centers
26 based in whole or in part upon line counts at any time up to *July 1st* of each year, based on prior

1 year line count data, and using an agreed-upon methodology.³ The parties to the settlement
2 agreement also agreed that at least *five (5) business days prior to filing* new non-impairment or
3 tier designations for Commission review, Qwest will request a *protective order* from the
4 Commission to govern the handling of confidential information during this new non-impairment
5 proceeding. The parties also agreed to seek from the Commission approval of a standing
6 protective order, which is a new protective order, based on an agreed-upon model protective
7 order (Attachment A hereto).

8 Consistent with the foregoing, Qwest intends to file with the Commission, on Friday,
9 June 27, 2008, the data supporting its list of additional non-impaired wire centers, along with a
10 request for Commission approval of the list. Assuming that the Commission has issued the
11 protective order described above by that date, Qwest will also provide the data supporting the
12 updated list to all CLECs that have signed the protective order.

13 To facilitate this process and to comply with the requirement in the Settlement
14 Agreement that Qwest seek Commission approval of a protective order at least five (5) business
15 days prior to filing changes to the list, Qwest now seeks the Commission's *expedited issuance* of
16 either a standing protective order or a new protective order based on the model protective order
17 attached as Attachment A. Expedited issuance of the protective order will permit CLECs that
18 sign the order to begin reviewing the confidential wire center data promptly after Qwest files the
19 data on June 27th.

20 The wire centers that Qwest is seeking to add to the list of non-impaired wire centers
21 based on the confidential data it will file on June 27, 2008 are as follows:

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25 ³ With respect to fiber-based collocators, Qwest may request the addition of non-impaired wire
26 centers to the Commission-approved wire center list at any time based on the number of fiber-
based collocators.

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STATE	WIRE CENTER	CLLI	TIER	NON-IMPAIRMENT FOR
AZ	Gilbert	MESAAZGI	Tier 2	DS3 Transport & DF
	Deer Valley North	DRVYAZNO	Tier 1	DS1 and DS3 Transport & DF
	Phoenix Southeast	PHNXAZSE	Tier 1	DS1 and DS3 Transport & DF

REQUEST FOR PROTECTIVE ORDER

A protective order is needed because Qwest's application may necessitate the evaluation of certain highly-confidential wire center data, including specifically CLEC-specific wire center data for the purposes of counting business line counts and fiber-based collocators in specific wire centers, and because the parties to the Settlement Agreement agreed that a protective order is needed here.

Accordingly, Qwest submits with this application (Attachment A) a model protective order that the parties agreed to in the Settlement Agreement. Qwest respectfully requests that the Commission issue either a standing protective order, or a new protective order, based on the model protective order in Attachment A as soon as possible. Alternatively, Qwest notes that the Commission previously issued a protective order in the *TRRO* Wirecenter Dockets that it may wish to consider in this proceeding.

REQUEST FOR PROCEDURAL CONFERENCE

In the *TRRO* Wirecenter Settlement Order the Commission requires Qwest to request a Procedural Conference when it files for additions to the nonimpaired wirecenter

1 list. Accordingly, Qwest requests that a Procedural Conference be convened to determine
2 the procedures which shall govern this proceeding. Because the 2007 Additions
3 Application is pending, with a Procedural Conference set for June 26, Qwest respectfully
4 suggests that the instant Application may be taken up at the same time.

5

6

CONCLUSION

7

8 Accordingly, for the reasons set forth above, Qwest requests the Commission convene a
9 Procedural Conference, issue an appropriate protective order on an expedited basis, and establish
10 the procedures to govern the application for the 2008 additions to the nonimpaired wirecenter
11 list, in accordance with the *TRRO*, the Settlement Agreement, and the *TRRO* Wirecenter
12 Settlement Order.

13

14

RESPECTFULLY SUBMITTED this 17th day of June, 2008.

15

QWEST CORPORATION

16



17

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1 ORIGINAL and 13 copies hand-delivered
2 for filing this 17th day of June, 2008, to:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington Street
6 Phoenix, AZ 85007

7 COPY of the foregoing hand delivered
8 this 17th day of June, 2008, to:

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15 Legal Division
16 ARIZONA CORPORATION COMMISSION
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18 Phoenix, AZ 85007

19 Ernest Johnson, Director
20 Utilities Division
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23 Phoenix, AZ 85007

24 COPY of the foregoing mailed
25 this 17th day of June, 2008, to

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Diane Hyman

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ATTACHMENT A

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BEFORE THE ARIZONA CORPORATION COMMISSION

- MIKE GLEASON**
Chairman
- WILLIAM MUNDELL**
Commissioner
- JEFF HATCH-MILLER**
Commissioner
- KRISTIN MAYES**
Commissioner
- GARY PIERCE**
Commissioner

IN THE MATTER OF THE APPLICATION OF DIECA COMMUNICATIONS DBA COVAD COMMUNICATIONS COMPANY, ESCHELON TELECOM OF ARIZONA, INC., MCLEODUSA TELECOMMUNICATIONS SERVICES, INC., MOUNTAIN TELECOMMUNICATIONS, INC., XO COMMUNICATIONS SERVICES, INC. AND QWEST CORPORATION REQUEST FOR COMMISSION PROCESS TO ADDRESS KEY UNE ISSUES ARISING FROM TRIENNIAL REVIEW REMAND ORDER, INCLUDING APPROVAL OF QWEST WIRE CENTER LISTS.

DOCKET NOS. T-03632A-06-0091
T-03406A-06-0091
T-03267A-06-0091
T-03432A-06-0091
T-04302A-06-0091
T-01051B-06-0091

PROTECTIVE ORDER

The purpose of this Protective Order (“Order”) is to facilitate the disclosure of documents and information during the course of these proceedings and to protect Confidential Information and Highly Confidential Information. Access to and review of Confidential Information and Highly Confidential Information shall be strictly controlled by the terms of this Order.

The parties which are hereinafter referred to as “parties,” “persons” or entities” have further agreed to the terms of paragraphs one through twelve below, and, upon that agreement, and all the records and proceedings herein, it is hereby ordered:

1. (a) Confidential Information. All documents, data, studies and other materials furnished pursuant to any requests for information, subpoenas or other modes of discovery (formal or informal), and including depositions, and other requests for information, that are

1 claimed to be of a trade secret, proprietary or confidential nature (herein referred to as
2 "Confidential Information"), shall be so marked by the providing party by stamping the same
3 with a "NONPUBLIC DOCUMENT – CONTAINS CONFIDENTIAL INFORMATION"
4 designation. All copies of documents so marked shall be made on yellow paper. In addition, all
5 notes or other materials that refer to, derive from, or otherwise contain parts of the Confidential
6 Information will be marked by the receiving party as "NONPUBLIC DOCUMENT –
7 CONTAINS CONFIDENTIAL INFORMATION." Access to and review of Confidential
8 Information shall be strictly controlled by the terms of this Order.

9 (b) Use of Confidential Information -- Proceedings. All persons who may be
10 entitled to review, or who are afforded access to any Confidential Information by reason of this
11 Order shall neither use nor disclose the Confidential Information for purposes of business or
12 competition, or any purpose other than the purpose of preparation for and conduct of proceeding
13 in the above-captioned docket or before the Federal Communications Commission ("FCC"), and
14 all subsequent appeals ("proceedings"), and shall keep the Confidential Information secure as
15 trade secret, confidential or proprietary information and in accordance with the purposes, intent
16 and requirements of this Order.

17 (c) Persons Entitled to Review. Each party that receives Confidential
18 Information pursuant to this Order must limit access to such Confidential Information to (1)
19 attorneys employed or retained by the party in proceedings and the attorneys' staff; (2) experts,
20 consultants and advisors who need access to the material to assist the party in proceedings; (3)
21 only those employees of the party who are directly involved in these proceedings, provided that
22 counsel for the party represents that no such employee is engaged in the sale or marketing of that
23 party's products or services.

24 (d) Nondisclosure Agreement. Any party, person, or entity that receives
25 Confidential Information pursuant to this Order shall not disclose such Confidential Information
26 to any person, except persons who are described in section 1(c) above and who have signed a

1 nondisclosure agreement in the form which is attached hereto and incorporated herein as Exhibit
2 A; provided, however, that access to Confidential Information may be provided to
3 Commissioners of the Arizona Corporation Commission (“Commission”) and Commission
4 Hearing Officers presiding over Impairment Proceedings, and court reporters reporting such
5 proceedings, subject to this Protective Order, but without necessity of signing a nondisclosure
6 agreement. The nondisclosure agreement (Exhibit A) shall require the person(s) to whom
7 disclosure is to be made to read a copy of this Protective Order and to certify in writing that they
8 have reviewed the same and have consented to be bound by its terms. The nondisclosure
9 agreement shall contain the signatory’s full name, employer, business address and the name of
10 the party with whom the signatory is associated. Such agreement shall be delivered to counsel
11 for the providing party before disclosure is made, and if no objection thereto is registered to the
12 Commission within five (5) days, then disclosure shall follow. An attorney who makes
13 Confidential Information available to any person listed in subsection 1(c) above shall be
14 responsible for having each such person execute an original of Exhibit A and a copy of all such
15 signed Exhibit As shall be circulated to all other counsel of record promptly after execution.

16 2. (a) Notes. Limited notes regarding Confidential Information may be taken by
17 counsel and experts for the express purpose of preparing pleadings, cross-examinations, briefs,
18 motions and arguments in connection with this proceeding, or in the case of persons designated
19 in paragraph 1(c) of this Protective Order, to prepare for participation in this proceeding. Such
20 notes shall then be treated as Confidential Information for purposes of this Order, and shall be
21 destroyed after the final settlement or conclusion of the proceedings in accordance with section
22 2(b) below.

23 (b) Destruction. All notes, to the extent they contain Confidential Information
24 and are protected by the attorney-client privilege or the work product doctrine, shall be destroyed
25 after the final settlement or conclusion of the proceedings. The party destroying such
26 Confidential Information shall advise the providing party of that fact within a reasonable time

1 from the date of destruction.

2 3. Highly Confidential Trade Secret Information: Any person, whether a party or
3 non-party, may designate certain competitively Confidential Information as “Highly Confidential
4 Trade Secret Information” (herein referred to as “Highly Confidential Information”) if it
5 determines in good faith that it would be competitively disadvantaged by the disclosure of such
6 information to its competitors. Highly Confidential Information includes, but is not limited to,
7 documents, pleadings, briefs and appropriate portions of deposition transcripts, which contain
8 information regarding the market share of, number of access lines served by, or number of
9 customers receiving a specified type of service from a particular provider or other information
10 that relates to marketing, business planning or business strategies.

11 Parties must scrutinize carefully responsive documents and information and limit their
12 designations as Highly Confidential Information to information that truly might impose a serious
13 business risk if disseminated without the heightened protections provided in this section. The
14 first page and individual pages of a document determined in good faith to include Highly
15 Confidential Information must be marked by a stamp that reads:

16
17 NONPUBLIC HIGHLY CONFIDENTIAL TRADE SECRET
18 INFORMATION—USE RESTRICTED PER PROTECTIVE ORDER IN
19 DOCKET NOS. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-
0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091

20 Placing a “Highly Confidential” stamp on the first page of a document indicates only that one or
21 more pages contain Highly Confidential Information and will not serve to protect the entire
22 contents of a multi-page document. Each page that contains Highly Confidential Information
23 must be marked separately to indicate Highly Confidential Information, even where that
24 information has been redacted. The redacted versions of each page containing Highly
25 Confidential Information, and provided under seal, should be submitted on paper distinct in color
26

1 from non-confidential information and Confidential Information described in section 1 of this
2 Protective Order.

3 Parties seeking disclosure of Highly Confidential Information must designate the
4 person(s) to whom they would like the Highly Confidential Information disclosed in advance of
5 disclosure by the providing party. Such designation may occur through the submission of
6 Exhibit B of the nondisclosure agreement identified in section 1(d). Parties seeking disclosure of
7 Highly Confidential Information shall not designate more than (1) a reasonable number of in-
8 house attorneys who have direct responsibility for matters relating to Highly Confidential
9 Information; (2) five in-house experts; and (3) a reasonable number of outside counsel and
10 outside experts to review materials marked as Highly Confidential. Disclosure of Highly
11 Confidential Information to Commissioners, Hearing Officers and Commission Advisory Staff
12 members shall be limited to persons to whom disclosure is necessary. The Exhibit B also shall
13 describe in detail the duties or responsibilities of the person being designated to see Highly
14 Confidential Information and the person's role in the proceeding. Highly Confidential
15 Information may not be disclosed to persons engaged in strategic or competitive decision making
16 for any party, including the sale or marketing of products or services on behalf of any party.

17 Any party providing either Confidential Information or Highly Confidential Information
18 may object to the designation of any individual as a person who may review Confidential
19 Information and/ or Highly Confidential Information. Such objection shall be made in writing to
20 counsel submitting the challenged individual's Exhibit A or B within three (3) business days
21 after receiving the challenged individual's signed Exhibit A or B. Any such objection must
22 demonstrate good cause to exclude the challenged individual from the review of the Highly
23 Confidential Information. Written response to any objection shall be made within three (3)
24 business days after receipt of an objection. If after receiving a written response to a party's
25 objection, the objecting party still objects to disclosure of either Confidential Information or
26 Highly Confidential Information to the challenged individual, the Commission shall determine

1 whether Confidential Information or Highly Confidential Information must be disclosed to the
2 challenged individual.

3 Copies of Highly Confidential Information may be provided to the in-house attorneys, in-
4 house consultants, outside counsel and outside experts who have signed Exhibit B; provided,
5 however, that access to Confidential Information may be provided to Commissioners of the
6 Arizona Corporation Commission and Commission Hearing Officers presiding over Impairment
7 Proceedings, and court reporters reporting such proceedings, subject to this Protective Order, but
8 without necessity of signing Exhibit B.

9 Persons authorized to review the Highly Confidential Information will maintain the
10 documents and any notes reflecting their contents in a secure location to which only designated
11 counsel and experts have access. No additional copies will be made, except for use during
12 hearings and then such disclosure and copies shall be subject to the provisions of this Order.
13 Any testimony or exhibits prepared that reflect Highly Confidential Information must be
14 maintained in the secure location until removed to the hearing room for production under seal.
15 Unless specifically addressed in this section, all other sections of this Protective Order applicable
16 to Confidential Information also apply to Highly Confidential Information.

17 4. Small Company. Notwithstanding anything to the contrary in this Order, persons
18 authorized to review Confidential Information and Highly Confidential Information on behalf of
19 a company with less than 5,000 employees shall be limited to the following: (1) a reasonable
20 number of in-house attorneys who have direct responsibility for matters relating to Highly
21 Confidential Information; (2) a reasonable number of outside counsel; (3) the company's
22 employees and witnesses; and (4) independent consultants acting under the direction of the
23 company's counsel or senior management and directly engaged in this proceeding. Such persons
24 **do not** include individuals primarily involved in marketing activities for the company, unless the
25 party producing the information, upon request, gives prior written authorization for that person to
26 review the Confidential Information or Highly Confidential Information. If the producing party

1 refuses to give such written authorization, the company may, for good cause shown, request an
2 order from the Administrative Law Judge (“ALJ”) allowing that person to review the
3 Confidential Information or Highly Confidential Information. The producing party shall be
4 given the opportunity to respond to the company’s request before an order is issued.

5 5. Masking. Information or documents provided in this proceeding showing the
6 identity of any fiber-based collocators in a wire center must be designated as Confidential.
7 Similarly, any information or documents provided in this proceeding showing the identity of a
8 telecommunications carrier’s business lines or line counts must be provided in a “masked”
9 format, identifying the information using a code, and must be designated as Confidential. Each
10 individual carrier will be provided its own code to verify data concerning that carrier. Persons
11 who are authorized to access Confidential Information will be provided a code for each carrier
12 identified in the information or documents provided.

13 6. Objections to Admissibility. The furnishing of any document, data, study or other
14 materials pursuant to this Protective Order shall in no way limit the right of the providing party
15 to object to its relevance or admissibility in proceedings before this Commission.

16 7. Challenge to Confidentiality. This Order establishes a procedure for the
17 expeditious handling of information that a party claims is Confidential or Highly Confidential. It
18 shall not be construed as an agreement or ruling on the confidentiality of any document. Any
19 party may challenge the characterization of any information, document, data or study claimed by
20 the providing party to be confidential in the following manner:

21 (a) A party seeking to challenge the confidentiality of any materials pursuant
22 to this Order shall first contact counsel for the providing party and attempt
to resolve any differences by stipulation;

23 (b) In the event that the parties cannot agree as to the character of the
24 information challenged, any party challenging the confidentiality shall do
so by appropriate pleading. This pleading shall:

25 I. Designate the document, transcript or other material challenged in
26 a manner that will specifically isolate the challenged material from
other material claimed as confidential; and

1 II. State with specificity the grounds upon which the documents,
2 transcript or other material are deemed to be non-confidential by
3 the challenging party.

4 (c) A ruling on the confidentiality of the challenged information, document,
5 data or study shall be made by a Hearing Officer after proceedings in
6 camera, which shall be conducted under circumstances such that only
7 those persons duly authorized hereunder to have access to such
8 confidential materials shall be present. This hearing shall commence no
9 earlier than five (5) business days after service on the providing party of
10 the pleading required by subsection 7(b) above.

11 (d) The record of said in camera hearing shall be marked "CONFIDENTIAL
12 – SUBJECT TO PROTECTIVE ORDER IN DOCKET NOS. T-03632A-
13 06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-
14 04302A-06-0091, T-01051B-06-0091." Court reporter notes of such
15 hearing shall be transcribed only upon agreement by the parties or order of
16 the Hearing Officer and in that event shall be separately bound,
17 segregated, sealed, and withheld from inspection by any person not bound
18 by the terms of this Order.

19 (e) In the event that the Hearing Officer should rule that any information,
20 document, data or study should be removed from the restrictions imposed
21 by this Order, no party shall disclose such information, document, data or
22 study or use it in the public record for five (5) business days unless
23 authorized by the providing party to do so. The provisions of this
24 subsection are intended to enable the providing party to seek a stay or
25 other relief from an order removing the restriction of this Order from
26 materials claimed by the providing party to be confidential.

8. (a) Receipt into Evidence. Provision is hereby made for receipt into evidence
in this proceeding materials claimed to be confidential in the following manner:

I. Prior to the use of, or substantive reference to, any Confidential or
Highly Confidential Information, the parties intending to use such
Information shall make that intention known to the providing
party.

II. The requesting party and the providing party shall make a good-
faith effort to reach an agreement so the Information can be used in
a manner which will not reveal its trade secret, confidential or
proprietary nature.

III. If such efforts fail, the providing party shall separately identify
which portions, if any, of the documents to be offered or
referenced shall be placed in a sealed record.

IV. Only one (1) copy of the documents designated by the providing
party to be placed in a sealed record shall be made.

1 V. The copy of the documents to be placed in the sealed record shall
2 be tendered by counsel for the providing party to the Commission,
3 and maintained in accordance with the terms of this Order.

4 (b) Seal. While in the custody of the Commission, materials containing
5 Confidential Information shall be marked "CONFIDENTIAL – SUBJECT
6 TO PROTECTIVE ORDER IN DOCKET NOS. T-03632A-06-0091, T-
7 03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-
8 0091, T-01051B-06-0091" and Highly Confidential Information shall be
9 marked "HIGHLY CONFIDENTIAL – USE RESTRICTED PER
10 PROTECTIVE ORDER IN DOCKET NOS. T-03632A-06-0091, T-
11 03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-
12 0091, T-01051B-06-0091 and shall not be examined by any person except
13 under the conditions set forth in this Order.

14 (c) In Camera Hearing. Any Confidential or Highly Confidential Information
15 that must be orally disclosed to be placed in the sealed record in this
16 proceeding shall be offered in an in camera hearing, attended only by
17 persons authorized to have access to the information under this Order.
18 Similarly, any cross-examination on or substantive reference to
19 Confidential or Highly Confidential Information (or that portion of the
20 record containing Confidential or Highly Confidential Information or
21 references thereto) shall be received in an in camera hearing, and shall be
22 marked and treated as provided herein.

23 (d) Access to Record. Access to sealed testimony, records and information
24 shall be limited to the Hearing Officer and persons who are entitled to
25 review Confidential or Highly Confidential Information pursuant to
26 subsection 1(c) above and have signed an Exhibit A or B, unless such
information is released from the restrictions of this Order either through
agreement of the parties or after notice to the parties and hearing, pursuant
to the ruling of a Hearing Officer, the order of the Commission and/or
final order of a court having final jurisdiction.

(e) Appeal/Subsequent Proceeding. Sealed portions of the record in this
proceeding may be forwarded to any court of competent jurisdiction for
purposes of an appeal or to the FCC, but under seal as designated herein
for the information and use of the court or the FCC. If a portion of the
record is forwarded to a court or the FCC, the providing party shall be
notified which portion of the sealed record has been designated by the
appealing party as necessary to the record on appeal or for use at the FCC.

(f) Return. Unless otherwise ordered, Confidential Information and Highly
Confidential Information, including transcripts of any depositions to
which a claim of confidentiality is made, shall remain under seal, shall
continue to be subject to the protective requirements of this Order, and
shall be returned to counsel for the providing party within thirty (30) days
after final settlement or conclusion of the proceedings. If the providing
party elects to have Confidential Information or Highly Confidential
Information destroyed rather than returned, counsel of the receiving party
shall verify in writing that the material has in fact been destroyed.

1 9. Use in Pleadings. Where references to Confidential or Highly Confidential
2 Information in the sealed record or with the providing party is required in pleadings, briefs,
3 arguments or motions (except as provided in section 7), it shall be by citation of title or exhibit
4 number or some other description that will not disclose the substantive Confidential Information
5 contained therein. Any use of or substantive references to Confidential or Highly Confidential
6 Information shall be placed in a separate section of the pleading or brief and submitted to the
7 Hearing Officer or the Commission under seal. This sealed section shall be served only on
8 counsel of record and parties of record who have signed the nondisclosure agreement set forth in
9 Exhibit A or B. All of the restrictions afforded by this Order apply to materials prepared and
10 distributed under this section.

11 10. Summary of Record. If deemed necessary by the Commission or ALJ, the
12 providing party shall prepare a written summary of the Confidential or Highly Confidential
13 Information referred to in the Order to be placed on the public record.

14 11. The provisions of this Order are specifically intended to apply to all data,
15 documents, studies, and other material designated as Confidential or Highly Confidential by any
16 party to Docket Nos. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-
17 06-0091, T-04302A-06-0091, T-01051B-06-0091.

18 12. This Protective Order shall continue in force and effect after these dockets are
19 closed.

20 Dated this ___ day of _____, 2007.

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**EXHIBIT A
CONFIDENTIAL INFORMATION**

I have read the foregoing Protective Order dated _____ 2007, in Docket Nos. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091 and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

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EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____ 2007, in Docket Nos. T-03632A-06-0091, T-03406A-06-0091, T-03267A-06-0091, T-03432A-06-0091, T-04302A-06-0091, T-01051B-06-0091 and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date