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BEFORE THE ARIZONA CORPORATION COMMISSION

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GARY PIERCE
Chairman
BOB STUMP
Commissioner
SANDRA D. KENNEDY
Commissioner
PAUL NEWMAN
Commissioner
BRENDA BURNS
Commissioner

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AZ CORP COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED
JAN 11 2012
DOCKETED BY

**IN THE MATTER OF THE APPLICATION OF
QWEST CORPORATION D/B/A
CENTURYLINK-QC ("CENTURYLINK") TO
CLASSIFY AND REGULATE RETAIL LOCAL
EXCHANGE TELECOMMUNICATIONS
SERVICES AS COMPETITIVE, AND TO
CLASSIFY AND DEREGULATE CERTAIN
SERVICES AS NON-ESSENTIAL**

DOCKET NO. T-01051B-11-0378
**JOINT MOTION OF APPLICANT,
THE ARIZONA CORPORATION
COMMISSION STAFF, AND THE
RESIDENTIAL UTILITY
CONSUMER OFFICE FOR
EXPEDITED HEARING, AND FOR
PROTECTIVE ORDER**

Qwest Corporation d/b/a CenturyLink-QC ("Applicant" or "CenturyLink"), the Arizona Corporation Commission Staff ("Staff") and the Residential Utility Consumer Office for the State of Arizona ("RUCO") jointly move for an expedited hearing and procedural schedule.

On October 13, 2011, CenturyLink filed with the Arizona Corporation Commission ("Commission") an application to classify and regulate retail local exchange telecommunications services as competitive, and to classify and deregulate certain services as non-essential. RUCO's intervention was granted on December 2, 2011. Since the time of the filing, CenturyLink has discussed its Application with Staff and RUCO separately on several occasions, and jointly at an informal informational session attended by a number of other persons, firms, and entities.¹

¹ The informal meeting was held at the offices of the Commission on January 5, 2012, pursuant to notice that was docketed on December 22, 2011. The notice was directly mailed to the currently extant intervenors in Docket No. T-01051B-03-0454, *In the Matter of Qwest Corporation's Filing of Renewed Price Regulation Plan*.

1 The joint movants believe that the public interest will be well served by prompt
2 processing of the Application. Accordingly, the parties seek an expedited hearing schedule. The
3 following schedule is respectfully submitted for consideration:

4	January 23, 2012	Publication of Notice of the Application and Date of Hearing ²
5	January 25, 2012	Direct Testimony of Applicant
6	February 10, 2012	Intervention Filing Deadline
7	March 9, 2012	Staff and Intervenor Testimony
8	April 9, 2012	Rebuttal Testimony of Applicant
9	April 9, 2012	Rebuttal of Staff and Intervenors to testimony other than CenturyLink
10		
11	April 30—May1	Evidentiary Hearing ³ --Commission Hearing Room Tucson ⁴
12		

13 The moving parties do not require an initial procedural conference unless the Hearing
14 Officer has questions or the proposed scheduling is not adopted substantially as suggested in this
15 Motion

16 The moving parties also request that a Protective Order shall be entered in this docket,
17 and attach a form of proposed order, marked as Exhibit A.

18 The moving parties and all the potential intervenors who participated in the informal
19 conference referenced above concur that this proceeding should not be consolidated with the
20 Price Cap Plan, which will be in abeyance pending resolution of this Application

21 ² The Notice, in a form determined by the Hearing Division, shall be published in newspapers of general circulation
22 in all counties of the State of Arizona in which the Applicant provides service.

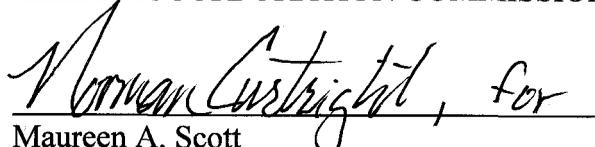
23 ³ All parties to be accorded the opportunity for oral surrebuttal at the hearing.

24 ⁴ This proposed procedural schedule, including the likelihood that the hearing will be conducted at the
25 Commission's hearing room in Tucson, has been circulated and discussed with the potential intervenors who
participated in the informal conference referenced in fn. 1 above. None of them objected.

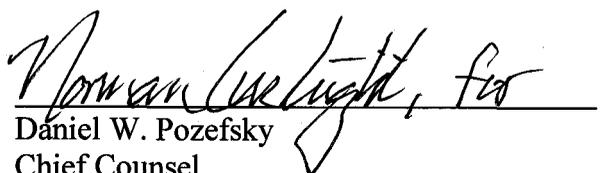
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RESPECTFULLY SUBMITTED, this 11th day of January, 2012.

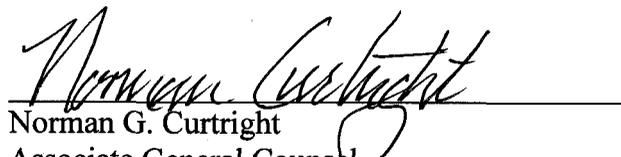
ARIZONA CORPORATION COMMISSION


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ORIGINAL and thirteen (13) copies filed
this 11th day of January, 2012, with:

Docket Control
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
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1 Copy of the foregoing sent via e-mail and
hand delivery this 11th day of January, 2012, to:

2

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EXHIBIT A
BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

GARY PIERCE, Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

**IN THE MATTER OF THE APPLICATION OF
QWEST CORPORATION D/B/A
CENTURYLINK-QC ("CENTURYLINK") TO
CLASSIFY AND REGULATE RETAIL LOCAL
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SERVICES AS COMPETITIVE, AND TO
CLASSIFY AND DEREGULATE CERTAIN
SERVICES AS NON-ESSENTIAL**

DOCKET NO. T-01051B-11-0378

PROTECTIVE ORDER

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 claimed to be proprietary or confidential (herein referred to as "Confidential Information"), shall be so marked by the providing party by stamping the same with a "Confidential" designation. In addition, all notes or other materials that refer to, derive from, or otherwise contain parts of the Confidential Information will be marked by the receiving party as Confidential Information. Access to and review of Confidential Information shall be strictly controlled by the terms of this Order.

(b) Use of Confidential Information - Proceedings. All persons who may be entitled to review, or who are afforded access to any Confidential Information by reason of this Order shall neither use nor disclose the Confidential Information for purposes of business or

1 competition, or any purpose other than the purpose of preparation for and conduct of proceedings
2 in the above-captioned docket or before the Federal Communications Commission ("FCC"), and
3 all subsequent appeals, and shall keep the Confidential Information secure as confidential or
4 proprietary information and in accordance with the purposes, intent and requirements of this
5 Order.

6 (c) Persons Entitled to Review. Each party that receives Confidential
7 Information pursuant to this Order must limit access to such Confidential Information to (1)
8 attorneys employed or retained by the party in these proceedings and the attorneys' staff; (2)
9 experts, consultants and advisors who need access to the material to assist the party in these
10 proceedings; (3) only those employees of the party who are directly involved in these
11 proceedings, provided that counsel for the party represents that no such employee is engaged in
12 the sale or marketing of that party's products or services. In addition, access to Confidential
13 Information may be provided to Commissioners and all Commission Administrative Law Judges,
14 and Commission advisory staff members and employees of the Commission to whom disclosure
15 is necessary. In states where Commission Staff act as advocates in a trial or adversarial role,
16 disclosure of both Confidential Information and Highly Confidential Information to staff
17 members and consultants employed by the staff shall be under the same terms and conditions as
18 described herein for parties.

19 (d) Nondisclosure Agreement. Any party, person, or entity that receives
20 Confidential Information pursuant to this Order shall not disclose such Confidential Information
21 to any person, except persons who are described in section 1(c) above and who have signed a
22 nondisclosure agreement in the form which is attached hereto and incorporated herein as
23 Exhibit "A". Court reporters shall also be required to sign an Exhibit "A" and comply with
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1 terms of this Order. Commissioners, Administrative Law Judges, and their respective staff
2 members are not required to sign an Exhibit "A" form.

3 The nondisclosure agreement (Exhibit "A") shall require the person(s) to whom
4 disclosure is to be made to read a copy of this Protective Order and to certify in writing that they
5 have reviewed the same and have consented to be bound by its terms. The agreement shall
6 contain the signatory's full name, employer, job title and job description, business address and
7 the name of the party with whom the signatory is associated. Such agreement shall be delivered
8 to counsel for the providing party before disclosure is made, and if no objection thereto is
9 registered to the Commission within three (3) business days, then disclosure shall follow. An
10 attorney who makes Confidential Information available to any person listed in subsection (c)
11 above shall be responsible for having each person execute an original Exhibit "A" and a copy of
12 all such signed Exhibit "A's" shall be circulated to all other counsel of record promptly after
13 execution.

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

21 (b) Return. All notes, to the extent they contain Confidential Information and
22 are protected by the attorney-client privilege or the work product doctrine, shall be destroyed
23 after the final settlement or conclusion of these proceedings. The party destroying such
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1 Confidential Information shall advise the providing party of that fact within a reasonable time
2 from the date of destruction.

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

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

17 “HIGHLY CONFIDENTIAL - USE RESTRICTED PER PROTECTIVE ORDER IN
18 DOCKET NO. T-01051B-11-0378”

19 Placing a “Highly Confidential” stamp on the first page of a document indicates only that
20 one or more pages contain Highly Confidential Information and will not serve to protect the
21 entire contents of a multi-page document. Each page that contains Highly Confidential
22 Information must be marked separately to indicate Highly Confidential Information, even where
23 that information has been redacted. The unredacted versions of each page containing Highly
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1 Confidential Information, and provided under seal, should be submitted on paper distinct in color
2 from non-confidential information and "Confidential Information" described in section 1 of this
3 Protective Order.

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

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

9 Copies of Highly Confidential Information may be provided to in-house attorneys,
10 outside counsel and outside experts who have signed Exhibit "B". The in-house experts who
11 have signed Exhibit "B" may inspect, review and make notes from the in-house attorney's copies
12 of Highly Confidential Information.

13 Persons authorized to review the Highly Confidential Information will maintain the
14 documents and any notes reflecting their contents in a secure location to which only designated
15 counsel and experts have access. No additional copies will be made, except for use during
16 hearings and then such disclosure and copies shall be subject to the provisions of Sections 6 and
17 7. Any testimony or exhibits prepared that reflect Highly Confidential Information must be
18 maintained in the secure location until removed to the hearing room for production under seal.
19 Unless specifically addressed in this section, all other sections of this Protective Order applicable
20 to Confidential Information also apply to Highly Confidential Information.

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

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

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

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

10 (1) Designate the document, transcript or other material challenged in a
11 manner that will specifically isolate the challenged material from other
material claimed as confidential; and

12 (2) State with specificity the grounds upon which the documents, transcript or
13 other material are deemed to be non-confidential by the challenging party.

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

17 (d) The record of said in camera hearing shall be marked "CONFIDENTIAL –
18 SUBJECT TO PROTECTIVE ORDER IN DOCKET NO. T-01051B-11-0378".
Court reporter notes of such hearing shall be transcribed only upon agreement by
19 the parties or Order of the Administrative Law Judge and in that event shall be
separately bound, segregated, sealed, and withheld from inspection by any person
not bound by the terms of this Order.

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

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

5 (1) Prior to the use of or substantive reference to any Confidential
6 Information, the parties intending to use such Information shall make that
7 intention known to the providing party.

8 (2) The requesting party and the providing party shall make a good-faith
9 effort to reach an agreement so that the Information can be used in a
10 manner which will not reveal its confidential or proprietary nature.

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

14 (4) Only one (1) copy of the document designated by the providing party to be
15 placed in sealed record shall be made.

16 (5) The copy of the documents to be placed in the sealed record shall be
17 tendered by counsel for the providing party to the Commission, and
18 maintained in accordance with the terms of this Order.

19 (b) Seal. While in the custody of the Commission, materials containing
20 Confidential Information shall be marked "CONFIDENTIAL - SUBJECT TO PROTECTIVE
21 ORDER IN DOCKET NO. T-01051B-11-0378" and Highly Confidential Information shall be
22 marked "HIGHLY CONFIDENTIAL - USE RESTRICTED PER PROTECTIVE ORDER IN
23 DOCKET NO. T-01051B-11-378" and shall not be examined by any person except under the
24 conditions set forth in this Order.

25 (c) In Camera Hearing. Any Confidential Information or Highly Confidential
Information that must be orally disclosed to be placed in the sealed record in this proceeding
shall be offered in an in camera hearing, attended only by persons authorized to have access to
the information under this Order. Similarly, any cross-examination on or substantive reference to

1 Confidential Information or Highly Confidential Information (or that portion of the record
2 containing Confidential Information or Highly Confidential Information or references thereto)
3 shall be received in an in camera hearing, and shall be marked and treated as provided herein.

4 (d) Access to Record. Access to sealed testimony, records and information
5 shall be limited to the Administrative Law Judge, Commissioners, and their respective staffs, and
6 persons who are entitled to review Confidential Information or Highly Confidential Information
7 pursuant to subsection 1(c) above and have signed Exhibit "A" or "B", unless such information
8 is released from the restrictions of this Order either through agreement of the parties or after
9 notice to the parties and hearing, pursuant to the ruling of an Administrative Law Judge, the
10 order of the Commission and/or final order of a court having final jurisdiction.

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

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

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

14 8. Summary of Record. If deemed necessary by the Commission, the providing party
15 shall prepare a written summary of the Confidential Information referred to in the Order to be
16 placed on the public record.

17 9. The provisions of this Order are specifically intended to apply to all data,
18 documents, studies, and other material designated as confidential or highly confidential by any
19 party to Docket No. T-01051B-11-0378. The provisions are also intended to apply to all data,
20 documents, studies, and other material designated as confidential or highly confidential by any
21 non-party that provides such material in response to data requests in this docket, whether it is
22 provided voluntarily or pursuant to subpoena.

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10. This Protective Order shall continue in force and effect after these Dockets are closed.

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**EXHIBIT A
CONFIDENTIAL INFORMATION**

I have read the foregoing Protective Order dated _____, 2012, in Docket No. T-01051B-11-0378, and agree to be bound by the terms and conditions of this Protective Order.

Name (Print)

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

Role in Proceeding

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**EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION**

I have read the foregoing Protective Order dated _____, 2012, in Docket No. T-01051B-11-0378, 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.

Name (Print)

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

Role in Proceeding