

BEFORE THE WASHINGTON UTILITIES AND
TRANSPORTATION COMMISSION

In the Matter of the Joint Application of

QWEST COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

For Approval of Indirect Transfer of Control of
Qwest Corporation, Qwest Communications
Company LLC, and Qwest LD Corp.

Docket No. UT-100820

JOINT CLECS' MOTION FOR LEAVE
TO FILE A REPLY IN SUPPORT OF
MOTION TO COMPEL

MOTION

The Joint CLECs¹ move for leave to file a reply in support of CLECs' Motion to Compel. This motion is supported by the accompanying declaration of Mark Trincherro. A copy of the proposed reply is attached hereto as Exhibit 1.

ARGUMENT

Joint CLECs seek leave to file a reply due to new factual developments. After the filing of the CLECs' motion to compel on September 15, 2010, Qwest Communications International, Inc. ("Qwest") and CenturyTel, Inc. ("CenturyLink") (collectively, "Joint Applicants") took actions in the Minnesota merger proceeding that directly undercut their argument regarding discovery of Hart-Scott-Rodino (HSR) documents in this proceeding. On September 21, the

¹ Joint CLECs: Integra Telecom of Washington, Inc., Electric Lightwave, Inc., Advanced TelCom, Inc., United Communications, Inc. d/b/a Unicom (collectively, "Integra"), tw telecom of Washington, LLC, XO Communications Services, Inc., Pac-West Telecomm, Inc., and McLeodUSA Telecommunications Services, Inc., d/b/a PAETEC Business Services.

Minnesota Public Utilities Commission granted motions compelling production of HSR documents by Joint Applicants.² On September 22, Joint Applicants filed a motion for reconsideration in Minnesota, stating that certain HSR documents were still too confidential to produce in whole under the existing protective orders, but offering to produce “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

These changes give the Joint CLECs good cause for filing a reply. The actions are directly relevant to Joint Applicants’ response to the motion to compel in this proceeding, because Joint Applicants argue here that outside counsel and outside experts cannot have access to the very documents that Joint Applicants offered to produce to outside counsel and outside experts in the Minnesota proceeding. The Joint CLECs therefore request leave to file a reply addressing these facts.

Respectfully submitted this 1st day of October, 2010.

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² *In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of Qwest Operating Companies to CenturyLink*, Order Regarding Motions to Compel Filed by Sprint, Integra, and the Communications Workers of America, and Motion for a Supplemental Protective Order Filed by Joint Petitioners, MPUC Docket No. P-421, et al./PA-10-456 (Sept. 21, 2010).

³ See Declaration of Mark Trincherro in Support of CLECs’ Reply in Support of Motion to Compel, ¶ 4, Ex. 3, p. 4.