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BEFORE THE ARIZONA

CORPORATION COMMISSION

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14 IN THE MATTER OF THE JOINT
 15 NOTICE AND APPLICATION OF
 16 QWEST CORPORATION, QWEST
 COMMUNICATIONS COMPANY,
 17 LLC, QWEST LD CORP., EMBARQ
 COMMUNICATIONS, INC. D/B/A
 18 CENTURYLINK COMMUNICATIONS,
 EMBARQ PAYPHONE SERVICES,
 19 INC. D/B/A CENTURY LINK,
 AND CENTURYTEL SOLUTIONS,
 20 LLC, FOR APPROVAL OF THE
 PROPOSED MERGER OF THEIR
 21 CORPORATIONS QWEST
 COMMUNICATIONS
 22 INTERNATIONAL INC. AND
 CENTURYTEL, INC.

Docket Nos. T-01051B-10-0194
 T-02811B-10-0194
 T-04190A-10-0194
 T-20443A-10-0194
 T-03555A-10-0194
 T-03902A-10-0194

**CWA'S RESPONSE TO JOINT
 APPLICANTS' PROPOSED
 MODIFICATION TO REQUESTED
 PROCEDURAL ORDER TO ADD
 "STAFF EYES ONLY"
 CONFIDENTIALITY**

23 On July 27, 2010, the Joint Applicants filed a motion
 24 to adopt a protective order that includes a "Staff Eyes
 25 Only" ("SEO") designation for certain allegedly highly
 26 confidential, competitively sensitive information. The
 27 Communications Workers of America ("CWA") hereby submits its
 28

1 response opposing the relief requested by the Joint
2 Applicants. In support of this response, CWA states as
3 follows:

4 1. By order entered July 2, 2010, CWA was granted
5 permission to intervene in this proceeding.

6 2. CWA's full participation in this case facilitates
7 the Commission's ability to exercise its constitutionally
8 required responsibility to ensure the protection of the
9 "comfort and safety, and the preservation of the health, of
10 the employees" of the Joint Applicants. Ariz. Const. Art.
11 XV, § 3.
12

13 3. Joint Applicants' request for an SEO level of
14 confidential documents is replete with references to the
15 "competitively sensitive" nature of certain types of
16 information, such as business plans, new products, and
17 market share. Joint Applicants' motion pp. 2-3.
18

19 4. At no point, however, do Joint Applicants explain
20 why such information should be withheld from CWA - a labor
21 union that represents various employees of Joint Applicants.

22 5. Neither CWA nor the Joint Applicants' employees it
23 represents is a competitor of Joint Applicants. Public
24 service commissions in other jurisdictions have reached
25 precisely this conclusion when faced with similar attempts
26 to withhold relevant information from utility labor unions.
27

1 For example:

2 a. "The Commission notes that R.I.G.L. § 38-2-
3 2(4)(i)(B) has not been interpreted to deem a
4 labor union which is in dispute with its own
5 company to be in competition with its own
6 company." *In Re: New England Gas Company Rate*
7 *Filing*, 2002 R.I. PUC LEXIS 15.

8
9 b. "The provision in the protective order that
10 would prevent an employee of a party from
11 being designated as an outside expert for
12 purposes of viewing highly confidential
13 information is designed to prevent the
14 disclosure of confidential information to
15 employees of competing companies who might
16 obtain a competitive advantage from their
17 knowledge of that information. Obviously, CWA
18 is not a competitor of Sprint Nextel."
19 *Application of Sprint Nextel Corporation for*
20 *Approval of the Transfer of Control of Sprint*
21 *Missouri, Inc., Sprint Long Distance, Inc.,*
22 *and Sprint Payphone Services, Inc. from Sprint*
23 *Nextel Corporation to LTD Holding Company,*
24 *2006 Mo. PSC LEXIS 218 (emphasis added).*

25 c. "OPEIU argues persuasively, however, that a
26 labor union such as OPEIU, representing a
27

1 utility's own employees, should not be viewed
2 as a 'competitor' of the utility for purposes
3 of discovery." *Application of Washington Gas*
4 *Light Company*, 2007 D.C. PUC LEXIS 246.

5
6 6. On August 3, 2010, the Joint Applicants filed a
7 motion to protect similar types of information with the
8 Colorado Public Utilities Commission (a copy of which is
9 attached hereto as Attachment A). In the Colorado motion,
10 the Joint Applicants would permit outside counsel and
11 experts to review the type of information that they seek to
12 restrict to SEO status in Arizona. Moreover, the Colorado
13 motion specifically lists each party that is claimed to be a
14 competitor of the Joint Applicants, and CWA is not so
15 listed. Attachment A, p. 4, note 1. Thus, Joint
16 Applicants' Colorado motion recognizes that CWA should not
17 be subject to the same restrictions that are placed on
18 competitors and should not be restricted from having their
19 outside counsel and expert receive all information provided
20 in this case.

21 7. Thus, CWA requests that it be afforded the same
22 access to information that is provided to Staff and RUCO.
23 CWA is not a competitor of the Joint Applicants. As
24 commissions in at least three other jurisdictions have held,
25 restrictions designed to limit competitors' access to
26
27
28

1 business-sensitive information should not apply to a labor
2 union that represents the utility's employees.

3
4 8. In their Motion (p. 3), Joint Applicants suggests
5 that "[a]t least one other state that is considering this
6 transaction already allows the SEO designation. The
7 Colorado Public Utilities Commission permits a party to
8 request heightened protection of information by motion, and
9 typically restricts the distribution of the information to
10 the commission staff and the office of consumer counsel."

11 In response, CWA notes that:

- 12 a. Joint Applicants cite no Arizona-specific
13 statute, rule, or precedent for such a
14 designation;
- 15
16 b. the Colorado case Joint Applicants cite in
17 support of the foregoing statement actually
18 states that "[u]nder PUC rules, confidential
19 information is made available to PUC
20 commissioners, their staff, the Office of
21 Consumer Counsel (OCC), and *any parties to the*
22 *proceeding*" - *Public Serv. Co. v. Trigen-*
23 *Nations Energy Co.*, 982 P.2d 316, 319 (Colo.
24 1999) (emphasis added);
- 25 c. in Colorado, confidentiality of the type of
26 information under consideration in the *Trigen-*
27

1 *Nations* case is ensured primarily by state
2 statutes and implementing rules - see *id.* at
3 324 - which are absent here; and

4 d. Colorado's statutes and rules regarding
5 confidentiality are driven by a desire to
6 protect against the disclosure of particular
7 information to a given utility's *competitors* -
8 see *id.* at 320 ("The competitors of Public
9 Service Company, such as these Intervenors,
10 are the very people who should not be provided
11 this confidential information in order to
12 comply with the letter and the spirit [of the
13 state statute]."); see also *id.* at 326 ("PUC
14 found disclosure of the customer names to be
15 antithetical to the legislature's
16 authorization for a proceeding whose essential
17 purpose is to by-pass competition.").

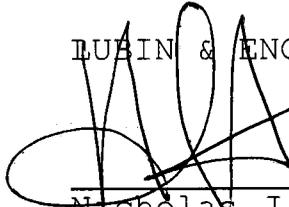
18
19 9. In addition, CWA requests a further modification in
20 the proposed protective order. For highly confidential
21 information (and presumably for CWA access to SEO
22 information), Joint Applicants request limiting release of
23 the documents to one outside counsel and one outside
24 consultant. Draft protective order, p. 6. CWA has retained
25 an outside consultant and expert witness, Randy Barber, and
26 two outside counsel, the undersigned counsel in Arizona and
27

1 Scott J. Rubin (an attorney licensed in Pennsylvania and New
2 York) who is representing CWA in this and similar
3 proceedings in several states (a motion *pro hac vice* has
4 been prepared for Mr. Rubin and will be filed as soon as
5 certificates in good standing are received). CWA requests,
6 therefore, that such documents be provided to three persons:
7 Mr. Enoch, Mr. Rubin, and Mr. Barber.

8
9 **WHEREFORE**, CWA respectfully requests that the
10 Commission find that CWA is not a competitor of the Joint
11 Applicants, and that CWA's outside consultant and counsel be
12 permitted to receive all information provided by Joint
13 Applicants to Staff and RUCO, subject to the terms of the
14 proposed protective order.

15 RESPECTFULLY SUBMITTED this 9th day of August, 2010.

16 RUBIN & ENOCH, P.C.

17
18 
19 _____
20 Nicholas J. Enoch, Esq.
21 Attorney for Intervenor CWA
22
23
24
25
26
27
28

1 Original and thirteen (13) copies
2 of CWA's Response filed this
3 9th day of August, 2010, with:

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26 F:\Law Offices\client directory\CWA\002\Fleadings\2010 08 09 CWA -- AZ ACC -- response re SEO designation.wpd

27

28

ATTACHMENT A

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 LTD CORP.

MOTION OF CENTURYLINK, INC. FOR PROTECTIVE ORDER AFFORDING EXTRAORDINARY PROTECTION FOR HIGHLY CONFIDENTIAL INFORMATION AND DOCUMENTS

CenturyLink, Inc. ("CenturyLink" or the "Company"), by and through its undersigned counsel, and pursuant to Rule 723-1-1100(a)(III) of the Colorado Public Utilities Commission's ("Commission") Rules of Practice and Procedure relating to Confidentiality, 4 COLO. CODE REGS. 723-1, hereby respectfully request that the Commission grant extraordinary protection, as requested in this Motion, to the Highly Confidential Attachment of CenturyLink to question PUC 2-6 (the "Highly Confidential Information"), attached to the Company's response to Staff of the Colorado Public Utilities Commission's ("Staff") second set of data requests.

CenturyLink requests that access to the Highly Confidential Information be limited to the Commission, the Advisory Staff of the Commission, Trial Staff of the Commission, and their respective attorneys from the Colorado Attorney General's Office assigned to this docket and to the Director and those employees of the Colorado Office of Consumer Counsel ("OCC") and their attorneys from the Colorado Attorney General's Office, who are assigned to this docket, as is standard practice for treatment of highly confidential information.

In order to strike a balance between providing the great amount of information requested in this data request and the protection of its rights, interests, and information, the Company

proposes to also allow one individual outside attorney and one individual outside expert for each Intervenor other than Trial Staff and the OCC to view the information in response to Request 2-6 sought to be designated as Highly Confidential Information by this Motion, subject to such outside attorney and outside expert not sharing the substance of the information with their client. CenturyLink believes certain information may arise in the course of these proceedings that should be limited only to the Commission, the Advisory Staff of the Commission, Trial Staff of the Commission and the OCC, however, in this instance, the Company is comfortable providing this "compromise" treatment with respect to one individual outside attorney and one individual outside consultant for the Highly Confidential Information subject to this Motion.

CenturyLink has conferred with Qwest Communications International Inc ("Qwest") and conveyed that the Company would seek extraordinary protection of the subject information. Counsel for Qwest has authorized CenturyLink to state Qwest supports the Company in its request that the information at issue be treated as highly confidential information. Because Qwest is a Joint Applicant in this docket, no restrictions on the number of counsel or experts at Qwest that may view this Highly Confidential Information would be appropriate.

As grounds for the relief sought herein, CenturyLink states as follows:

1. Commission Rule 723-1-1100(a)(III) of the Confidentiality Rules provides as follows:

If a party believes that information requires extraordinary protection beyond that provided for in these rules, then the party shall submit a motion seeking such extraordinary protection. The motion shall include a description and/or representative sample of the information for which extraordinary protection is sought, shall state the specific relief requested and the grounds for seeking the relief, and shall advise all other parties of the request and the subject matter of the material at issue. ... The motion shall be accompanied by the specific form of nondisclosure agreement requested by the party. ...

4 COLO. CODE REGS. 723-1-1100(a)(III); *see also Public Serv. Co. of Colo. v. Trigen-Nations Energy Co., L.L.P.*, 982 P.2d 316 (Colo. 1999) (upholding Colorado Public Utilities Commission decision granting Public Service Company's motion for extraordinary protection).

2. The information and documents included in the Highly Confidential Information, subject to this request, consists of detailed information of the Company's current, and expected, business operations.

3. Extraordinary confidential protection is warranted for this Highly Confidential Information. The information and documents are highly confidential, proprietary, commercially-sensitive or trade-secret, and deserve extraordinary confidentiality protection.

4. Disclosure of the Highly Confidential Information subject to this Motion, beyond the limited disclosure sought in this Motion, would expose to potential vendors and competitors detailed information about CenturyLink's detailed financial capital model ("Capital Consolidated Model"). This information is being provided in response to the Staff's request of CenturyLink's analysis with regard to "debt to equity capitalization ratios and/or structures." The Consolidated Model contains material non-public financial information for 2009 through 2015, including but not limited to, projections of revenues, expenses, capital investments, cash flows, synergies, integration costs, dividends, debt, pension contributions, utilization of net operating losses, and estimates of enterprise values. CenturyLink believes the Consolidated Model derives an independent economic value from its secret compilation, and interconnectivity, of protected materials and provides CenturyLink a competitive advantage. If this information were made available to CenturyLink's business competitors, those competitors would be in a position to analyze CenturyLink's competitive vulnerabilities, its strategic investment decisions, its internal processes and analytical approaches, and to better position their own operations to compete with

CenturyLink. For example, armed with knowledge of CenturyLink's cost structure, projected cash flows and network investments, a competitor could develop and roll-out competing products much more efficiently and quickly than otherwise would be the case. The requested extraordinary confidentiality protective order should be granted in order to prevent disclosure of this Highly Confidential Information to competitors and vendors, or to potential competitors and vendors of the Company.¹ The Company and its customers would be harmed inasmuch as such disclosure would adversely impact the competitive telecommunication marketplace in Colorado and expose highly confidential proprietary, commercially-sensitive or trade-secret information of the Company to competitors. CenturyLink opposes any attempt of a competitor to use this docket for purposes other than making an assessment of whether the proposed merger is not contrary to the public interest.²

5. The "compromise" approach suggested by CenturyLink would allow each Intervenor, other than the Commission, its Staff and the OCC, access through one individual outside attorney and one individual outside consultant. This outside attorney and outside consultant can provide assistance to Intervenors without relaying the substantive highly confidential disclosures. This Highly Confidential Information should not be available for analysis by competitors themselves or their officers and employees.

6. CenturyLink would be placed at a competitive disadvantage if its competitors and vendors were privy to the Company's commercially sensitive, competitive, and business information and decision-making processes. Competitors and vendors should not be granted

¹ The following competitors of CenturyLink and/or Qwest are Intervenors in this proceeding: Eschelon Telecom of Colorado, Inc. d/b/a Integra Telecom; Level 3 Communications, LLC; N.E. Colorado Cellular, Inc. d/b/a Viaero; McLeodUSA Telecommunication Services, Inc. d/b/a PAETEC Business Services; DIECA Communication, Inc. d/b/a Covad Communications; Cbeyond Communications, LLC; tw telecom of Colorado llc; 360networks (USA) inc.; iLOKA Inc. d/b/a Mictrotech-Tel; Bresnan Broadband of Colorado, LLC. The large majority of these parties specifically cited their competition with Qwest and/or CenturyLink as their primary basis for intervening in this docket.

² See, 4 CCR 723-2-2109.

access to information which may be used to design, develop, provide, or market any product, service, or business strategy that would compete with any product of CenturyLink. To that end, a protective order granting the requested extraordinary confidential protection will assist the Company in maintaining their highly confidential information and documents. By protecting the specified Highly Confidential Information from disclosure, the Company hopes to prohibit dissemination of their commercially sensitive, competitive, and highly confidential business information and decision-making processes, which in turn will keep customers from bearing the burdens of decreased competition and increased costs. For these reasons, ordinary confidential protection of the specified Highly Confidential Information will be inadequate and greater protection is required, as requested in this Motion.

7. Specifically, CenturyLink is requesting an Order affording extraordinary protection to the Highly Confidential Information, subject to this Motion, that limits access to the Highly Confidential Information of Attachment PUC 2-6 to the Commissioners, Administrative Law Judges, Commission Staff (Trial and Advisory), the OCC employees assigned to this case, the above parties' respective attorneys, and one individual outside attorney and one individual outside expert for each Intervenor in this docket other than Trial Staff and the OCC. In satisfaction of Rule 723-1-1100(a)(III) the Company:

(a) Provides that, to have access to the Highly Confidential Information, attorneys employed by the Colorado Office of the Attorney General must represent the Commission, Commission Staff, and the OCC *and* must have signed, served, and filed with the Commission the Nondisclosure Agreement that is attached to this Motion as Attachment "B",

(b) Provides that, to have access to the Highly Confidential Information employees of the OCC must have signed, served, and filed with the Commission the Nondisclosure Agreement Relating to Highly Confidential Information that is attached to this Motion as Attachment "B";

(c) Provides that, to have access to the Highly Confidential Information, members of the Commission Staff must have signed and have on file with the Commission a current annual nondisclosure agreement in accordance with Rule 1100(g); and

(d) Provides that, Intervenors, other than those listed immediately above, who seek access to, or disclosure of, the Highly Confidential information contained in Attachment PUC 2-6 may designate one individual outside counsel and individual outside consultant to receive and review these materials. The designated outside counsel and/or consultant must have signed, served, and filed with the Commission the Nondisclosure Agreement Relating to Highly Confidential Information that is attached to this Motion as Attachment "C", certifying that the person requesting access to Highly Confidential Information:

(i) Is not now involved, and will not for a period of two years involve themselves in, competitive decision making with respect to the documents or information protected herein, by or on behalf of any company or business organization that competes, or potentially competes, with the company or business organization from whom they seek disclosure of highly confidential information with respect to the pricing, marketing, and sales of telecommunications services; and

(ii). Has read and understands, and agrees to be bound by, the terms of the Protective Order in this proceeding, including this Section of the Protective Order.

8. The extraordinary confidential protections that the Company seeks in this Motion strikes the appropriate balance between: (1) the need for disclosure of relevant information to Colorado regulators, the Staff, assigned employees of the OCC, and other Intervenors as well as (2) the need to protect the interests of CenturyLink. The Staff and the OCC are charged by law to assure that the Company and other regulated utilities act in the public interest and that the interests of their respective constituent customers are protected. The Company's willingness to provide the sensitive Highly Confidential Information requested to one outside attorney and one outside expert shows a good faith effort to work with all parties in this proceeding. Giving access of the specified Highly Confidential Information to members of the Staff, assigned analysts of the OCC, their respective counsel, and one individual outside counsel and one individual outside expert for any other Intervenor will allow all parties to provide adequate review and comment to the Commission regarding the relevant issues in this Application without disclosure of any information that should otherwise be protected as highly confidential.

9. By the foregoing discussion, the Company has established in this Motion that (a) the information in this docket for which extraordinary confidentiality is sought is highly confidential; (b) the protections afforded by the Commission's rule governing ordinary confidentiality provide insufficient protection for the information; and (c) if adopted, the extraordinary protections proposed by the Company will afford sufficient protection for the highly confidential information. In addition, CenturyLink is providing an affidavit required by Rule 723-1-1100(a)(III) which is attached to this Motion as Attachment "A". Therefore, the

Company has demonstrated good cause to grant this Motion for protective order and request that this Motion be granted.

10. CenturyLink has served a copy of this Motion, which includes a description of the highly confidential nature of the information, on counsel for the parties in this docket. Hence, the parties have this Motion and notice of the relief requested, as contemplated by Rule 723-1-1100(a)(III).

WHEREFORE, CenturyLink respectfully request that the Commission grant this request for extraordinary confidential protection and enter a protective order limiting disclosure of the Highly Confidential Attachment which may be produced in the course of discovery as described in this Motion and as follows:

(a) limiting disclosure and access to the Highly Confidential Information to the Commissioners, Commission ALJs, members of the Commission's Staff, both advisory and trial staff, employees of the OCC assigned to this case, their respective attorneys from the Colorado Attorney General's Office, and one individual outside counsel and one individual outside expert for any other Intervenor;

(b) declare that the one designated outside attorney and the one designated outside expert of an Intervenor that maybe permitted access to Highly Confidential Information shall not convey the substance of the Highly Confidential Information or otherwise discuss it such that those discussions could be used to design, develop, provide, or market any product, service, or business strategy that would compete with any product of CenturyLink; and

(c) declare that the protections requested in this Motion apply in conjunction with the Commission's Confidentiality Rules, 4 CCR 723-1-1100 through -1102.

Dated this 3rd day of August, 2010.

Respectfully submitted,

CENTURYLINK, INC.

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ATTORNEYS FOR CENTURYLINK, INC.

CERTIFICATE OF SERVICE

I hereby certify that on this 3rd day of August, 2010, the foregoing **Motion of CenturyLink, Inc. for Protective Order Affording Extraordinary Protection for Highly Confidential Information and Documents** was filed through the PUC E-filing and courtesy copies were provided to the following at the email addresses shown:

Timothy Goodwin
Timothy Kunkleman
Torry Somers
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CBeyond Communications
Covad Communications
Covad Communications
Covad Communications
CWA
CWA
Integra
Integra
Level 3 Communications
Level 3 Communications
McLeodUSA Telecommunications
McLeodUSA Telecommunications
Microtech-Tel
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PUC - Commission Counsel
PUC - AG's Office for PUC Staff
PUC - AG's Office for PUC Staff
PUC - AG's Office for PUC Staff
PUC - Advisory Staff
PUC - Advisory Staff
PUC - Advisory Staff
PUC - Advisory Staff
PUC - Trial Staff
tw telecom of colorado llc
US Department of Defense & FEAs
US Department of Defense & FEAs
Viaero
Viaero
360Networks
360Networks

s/ Geraldine Kelley

ATTACHMENT A

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 10A-397

IN THE MATTER OF THE JOINT APPLICATION OF WEST COMMUNICATIONS INTERNATIONAL, INC. AND CENTURYLINK, INC. FOR APPROVAL OF INTERSTATE TRANSMISSION OF CONTROL OF DIRECT TELEPHONY IN PACE COUNTY TELEPHONE COMPANY, WEST COMMUNICATIONS COMPANY, INC. AND WEST LIP CORP.

APPENDIX

CenturyLink, Inc. by and through its authorized counsel hereby respectfully submits this Affidavit pursuant to Rule 201A-1000, 2000 of the Colorado Public Utilities Commission's Rules of Procedure and Evidence regarding Confidentiality of Data Collected Pursuant to the National CenturyLink, Inc. Telephone Service Affiliation Agreement between the Highly Confidential Information and Documents ("HICID")

THIS AFFIDAVIT IS MADE AND SUBMITTED UNDER THE OATH AND IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

- 1. I am a Senior Counsel for CenturyLink, Inc., the Respondent herein.
- 2. To the best of my knowledge and belief, the information provided herein as requested under the HICID rules does not constitute Highly Confidential Information as defined in the proposed confidentiality agreement and is not otherwise highly confidential information.

(3) I am a Senior Counsel for CenturyLink, Inc.

(4) The following people in their capacities as officers or employees of CenturyLink, Inc. and the Respondent herein:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] AND [REDACTED] before me this [REDACTED] day of August, 2011, by [REDACTED]
[REDACTED]

[REDACTED]



[REDACTED]

[REDACTED]

[REDACTED]

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 LTD CORP.

NONDISCLOSURE AGREEMENT RELATING TO HIGHLY CONFIDENTIAL INFORMATION

I hereby state that I have read the protective provisions relating to confidential information contained in Commission Rules 1100 through 1102 and the Commission Order to which this nondisclosure agreement is attached, which Order provides extraordinary protection to the types of information and documents identified in that Order. I further agree to be bound by the terms of the protective provisions contained in Commission Rules 1100 through 1102 with respect to all Highly Confidential Information and Confidential Information produced in or arising in the course of this Docket. I agree to be bound by the terms of the Commission Order to which this nondisclosure agreement is attached, which Order provides extraordinary protection to the types of information and documents identified in that Order.

Name

Date

Title

Signature

Employer or Firm

Signature of Counsel

Business Address

Party in Case I am Representing

Submitted to Colorado e-Filings System

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 LTD CORP.

NONDISCLOSURE AGREEMENT RELATING TO HIGHLY CONFIDENTIAL INFORMATION FOR DESIGNATED OUTSIDE ATTORNEYS OR OUTSIDE EXPERTS

I hereby state that I have read the protective provisions relating to confidential information contained in Commission Rules 1100 through 1102 and the Commission Order to which this nondisclosure agreement is attached, which Order provides extraordinary protection to the types of information and documents identified in that Order. I further agree to be bound by the terms of the protective provisions contained in Commission Rules 1100 through 1102 with respect to all Highly Confidential Information and Confidential Information produced in or arising in the course of this Docket.

I am not now involved, and will not for a period of two years involve myself in, competitive decision making with respect to the documents or information protected by this Commission Order, by or on behalf of any company or business organization that competes, or potentially competes, with the company or business organization from whom they seek disclosure of highly confidential information with respect to the pricing, marketing, and sales of telecommunications services.

I agree to be bound by the terms of the Commission Order to which this nondisclosure agreement is attached, which Order provides extraordinary protection to the types of information and documents identified in that Order.

Name

Party in Case I am Representing

Title

Date

Employer or Firm

Signature

Business Address

Signature of Counsel

Submitted to Colorado e-Filings System

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 LTD CORP.

PUC 2-6

Please refer to Mr. G. Clay Bailey's testimony on page 17, at line 16-17, concerning the current debt to total capitalization ratio. Please provide a detailed explanation of any estimates performed by or on behalf of Qwest and Century Link concerning the post-merger CenturyLink debt to equity capitalization ratios and/or structures for all regulated and non-regulated companies resulting from the indirect transfer of assets as set forth in this application from the estimated date of such transfer by Qwest and CenturyLink through December 2015. Please provide any and all studies, analyses, reports, workpapers, and/or any other documentation including electronic mail prepared for or by Qwest or Century Link as part of the indirect transfer process relating to your response.