

**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
)
) STIPULATION TO ALLOW FILING OF
) SPRINT NEXTEL CORPORATION AND
) CHARTER FIBERLINK WITNESS
) TESTIMONY BASED UPON
) MINNESOTA MERGER PROCEEDING

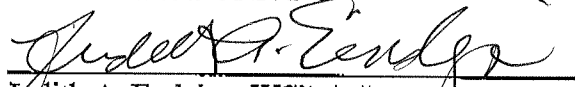
- 1 On October 29, 2010 Sprint Nextel Corporation ("Sprint") filed a motion for permission to file in this proceeding the supplemental testimony of Sprint witness James A. Appleby based upon similar testimony he filed on October 22, 2010 in *In the Matter of the Joint Petition for Approval of Indirect 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 ("Minnesota Proceeding") relating to the Hart-Scott-Rodino Act documents (HSR documents) produced by Qwest Communications International Inc. and CenturyTel, Inc. ("Joint Applicants").
- 2 Because Mr. Appleby is an in-house expert he is precluded from seeing documents designated as "Highly Confidential" by Par. 14 of ORDER 01 (AMENDED Protective Order with "Highly Confidential" Provisions), which limits access to one or more outside counsel and one or more outside consultants. However, the Joint Applicants have agreed that Mr. Appleby may be allowed to file testimony in this docket based upon his testimony in the

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Minnesota Proceeding because he has been allowed to see and use the HSR documents in the Minnesota Proceeding. The Joint Applicants' agreement does not waive the Highly Confidential designation for the HSR documents or that they agree that any other in-house expert or in-house counsel from any other intervenor can review the HSR documents. In exchange for the Agreement of the Joint applicants Sprint agrees to strike its pending Motion and to treat the HSR documents referred to in Mr. Appleby's testimony as Highly Confidential pursuant to Order 01 in this docket.

- 3 Joint Applicants have also received a similar request from Charter FiberLink in connection with the testimony of Mr. Billy Pruitt. Joint Applicants have reached the same agreement with Charter FiberLink as described in paragraph 2 above.

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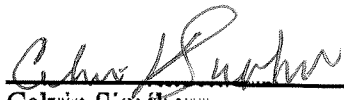
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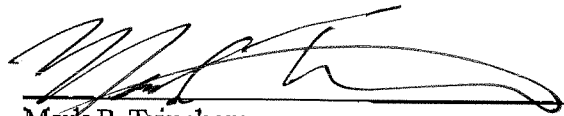
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