

STATE OF MINNESOTA  
OFFICE OF ADMINISTRATIVE HEARINGS  
FOR THE PUBLIC UTILITIES COMMISSION

**SUPPLEMENTAL PROTECTIVE  
ORDER**

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

The purpose of this Supplemental Protective Order (“Supplemental Order”) is to facilitate the disclosure of certain documents and information required by the Order of the Administrative Law Judge issued on September 21, 2010, regarding the Motions to Compel filed by Integra Telecom (“Integra”) and the Communications Workers of America (“CWA”). In that Order, the Administrative Law Judge determined that the Small Company exception set forth in Section 4 of the Protective Order previously issued by the Public Utilities Commission in this matter on June 15, 2010, should be modified to afford additional protection to certain highly sensitive trade secret information to be produced in response to the CWA and Integra Information Requests.

The June 15, 2010, Protective Order remains in effect and continues to govern disclosure of all information apart from the information required to be produced in response to the September 21, 2010, Order on the Motions to Compel filed by the CWA

and Integra that is designated as “Highly Sensitive Trade Secret Information Subject to Additional Protection.” In addition, all provisions of the June 15, 2010, Protective Order remain in effect and continue to govern disclosure of information required to be produced in response to the Motions to Compel filed by the CWA and Integra that is designated as “Trade Secret Information” or “Highly Sensitive Trade Secret Information.”

This Supplemental Order is limited in applicability to certain information required to be disclosed in the September 21, 2010, Order on the Motions to Compel filed by the CWA and Integra. The Parties may agree to handle information produced under other Information Requests in accordance with this Supplemental Protective Order.

**SUPPLEMENTAL PROVISIONS APPLICABLE TO CERTAIN INFORMATION  
PRODUCED IN ACCORDANCE WITH SEPTEMBER 21, 2010, ORDER REGARDING  
MOTIONS TO COMPEL FILED BY INTEGRA AND CWA**

As determined in the September 21, 2010, Order regarding the Motions to Compel, certain information that is to be produced by Joint Petitioners in response to Integra Information Request 143 and CWA Information Requests 1 through 6, 15, and 24, shall be afforded additional protection from disclosure. The Joint Petitioners shall designate such information as “Highly Sensitive Trade Secret Information Subject to Additional Protection.” The first page and individual pages of such documents must be marked with a stamp that reads:

“NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET  
INFORMATION SUBJECT TO ADDITIONAL PROTECTION-USE  
RESTRICTED PER THE SUPPLEMENTAL PROTECTIVE ORDER IN  
DOCKET NO. 10-456”

Placing a “Highly Sensitive Trade Secret Information Subject to Additional Protection” stamp on the first page of a document indicates only that one or more pages contain “Highly Sensitive Trade Secret Information Subject to Additional Protection” and will not serve to protect the entire contents of a multi-page document. Each page that contains “Highly Sensitive Trade Secret Information Subject to Additional Protection” must be marked separately to indicate “Highly Sensitive Trade Secret Information Subject to Additional Protection,” even where that information has been redacted. The un-redacted versions of each page containing “Highly Sensitive Trade Secret Information Subject to Additional Protection” and provided under seal, should be submitted on paper distinct in color from non-confidential information and “Trade Secret Information” or “Highly Sensitive Trade Secret Information” described in Sections 1 and 3 of the June 15, 2010, Protective Order. **Documents designated “Highly Sensitive Trade Secret Information Subject to Additional Protection” shall not be efiled or emailed.**

Parties seeking disclosure of “Highly Sensitive Trade Secret Information Subject to Additional Protection” must designate the person(s) to whom they would like the “Highly Sensitive Trade Secret Information Subject to Additional Protection” disclosed in

advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit "C" of this Supplemental Protective Order. The Exhibit "C" shall also describe in detail the job duties or responsibilities of the person being designated to see the "Highly Sensitive Trade Secret Information Subject to Additional Protection" and the person's role in the proceeding.

Consistent with Section 3 of the June 15, 2010, Protective Order, Parties seeking disclosure of "Highly Sensitive Trade Secret Information Subject to Additional Protection" shall not designate more than (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to such information; (2) three in-house experts; and (3) a reasonable number of outside counsel and outside experts to review materials marked as "NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION SUBJECT TO ADDITIONAL PROTECTION-USE RESTRICTED PER THE SUPPLEMENTAL PROTECTIVE ORDER IN DOCKET NO. 10-456." Information may not be disclosed to persons 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.

The "Small Company" exception provided in Section 4 of the June 15, 2010, Protective Order shall be modified as follows with respect to the "Highly Sensitive Trade Secret Information Subject to Additional Protection" produced in response to the September 21, 2010, Order on the Motions to Compel filed by Integra and CWA:

Small Company. Notwithstanding anything to the contrary in this Supplemental Order or in the June 15, 2010, Protective Order, persons authorized to review "Highly Sensitive Trade Secret Information Subject to Additional Protection" on behalf of a company with less than 5,000 employees shall be limited to the following: (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to Highly Sensitive Trade Secret Information; (2) three non-attorney in-house regulatory personnel; and (3) a reasonable number of outside attorneys and outside consultants. Such persons **do not** include individuals primarily involved in marketing activities for the company, unless the party producing the information, upon request, gives prior written authorization for that person to review the Highly Sensitive Trade Secret Information Subject to Additional Protection. If the producing party refuses to give such written authorization, the company may, for good cause shown, request an order from the Commission or Administrative Law Judge allowing that person to review the "Highly Sensitive Trade Secret Information Subject to Additional Protection." The producing party shall be given the opportunity to respond to the company's request before an order is issued.

Any party providing "Highly Sensitive Trade Secret Information Subject to Additional Protection" may object to the designation of any individual as a person who may review "Highly Sensitive Trade Secret Information Subject to Additional Protection."

Such objection shall be made in writing to counsel submitting the challenged individual's Exhibit "C" within three (3) business days after receiving the challenged individual's signed Exhibit "C." Any such objection must demonstrate good cause to exclude the challenged individual from the review of the "Highly Sensitive Trade Secret Information Subject to Additional Protection." Written response to any objection shall be made within three (3) business days after receipt of the objection. If, after receiving a written response to a party's objection, the objecting party still objects to disclosure of "Highly Sensitive Trade Secret Information Subject to Additional Protection" to the challenged individual, the Commission or Administrative Law Judge shall determine whether "Highly Sensitive Trade Secret Information Subject to Additional Protection" must be disclosed to the challenged individual.

Copies of "Highly Sensitive Trade Secret Information Subject to Additional Protection" may be provided to the in-house attorneys, in-house experts, outside counsel, and outside experts who have signed Exhibit "C."

Persons authorized to review the "Highly Sensitive Trade Secret Information Subject to Additional Protection" will maintain the documents and any notes reflecting their contents in a secure location to which only designated counsel and experts have access. No additional copies will be made, except for use during hearings and then such disclosure and copies shall be subject to the provisions of Section 7 of the June 15, 2010, Protective Order. Any testimony or exhibits prepared that reflect "Highly Sensitive Trade Secret Information Subject to Additional Protection" must be maintained in the secure location until removed to the hearing room for production under seal. Unless specifically discussed in this section, all other sections of the June 15, 2010, Protective Order applicable to "Trade Secret" and "Highly Sensitive Trade Secret Information" also apply to "Highly Sensitive Trade Secret Information Subject to Additional Protection."

The designation of any document or information as "Highly Sensitive Trade Secret Information Subject to Additional Protection" may be challenged by motion and the classification of the document or information as "Highly Sensitive Trade Secret Information Subject to Additional Protection" will be considered *in camera* by the Commission or Administrative Law Judge. The party contending that a document or information is "Highly Sensitive Trade Secret Information Subject to Additional Protection" bears the burden of proving that such designation is necessary.'

This Supplemental Protective Order shall continue in force and effect after these dockets are closed.

Date: September 21, 2010

/s/ Barbara L. Neilson  
BARBARA L. NEILSON  
Administrative Law Judge

STATE OF MINNESOTA  
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

David Boyd	Chair
J. Dennis O'Brien	Commissioner
Thomas Pugh	Commissioner
Phyllis Reha	Commissioner
Betsy L. Wergin	Commissioner

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

MPUC DOCKET NO.  
P-421, P-6237, P-5095,  
P-551, P-509, P-563, P-  
5971, P-6258, P-5732, P-  
6478, P-430/PA-10-456

**EXHIBIT "C"**  
**NONDISCLOSURE AGREEMENT FOR "HIGHLY SENSITIVE TRADE SECRET  
INFORMATION SUBJECT TO ADDITIONAL PROTECTIONS" PRODUCED IN  
ACCORDANCE WITH SEPTEMBER 21, 2010, ORDER REGARDING MOTIONS TO  
COMPEL FILED BY INTEGRA AND CWA**

I have read the foregoing Supplemental Protective Order dated September 21, 2010, in Docket No. 10-456 and understand the terms thereof and agree to be bound by all such terms. Without limiting the generality of the foregoing, I agree not to disclose to any person or entity not authorized to receive materials designated "NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION SUBJECT TO ADDITIONAL PROTECTION-USE RESTRICTED PER THE SUPPLEMENTAL PROTECTIVE ORDER IN DOCKET NO. 10-456" under the terms of said Supplemental

Protective Order, or any copies or extracts of information derived thereof, which have been disclosed to me. I further agree to maintain any such materials in a secure location and use any such materials disclosed to me solely for the purpose of this proceeding and for no other purpose.

I hereby submit myself to the jurisdiction of the Office of Administrative Hearings in Minnesota and the Minnesota Public Utilities Commission for the purpose of enforcing said Supplemental Protective Order.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Employer

\_\_\_\_\_  
Job Title and Job Description

\_\_\_\_\_  
Business Address

\_\_\_\_\_  
Party

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date