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September 22, 2010

**VIA ELECTRONIC MAIL AND POSTAL
SERVICE**

Honorable Barbara L. Neilson
Office of Administrative Hearings
P.O. Box 64620
St. Paul, MN 55164-0620

Re: In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of
Qwest Operating Companies to CenturyLink
OAH Docket No. 11-2500-21391-2
MPUC Docket No. P-421, et al./PA-10-456

Dear Judge Neilson:

Enclosed please find Joint Petitioner's Motion for the Administrative Law Judge to Certify the Motion for a Supplemental Protective Order to the MPUC and a Request for a Stay in the above-entitled matter.

Please contact me directly with any questions.

Respectfully submitted,



Michael J. Ahern

MJA/aj

Enclosure

cc: Attached Service List

**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

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

Chair
Commissioner
Commissioner
Commissioner
Commissioner

In the Matter of the Joint Petition for Approval of
Indirect Transfer of Control of Qwest operating
Companies to CenturyLink

MPUC Docket No. P-421, P-
6237, P-5059, P-551, P-509, P-
563, P-5971, P-6258, P-5732, P-
6478, P-430/PA-10-456

OAH Docket No. 11-2500-21391-
2

Administrative Law Judge
Barbara J. Neilson

**JOINT PETITIONER'S MOTION FOR THE ADMINISTRATIVE LAW JUDGE TO
RECONSIDER THE SEPTEMBER 21, 2010 ORDER ON A LIMITED BASIS OR IN
THE ALTERNATIVE TO CERTIFY THE MOTION FOR A SUPPLEMENTAL
PROTECTIVE ORDER TO THE MPUC AND A REQUEST FOR A STAY**

INTRODUCTION AND SUMMARY

CenturyLink and Qwest ("Joint Petitioners") hereby move for the Administrative Law Judge to reconsider, on a limited basis as set forth herein, the *Order Regarding Motions to Compel Filed by Sprint, Integra, and the Communications Workers of America, and Motion for a Supplemental Protective Order Filed by the Joint Petitioners* that was released on September 21, 2010 (the "September 21 Order"). In the alternative, the Joint Petitioners request that the Administrative Law Judge certify to the Minnesota Public Utilities Commission ("MPUC") the Motion for a Supplemental Protective Order that was filed by the Joint Petitioners in this docket on August 31, 2010 (the "Motion") as further narrowed herein, pursuant to Minnesota Rules Part 1400.7600.

The September 21 Order required that the Joint Petitioners provide responses to Integra-143, CWA-1, CWA-2, CWA-3, CWA-4, CWA-15 and CWA-24 (the “Highly Confidential Documents”) under a Supplemental Protective Order that does not offer Joint Petitioners the level of protection for this information that was requested in the Motion for a Supplemental Protective Order. In the Motion, the Joint Petitioners requested that the most extraordinarily confidential documents be restricted to the Department of Commerce (“DOC”) and MPUC staff, and the greater part of the remainder of the Highly Confidential Documents be restricted to the Intervener’s outside counsel and outside experts. The September 21 Order, however, requires that ALL of the Highly Confidential Documents be produced under a Supplemental Protective Order that allows in-house access to Interveners.

The September 21 Order requires that most of the Highly Confidential Documents be produced by the Joint Petitioners by 4:30 p.m. on Wednesday, September 22, 2010. The Joint Petitioners will substantially comply with the September 21 Order and will produce the great majority of the Highly Confidential Documents to the requesting parties.

What remains is a limited number of extraordinarily sensitive documents that the Joint Petitioners believe are not adequately protected under the September 21 Order. These are now just a small subset of the documents that had originally been requested for DOC and Commission staff eyes only designation. Accordingly, the Joint Petitioners herein request that the Administrative Law Judge reconsider the September 21 Order and provide the additional protection requested herein in a supplemental Order. In the alternative, the Joint Petitioners request that the Administrative Law Judge allow the Joint Petitioner’s Motion for a Supplemental Protective Order, as it is limited herein, to be certified to and decided by the MPUC.

In any event the Joint Petitioners request the Administrative Law Judge issue a stay for the pendency of this Motion proceeding from the required production of documents and information that are the subject of this Motion.

REQUEST FOR RECONSIDERATION

The Joint Petitioners respectfully request that the Administrative Law Judge reconsider on a limited basis the September 21 Order that requires the Joint Petitioners to produce *all* of the Highly Confidential Documents under the Supplemental Protective Order, that allows access to the documents by Intervener in-house personnel. In the effort to comply with the September 21 Order, Joint Petitioners have reviewed all of the documents for which the most sensitive treatment was originally requested and have substantially narrowed the documents and information subject to dispute and this Motion.

The Joint Petitioners will produce, pursuant to the September 21 Order, all of the documents that were listed in Attachment 1 to the Motion for a Supplemental Protective Order which they had requested be limited to Intervener's outside counsel and outside experts only, and that is provided herein as Exhibit A.¹ The Joint Petitioners will also produce seven of the documents, in complete or redacted form, that were listed in Attachment 2 to the Motion for a Supplemental Protective Order which they had requested to be limited to the DOC and the MPUC staff only, and that is provided herein as Exhibit B.²

The Joint Petitioners maintain that a limited number of documents (that had originally been requested to be restricted to DOC and MPUC "staff eyes only") remain too extraordinarily sensitive to release under the terms of the Supplemental Protective Order. The potential harm to the Joint Petitioner's ability to fairly compete in the competitive

¹ The document identified as Hart-Scott-Rodino document 17 is a duplicate of Hart-Scott-Rodino document 16 and as such has been removed from this list and will be treated as Hart-Scott-Rodino document 16 only.

² Due to the timelines involved, the redactions will not be complete by the September 22, 2010 due date, but the Joint Petitioners will provide the redacted documents as soon as they become available.

marketplace if this information is disclosed to its competitors simply remains too high, particularly in balance with the Intervener's limited interests to this discrete information in this proceeding. The only documents at issue in this request are: (1) fully enabled copies of computer spreadsheet models projecting future operating and financial prospects for the combined firms in response to CWA-4 (the Joint Petitioners have produced these computer spreadsheet models in final, hard-copy form); (2) the Hart-Scott-Rodino document numbers 10, 23, 33, 35 and 36 as described in Exhibit B; (3) and redacted portions of the Hart-Scott-Rodino document numbers 4,9,13,15,16 and 37.

The Joint Petitioners appreciate the findings of the September 21 Order and are willing to provide these few remaining extraordinarily sensitive documents to the Interveners at this time if they are limited to the outside counsels and outside experts of the Interveners.³ The Joint Petitioners, therefore, urge the Administrative Law Judge to reconsider the protection afforded to these discrete, extraordinarily sensitive documents and issue an additional supplemental protective order that restricts disclosure to the outside counsel and outside experts of the Interveners. In the alternative, the Joint Petitioners request that the Administrative Law Judge certify the Joint Petitioner's Motion, as limited herein, to the MPUC.

ARGUMENT FOR CERTIFICATION OF THE MOTION

Minnesota Rules Part 1400.7600 authorizes the certification of motions from the Office of Administrative Hearings to the agency. The Rule states that “[a]ny party may request that a pending motion or a motion decided adversely to that party by the judge before or during the course of the hearing, other than ruling on the admissibility of evidence or interpretations of parts 1400.5100 to 1400.8400, be certified by the judge to the agency.”⁴

³ The September 21 Order recognizes that all of the Intervener in this case are represented by outside counsel. See September 21 Order at page 26.

⁴ Minn. R. Pt. 1400.7600.

The rule delineates six factors to be considered by the ALJ in making the decision to certify. Three factors weigh heavily in favor of certification of the Motion.⁵ The first factor is “A. whether the motion involves a controlling question of law as to which there is a substantial ground for a difference of opinion.”⁶ As described more fully in the Motion, there is a significant question as to whether the harm to the Joint Petitioners caused by the disclosure of the discovery responses at issue under the terms of the current Protective Order will exceed the value of the information to the Intervener’s limited interest in the documents in this case. This is an issue of first impression for the MPUC, and one that is likely to arise again. Therefore, certification is proper in order for the MPUC to resolve this dispute in this instance.

The second factor applicable to this Motion is “C. whether or not the delay between the ruling and the motion to certify would adversely affect the prevailing party.”⁷ The Interveners are the prevailing party. As the arguments and previous Orders in this docket have shown, it is the Joint Petitioners who have consistently demonstrated a strong interest in seeking a prompt decision on the Joint Petition. In contrast, the Interveners have consistently argued for a longer timeline.⁸ However, the competitive sensitivity of the information which is the subject of this Motion is sufficiently important to the Joint Petitioners that they are willing to accept the inherent delay of this Motion proceeding to enable the MPUC to fully consider the certification of the Motion. It is clear, therefore, that the delay will not adversely affect the Interveners.

⁵ The remaining factors are “B. whether a final determination by the agency on the motion would materially advance the ultimate termination of the hearing;” “E. whether it is necessary to promote the development of the full record and avoid remanding;” or “F. whether the issues are solely within the expertise of the agency.” See Minn. R. P. 1400.7600 (B, E and F). They are not significant factors at issue in this motion.

⁶ Minn. R. Pt. 1400.7600 (A).

⁷ Minn. R. Pt. 1400.7600 (C).

⁸ See, e.g., *Integra’s Comments Regarding the Procedural Schedule*, MPUC Docket No. P-421 et al./PA-10-456 (June 1, 2010); *First Prehearing Order*, MPUC Docket No. P-421 et al./PA-10-456 (July 16, 2010);

The third factor relevant to this motion is “D. whether to wait until after the hearing would render the matter moot and impossible for the agency to reverse or for a reversal to have any meaning.”⁹ This factor weighs significantly in favor of certification of the Motion to the MPUC. As the Joint Petitioners have set forth in the Motion, once their most sensitive confidential competitive information is released to their competitors and adversaries without appropriate protections, the Joint Petitioners will have no adequate redress. If, for example, one of the in-house parties to the confidentially agreement Exhibit C, were to be promoted, transferred or work duties expanded to include (in whole or in part) responsibility for competing with the Joint Applicants---there is no way to “undo” the knowledge that the competitors and potential adversaries will have about the Joint Petitioner’s most sensitive future competitive strategies. This foreseeable, preventable potential harm would be irreparable to the Joint Petitioners.

The application of the Minn. Rule 1400.7600 relevant factors to the Joint Petitioner’s Motion, as limited herein, supports a determination by the Administrative Law Judge to certify the Motion to the MPUC. The certification of the Motion to the MPUC must occur prior to the Joint Petitioners being required to release the documents at issue herein.

MOTION TO STAY SEPTEMBER 21, 2010 ORDER

As discussed, the September 21 Order requires that a majority of the Highly Confidential Documents be produced under the Supplemental Protective Order by Wednesday, September 22, 2010, and the balance by September 24, 2010. The Joint Petitioners hereby request that the Administrative Law Judge stay the September 21 Order requiring production of the limited number of extraordinarily sensitive documents identified above until such time that the ALJ has considered this request to reconsider, or in the alternative, the Motion to Certify, and the MPUC has fully considered the Motion for a

⁹ Minn. R. Pt. 1400.7600 (D).

Supplemental Protective Order, or until the Joint Petitioners have exercised all of their rights to appeal.

Pursuant to Rule 1400.6600, parties are advised that if they wish to contest this Motion, they must file a written response with the Administrative Law Judge and serve copies on all parties within ten working days after receipt.

CONCLUSION

The Joint Petitioners hereby move the Administrative Law Judge to reconsider the treatment under the September 21 Order of a limited number of extraordinarily sensitive documents and restrict their disclosure to the outside counsel and outside experts of the Interveners. In the alternative, the Joint Petitioners request that its Motion for a Supplemental Protective Order be certified, as listed herein, to the Minnesota Public Utilities Commission pursuant to Minnesota Rules Part 1400.7600. Accordingly, the Joint Petitioners respectfully request that the September 21, 2010 Order requiring the production of the limited number of extraordinarily sensitive documents identified above be stayed while the Joint Petitioner's request is under consideration.

Dated this 22nd day of September, 2010.

CENTURYLINK:

DORSEY & WHITNEY LLP

/s/ Michael J. Ahern

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-and-

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QWEST CORPORATION

/s/ Jason D. Topp

Jason D. Topp
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Minneapolis, MN 55402
(612) 672-8905

EXHIBIT A

CenturyLink Outside Counsel/Outside Expert Only HSR Documents

#	Date	Title
1	11/11/2009	Qwest Communications Operational Overview – prepared by Qwest
2	2/2010	Customer Household by Segment by State as of February 2010 – prepared by CenturyLink
3	3/10/2010	Project Crown Summary Information – prepared by CenturyLink
5	3/11/2010	Qwest Management Presentation – prepared by Qwest
6	3/18/2010	Queen Crown Compare Household Charts – prepared by CenturyLink
7	3/18/2010	Qwest Consumer Regions Flow Share Summary – prepared by Qwest
8	3/23/2010	Synergies – prepared by Qwest
9	3/23/2010	Long Range Plan (redacted) – prepared by Qwest <ul style="list-style-type: none"> • Pages 19, 27, and 35 “Staff Eyes Only”
11	3/26/2010	Due Diligence Response No. 16 – prepared by CenturyLink
12	3/30/2010	Due Diligence Response No. 49-52 – prepared by CenturyLink
14	4/1/2010	Network Overview – prepared by CenturyLink
17	4/1/2010	Operations Overview – prepared by CenturyLink
18	3/31/2010	E-mail re: Wholesale Issues in Quartz Model – prepared by CenturyLink
19	4/6/2010	Draft Board Presentation dated April 12, 2010 – for use at CenturyLink Board meeting
20	4/10/2010	Updated Project Crystal Board of Directors Materials, dated April 12, 2010
21	4/12/2010	Key Transaction Benefits and Considerations
22	4/12/2010	Review Summary of wholesale revenue trends for Q and C for Line Driven Revenue, Switched Access and Special Access. Considerations – prepared by CenturyLink
26	4/17/2101	Project Crystal Board of Directors Materials dated April 19, 2010- for use at CenturyLink Board Meeting

CenturyLink Outside Counsel/Outside Expert Only HSR Documents

27	4/19/2010	Operations Diligence Update – prepared by CenturyLink
28	4/19/2010	Network Diligence Update – prepared by CenturyLink
29	4/19/2010	Wholesale Diligence Update – prepared by CenturyLink
30	4/19/2010	Regulatory Diligence Update – prepared by CenturyLink
31	4/20/2010	Rating Agency Presentation – prepared by JPMorgan
32	4/21/2010	Project Crystal Fairness Opinion Presentation
34	4/22/2010	Announcement Communications Documents – prepared by CenturyLink
38	6/11/2010	Draft Elevator Speech – prepared by Qwest
39	Date unknown	Qwest Strategy Document – prepared by Qwest

EXHIBIT B

Description of CenturyLink Staff Eyes HSR Only Documents

#	Date	Title	Description
4	3/10/2010	February 2010 Customer Profile and Churn Trends	Report containing highly confidential and competitively sensitive retail customer data broken down by customer segment with churn data provided by product purchased. The report also discusses marketing and retention strategies as well as trending data for active Qwest customers.
10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator.
13	4/1/2010	Wholesale Overview	Presentation containing highly confidential and competitively sensitive data, including carrier proprietary information, regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace
15	4/1/2010	2010-2013 Long Range Plan Review	Analysis of CenturyLink's Long Range Plan containing highly confidential, material, non-public information and competitively sensitive data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
16	3/23/2010	Operations Review	Presentation containing highly confidential and competitively sensitive market specific data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets. Highly confidential market launch data is included in the presentation for upcoming product rollouts.
23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing highly confidential and competitively sensitive data regarding the financial assumptions and projected market rollout of IPTV in various markets
24	4/15/2010	Message regarding impact of access rate reductions	E-mail message containing a competitively sensitive internal assessment of impact on CenturyLink revenue from various

			hypothetical intrastate access rate reductions
25	4/16/2010	Message regarding potential product opportunities	E-mail message containing highly confidential and competitively sensitive information regarding possible opportunities for product expansion in Qwest markets
33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink and containing proprietary, highly confidential and competitively sensitive market data research regarding potential product offerings and customer preferences in various markets
35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing highly confidential and competitively sensitive market projections and financial data regarding IPTV offering.
36	Undated	Consumer Sales Approach	Presentation containing proprietary, highly confidential go-to-market plans and competitively sensitive information regarding CenturyTel's consumer sales strategy
37	6/7/2010	Segmentation: Local and National	Report containing highly confidential and competitively sensitive data regarding CenturyLink's Enterprise Business marketing strategy, including specific metrics specifying the company's staffing and sales approach by product / region/ and revenue generation targets by sales representative.

Redaction Guide		
Document #	Redacted Pages	Description of Redacted Material
9	19, 27, 35	Pages containing highly confidential and competitively sensitive projections of revenue from specific products and market segments for the period 2010 through 2013

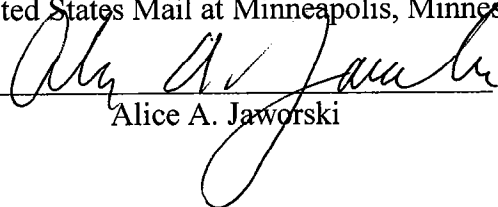
STATE OF MINNESOTA
OFFICE OF ADMINISTRATIVE HEARINGS
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of Indirect Transfer of Control of Qwest
Operating Companies to CenturyLink

AFFIDAVIT OF SERVICE

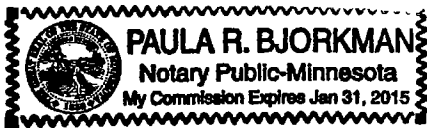
STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

I hereby state that on the 22nd day of September 2010, the attached **Joint Petitioner's Motion for the Administrative Law Judge to Certify the Motion for a Supplemental Protective Order to the MPUC and a Request for a Stay**, was served upon all the parties on the attached service list by electronic filing or by depositing a true and correct copy thereof properly enveloped with postage prepaid in the United States Mail at Minneapolis, Minnesota.

By: 
Alice A. Jaworski

subscribed and sworn to before me this
22nd day of September, 2010


Notary Public



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