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BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of
QWEST CORPORATION
Regarding the Sale and Transfer of Qwest Dex to
Dex Holdings, LLC, a non-affiliate

Docket No. UT-021120
MOTION TO AMEND THE PROTECTIVE
ORDER FOR HIGHLY CONFIDENTIAL
DOCUMENTS

Qwest Corporation ("QC"), by and through its undersigned counsel, and on behalf of its affiliates, Qwest Dex, Inc., Qwest Services Corporation ("QSC") and Qwest Communications International, Inc. ("QCI"), respectfully moves for the amendment of the Protective Order dated September 12, 2002, pursuant to Washington Administrative Code 480-09-015(4).

Qwest requests that the Washington Utilities and Transportation ("Commission") amend the protective order such as has been done by the Commission in Docket Nos. UT-003022/UT-003040 and Docket No. UT-991358, to protect Highly Confidential ("HC") information.

The documents for which Highly Confidential protection is sought are of limited relevance to the Commission's review, yet extremely sensitive and potentially commercially valuable to competitors. For example, the HC documents describe the nature and form of the debt and equity financing, including a significant amount of sensitive details that would be commercially valuable to competitors. Moreover, disclosure of the information could jeopardize or impair the ability of the Buyer (as defined in the

1 Purchase Agreement) and its sponsors to obtain necessary equity and debt financings both now and in the
2 future. In contrast, the details of the equity participation and the financing are of little or no relevance to
3 the issues in this docket. The HC documents also contain details about the publishing business, including
4 future product names, strategies, and information that would enable competitors to target their competitive
5 efforts. Again, while such information is extremely valuable to competitors, it is tangential to the issues in
6 this case.

7 Qwest is willing to provide the documents to the Commission, notwithstanding their highly
8 confidential and sensitive nature. The Buyer has agreed, provided that the protective order is amended to
9 afford HC protection. Weighing the very sensitive and commercially valuable nature of the information
10 against its limited probative value, the information is deserving of heightened protection, consistent with
11 the Commission's past practices.

12 RESPECTFULLY SUBMITTED this 26th day of September, 2002.

13 QWEST CORPORATION

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