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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

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

2012 JAN 17 P 2:31

Arizona Corporation Commission

DOCKETED

JAN 17 2012

AZ CORP COMMISSION
DOCKET CONTROL

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

PROCEDURAL ORDER

BY THE COMMISSION:

On October 13, 2011, Qwest Corporation d/b/a CenturyLink QC ("CenturyLink") filed with the Arizona Corporation Commission ("Commission") an Application to classify and regulate certain retail local exchange telecommunications services as competitive, and to classify and deregulate certain services as non-essential.

On November 11, 2011, the Residential Utility Consumer Office ("RUCO") filed a Motion to Intervene, which was granted on December 2, 2011.

On December 22, 2011, CenturyLink filed a Notice of Filing ("Notice"), in which it notified interested parties of an informal meeting for CenturyLink to explain its Application, and to give parties the opportunity to ask questions and express concerns, as well as to discuss the process for the Commission's consideration of the Application.

On January 11, 2012, CenturyLink, the Commission's Utility Division ("Staff") and RUCO filed a Joint Motion for Expedited Hearing and for Protective Order ("Motion"). The moving parties requested expedited consideration of the Application, proposed a schedule, and attached a proposed form of Protective Order, a copy of which is attached hereto as Exhibit A.

Accordingly, this matter should be scheduled for hearing.

IT IS THEREFORE ORDERED that the **hearing** in this matter shall commence on **April 30,**

1 **2012, at 10:00 a.m.**, or as soon thereafter as is practical, at the Commission's offices, 400 West
2 Congress St, **Room 222, Tucson, Arizona.**

3 IT IS FURTHER ORDERED that a **telephonic pre-hearing conference** to discuss the
4 conduct of the hearing shall commence on **April 23, 2012, at 10:00 a.m.**, or as soon thereafter as is
5 practical, at the Commission's offices, 400 West Congress St, **Room 218, Tucson, Arizona. Parties**
6 **should contact the Hearing Division at 602 542-4250, for instructions for telephonic**
7 **participation.**

8 IT IS FURTHER ORDERED that the **Protective Order attached hereto as Exhibit A is**
9 **approved** and shall apply to these proceedings until further Order of the Commission.

10 IT IS FURTHER ORDERED that **intervention** shall be in accordance with A.A.C. R14-3-
11 105, except that all Motions to Intervene must be filed on or before **February 29, 2012.**

12 IT IS FURTHER ORDERED that **direct testimony** and associated exhibits to be presented at
13 hearing on behalf of **CenturyLink** shall be reduced to writing and filed on or before **January 25,**
14 **2012.**

15 IT IS FURTHER ORDERED that **direct testimony** and associated exhibits to be presented at
16 hearing on behalf of **Staff and intervenors** shall be reduced to writing and filed on or before **March**
17 **9, 2012.**

18 IT IS FURTHER ORDERED that **rebuttal testimony** and associated exhibits to be presented
19 at hearing on behalf of **CenturyLink, or by Staff or intervenors to testimony other than that of**
20 **CenturyLink,** shall be reduced to writing and filed on or before **April 9, 2012.**

21 IT IS FURTHER ORDERED that all parties will be afforded the opportunity to present oral
22 surrebuttal testimony at the hearing.

23 IT IS FURTHER ORDERED that **CenturyLink** shall **publish notice** of the hearing as set
24 forth below, in a newspaper(s) of general circulation in every county in Arizona in which it provides
25 service, as soon as possible, but no later than **January 27, 2012,** and shall **file an Affidavit(s) of**
26 **Publication** with the Commission as soon a practical thereafter.

27 IT IS FURTHER ORDERED that the Company shall provide public notice of the hearing in
28 this matter, in the following form and style:

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**PUBLIC NOTICE OF THE HEARING ON THE APPLICATION OF
QWEST CORPORATION D/B/A CENTURYLINK-QC
TO CLASSIFY AND REGULATE CERTAIN
RETAIL LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES AS
COMPETITIVE, AND TO CLASSIFY AS NONESSENTIAL
AND DEREGULATE CERTAIN SERVICES
(DOCKET NO. T-01051B-10-0378)**

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Summary

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On October 13, 2011, Qwest Corporation d/b/a CenturyLink QC ("CenturyLink") filed with the Arizona Corporation Commission ("Commission") an Application to classify and regulate certain retail local exchange telecommunications services as competitive pursuant to Arizona Administrative Code R14-2-1108; and to classify and deregulate certain services as non-essential pursuant to A.R.S. § 40-281(E).

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The Commission will issue a decision regarding the Company's Application following consideration of testimony and evidence presented at a hearing. If the Commission grants CenturyLink's request that certain services be considered competitive, these services will be subject to more streamlined regulation and greater rate-setting flexibility by CenturyLink. CenturyLink is requesting that any services which are determined to be neither essential nor integral to the public services it provides should no longer be subject to regulation by the Commission.

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How You Can View or Obtain a Copy of the Application

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Copies of the Application, which includes a list of the affected services, are available at the Company's offices [COMPANY INSERT ADDRESS HERE] and at the Commission's offices at 1200 West Washington, Phoenix, Arizona, and 400 West Congress St., Room 218, Tucson, Arizona for public inspection during regular business hours, and on the internet via the Commission's website (www.azcc.gov) using the e-docket function.

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Arizona Corporation Commission Public Hearing Information

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The Commission will hold a hearing on this matter beginning **April 30, 2012, at 10:00 a.m.**, or as soon thereafter as is practical, at the Commission's offices, 400 West Congress Street, Room No. 222, Tucson, Arizona 85701.

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Public comments will be taken on the first day of the hearing. Written public comments may be submitted via email (visit <http://www.azcc.gov/divisions/utilities/forms/PublicCommentForm.pdf> for instructions), or by mailing a letter referencing Docket Number T-01051B-11-0378 to: Arizona Corporation Commission, Consumer Services Section, 1200 West Washington, Phoenix, AZ 85007. If you require assistance, you may contact the Consumer Services Section at (800) 222-7000.

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About Intervention

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The law provides for an open public hearing at which, under appropriate circumstances, interested parties may intervene. Any person or entity entitled by law to intervene and having a direct and substantial interest in the matter will be permitted

1 to intervene. **If you would like to intervene, you must file a written motion to**
2 **intervene with the Commission no later than February 29, 2012.** You must send
copies of the motion to the Company or its counsel, and to all parties of record in the
case. Your motion to intervene must contain the following:

- 3 1. Your name, address, and telephone number, and the name, address, and
4 telephone number of any party upon whom documents are to be served in
your place, if desired;
- 5 2. A short statement of your interest in the proceeding (e.g., a customer of
the Company, a shareholder of the Company, etc.); and
- 6 3. A statement certifying that a copy of your motion to intervene has been
mailed to the Company or its counsel and to all parties of record in the
7 case.

8 The granting of motions to intervene shall be governed by A.A.C. R14-3-105, except
that **all motions to intervene must be filed on or before February 29, 2012.** If
9 representation by counsel is required by Rule 31 of the Rules of the Arizona Supreme
Court, intervention will be conditioned upon the intervenor obtaining counsel to
10 represent the intervenor. For information about requesting intervention, visit the
Arizona Corporation Commission's webpage at
11 <http://www.azcc.gov/Divisions/Utilities/forms/interven.pdf>. The granting of
intervention, among other things, entitles a party to present sworn evidence at hearing
12 and to cross-examine other witnesses. **However, failure to intervene will not preclude**
any customer from appearing at the hearing and making a statement on such
customer's own behalf.

13 **ADA/Equal Access Information**

14 The Commission does not discriminate on the basis of disability in admission to its
15 public meetings. Persons with a disability may request a reasonable accommodation
such as a sign language interpreter, as well as request this document in an alternative
16 format, by contacting the ADA Coordinator Shaylin Bernal, E-mail
SABernal@azcc.gov, voice phone number 602/542-3931. Requests should be made
17 as early as possible to allow time to arrange the accommodation.

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19 IT IS FURTHER ORDERED that notice shall be deemed complete upon publication of same,
20 notwithstanding the failure of an individual or entity to read or receive the notice.

21 IT IS FURTHER ORDERED that **all parties must comply with Rules 31 and 38 of the**
22 **Rules of the Arizona Supreme Court and A.R.S. § 40-243 with respect to practice of law in**
23 **Arizona and admission *pro hac vice*.**

24 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
25 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
26 Rules of Arizona Supreme Court). Representation before the Commission includes appearances at all
27 hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled
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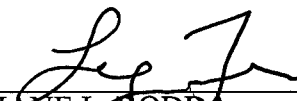
1 for discussion, unless counsel has previously been granted permission to withdraw by the
2 Administrative Law Judge or the Commission.

3 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
4 Communications) applies to this proceeding and shall remain in effect until the Commission's
5 Decision in this matter is final and non-appealable.

6 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,
7 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at
8 hearing.

9 Dated this 17th day of January, 2012.

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JANE L. RODDA
ADMINISTRATIVE LAW JUDGE

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14 Copies of the foregoing mailed/delivered¹
15 this 17th day of January, 2012, to:

16 Norman G. Curtright
17 QWEST CORPORATION d/b/a
18 CENTURYLINK QC
20 E. Thomas Road, 1st Floor
Phoenix, AZ 85012

19 Daniel Pozefsky
20 RUCO
1110 W. Washington St., Suite 220
Phoenix, AZ 85007

21 Michael Patten
22 Roshka DeWulf & Patten, PLC
23 One Arizona Center
400 E. Van Buren St. Ste 800
Phoenix, AZ 85004

24 Peter Q. Nyce Jr.
25 U.S. Army Legal Services Agency
26 901 N. Stuart St., Ste 713
Arlington, VA 22203-1837

27

28 ¹ Copies of this Procedural Order are being sent to the service list for Docket No. T-01051B-03-0454, Qwest Corporation's Price Cap Plan.

- 1 Mark DiNunzio
Cox Arizona Telecom, LLC
1550 W. Deer Valley Rd.
2 MS:DV3-16, Bldg C
3 Phoenix, AZ 85027

- 4 Thomas Campbell
5 Michael Hallum
6 Lewis and Roca, LLP
40 N. Central Ave, Ste 1900
7 Phoenix, AZ 85004-4429

- 8 Martin Aronson
9 Morrill & Aronson, PLC
10 One East Camelback Road, Suite 340
11 Phoenix, AZ 85012-1648

- 12 Gary Yaquinto
13 Arizona Utility Investors Association
2100 North Central Ave., Suite 210
14 Phoenix, AZ 85004

- 15 Michael Grant
16 Gallagher & Kennedy, PA
2575 East Camelback Road
17 Phoenix, AZ 85016-9225

- 18 Albert Sterman
19 2849 East 8th Street
20 Tucson, AZ 85716

- 21 Brian Thomas
22 tw telecom of arizona llc
23 233 Taylor Ave. north
Seattle, WA 98109

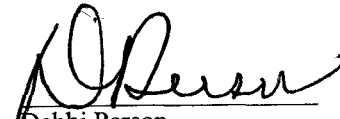
- 24 Joan Burke
25 Law Offices of Joan S. Burke
1650 North First Ave.
26 Phoenix, AZ 85003

- 27 Janice Alward, Chief Counsel
28 Legal Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

- Steven M. Olea, Director
Utilities Division
ARIZONA CORPORATION COMMISSION
1200 West Washington Street
Phoenix, Arizona 85007

- ARIZONA REPORTING SERVICE, INC.
2200 N. Central Avenue, Suite 502
Phoenix, Arizona 85004-1481

By:


Debbi Person
Assistant to Jane Rodda

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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
EXCHANGE TELECOMMUNICATIONS
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.

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
8 differences by stipulation;

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

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

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

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

23 (d) The record of said in camera hearing shall be marked "CONFIDENTIAL –
24 SUBJECT TO PROTECTIVE ORDER IN DOCKET NO. T-01051B-11-0378".
25 Court reporter notes of such hearing shall be transcribed only upon agreement by
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.

 (e) In the event that the Administrative Law Judge should rule that any information,
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
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
providing party to seek a stay or other relief from an order removing the

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

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EXHIBIT B
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Name (Print)

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Business Address

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Signature

Date

Role in Proceeding