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BEFORE THE ARIZONA CORPORATION CO.

RECEIVED

COMMISSIONERS

KRISTIN K. MAYES - Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

2010 SEP 27 P 2:21

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

IN THE MATTER OF THE JOINT
APPLICATION OF QWEST
CORPORATION, QWEST
COMMUNICATIONS COMPANY, LLC,
QWEST LD CORP. dba QWEST LONG
DISTANCE, EMBARQ PAYPHONE
SERVICES, INC. AND CENTURYTEL
SOLUTIONS, LLC FOR APPROVAL OF
THE PROPOSED MERGER OF THEIR
PARENT CORPORATIONS QWEST
COMMUNICATIONS INTERNATIONAL
INC. AND CENTURYTEL, INC.

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

**THE UNITED STATES
DEPARTMENT OF DEFENSE AND
ALL OTHER FEDERAL EXECUTIVE
AGENCIES' NOTICE OF FILING
EXHIBITS A AND B TO THE
PROTECTIVE ORDER**

The Secretary of Defense, through duly authorized counsel, on behalf of the consumer interests of the United States Department of Defense and all other Federal Executive Agencies (collectively referred to herein as "DoD/FEA"), hereby files the signed Exhibits A and B of the August 23, 2010 Protective Order ("Protective Order") in the above-captioned proceeding. The Exhibits A and B of following DoD/FEA in-house

Arizona Corporation Commission
DOCKETED

SEP 27 2010

DOCKETED BY

or outside personnel are attached: Stephen S. Melnikoff, Charles W. King, Harry Gildea,
and Robert W. Spangler.

Respectfully submitted,


Stephen S. Melnikoff

General Attorney
Regulatory Law Office (JALS-RL)
U.S. Army Litigation Center
901 North Stuart Street, Suite 700
Arlington, Virginia 22203-1837

For
The United States Department of Defense
And
All Other Federal Executive Agencies

Dated: September 23, 2010

Original and thirteen (13)
copies of the foregoing sent Overnight UPS
this 23rd day of September 2010 to:

Docket Control
Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Copy of the foregoing caused to be sent
pre-paid First Class Mail
this 23rd day of September 2010 to:

Honorable Belinda Martin, Esq.
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Arizona Corporation Commission
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Phoenix, Arizona 85007

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1200 West Washington Street
Phoenix, Arizona 85007

(9/22/2010)

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated August 24th, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

STEPHEN S. MELNIKOFF

Name (Print)

USALSA (JALS-RL)

US DEPARTMENT OF ARMY

Employer

GENERAL ATTORNEY

Job Title and Job Description

901 NORTH STUART ST., SUITE 700

ARLINGTON, VA 22203-1837

Business Address

U.S. DEPARTMENT OF DEFENSE AND ALL

OTHER FEDERAL EXECUTIVE AGENCIES*

Party



Signature

SEPTEMBER 20, 2010

Date

IN-HOUSE COUNSEL

Role in Proceeding

* DOD/FEA

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated August 23/24, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

I AM NOT ENGAGED IN STRATEGIC OR COMPETITIVE DECISION MAKING FOR ANY PARTY, INCLUDING, BUT NOT LIMITED TO, THE SALE OR MARKETING OR PRICING OF PRODUCTS OR SERVICES ON BEHALF OF ANY PARTY.

STEPHEN S. MELNIKOFF

Name

USALSA (JALS-RL)

U.S. DEPARTMENT OF ARMY

Employer

GENERAL ATTORNEY

Job Title and Job Description

901 NORTH STUART ST., SUITE 700

ARLINGTON, VA 22203-1837

Business Address

U.S. DEPARTMENT OF DEFENSE AND
ALL OTHER FEDERAL EXECUTIVE AGENCIES*

Party



Signature

September 8, 2010

Date

IN-HOUSE COUNSEL

Role in Proceeding

* DOD/FEA

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated Aug 23 2010, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

Charles N. King
Name (Print)

Spavelly King Majors & O'Connor, Inc
Employer

President
Job Title and Job Description

1111 14th St. NW #300

Washington DC 20005
Business Address

DoD/FEA
Party

[Signature]
Signature

9/20/10
Date

Consultant/Witness
Role in Proceeding

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated Aug 23, 2010, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

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Charles W. King
Name

Shelby King Majors & O'Connor, Inc
Employer

President
Job Title and Job Description

1111 14th St, NW #300
Washington DC 20005
Business Address

DoD/FEA
Party

[Signature]
Signature

9/20/10
Date

Consultant/Witness
Role in Proceeding

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated 8-23-2010, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

HARRY GILDEA
Name (Print)

SARATELY KING MATOAS & O'CONNOR, INC.
Employer

SENIOR CONSULTANT - ECONOMIC ANALYSES
Job Title and Job Description

SUITE 300 1111 14TH ST NW
Business Address
WASHINGTON DC 20005

DOD / FEA
Party

Harry Gildea
Signature

August 25, 2010
Date hg

CONSULTANT TO INTERVIEW
Role in Proceeding

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated 8-23-2010, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

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HARRY GILDEA

Name

SARNEY KING MAJORS & O'CONNOR, INC

Employer

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Job Title and Job Description

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WASHINGTON DC 20005

Business Address

DOE/FEA

Party

Harry Gildea

Signature

AUGUST 25, 2010

Date

CONSULTANT TO INTERVENOR

Role in Proceeding

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated AUG. 23/24, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

ROBERT SPANGLER
Name (Print)

SNAVELY KING MATOLOS & O'CONNOR
Employer

SENIOR CONSULTANT
Job Title and Job Description

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VASHON, WA 98070
Business Address

DOD / FEA
Party

Robert W Spangler
Signature

August 24, 2010
Date

OUTSIDE EXPERT
Role in Proceeding

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated Aug. 23/24, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

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ROBERT SPANGLER
Name

SNARELY KING MAJOROS & O'CONNOR
Employer

SENIOR CONSULTANT
Job Title and Job Description

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WASHON, WA 98070
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Date

OUTSIDE EXPERT
Role in Proceeding