

November 9, 2010

**NOTICE OF OPPORTUNITY TO RESPOND TO MOTION AND SUBSEQUENT  
STIPULATION TO ALLOW SPRINT AND CHARTER  
IN-HOUSE WITNESSES TO FILE TESTIMONY  
(Responses due by Friday, November 12, 2010, 3:00 p.m.)**

RE: *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 UT-100820

TO PARTIES OF RECORD:

On October 28, 2010, Sprint Nextel Corporation (Sprint) filed a motion to allow it to file the surrebuttal testimony of Sprint witness James A. Appleby. Sprint asserts that Mr. Appleby filed surrebuttal testimony in the Minnesota proceeding, *In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of Qwest Operating Companies to CenturyLink*, on October 22, 2010.<sup>1</sup> Sprint claims that Mr. Appleby's Minnesota testimony was based on his review of CenturyLink, Inc., and Qwest Communications International Inc.'s Hart-Scott-Rodino Act documents (HSR documents).<sup>2</sup> The HSR documents have been designated by Joint Applicants as highly confidential, and therefore Mr. Appleby, as in-house witness, is technically excluded from reviewing the documents and thereafter providing testimony on them.<sup>3</sup> Sprint contends that Mr. Appleby has already reviewed the HSR documents under the

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<sup>1</sup> Sprint Motion, ¶ 1. See OAH Docket No. 11-2500-21391-2; MPUC Docket No. P-421, et al./PA-10-456.

<sup>2</sup> *Id.*

<sup>3</sup> *Id.*

appropriate Minnesota protective order, and the company requests that he be allowed to submit testimony in Washington that is substantially similar to his Minnesota testimony.<sup>4</sup>

On November 4, 2010, Sprint, Charter Fiberlink WA-CCVII, LLC (Charter), and the Joint Applicants filed a Stipulation to Allow Filing of Mr. Appleby's Testimony (Stipulation). In the Stipulation, Joint Applicants agree to allow Mr. Appleby's testimony in this docket based upon his testimony in the Minnesota proceeding.<sup>5</sup> Joint Applicants have received a similar request from Charter in connection with the testimony of witness Billy Pruitt and have acquiesced.<sup>6</sup> However, Joint Applicants do not waive the highly confidential designation for the HSR documents, nor do they agree that any other in-house counsel or expert shall be allowed to review the HSR documents.<sup>7</sup>

Pursuant to WAC 480-07-375(4), the Commission may establish a time for responses to written motions. If any party wishes to respond to Sprint's Motion and subsequent Stipulation, they should do so by **November 12, 2010, at 3:00 p.m.**

If you have any questions, please contact Marguerite E. Friedlander, at 360-664-1285, or by e-mail at [mfriedla@utc.wa.gov](mailto:mfriedla@utc.wa.gov).

Sincerely,

MARGUERITE E. FRIEDLANDER  
Administrative Law Judge

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<sup>4</sup> *Id.* Sprint maintains that the "substantially similar" testimony it seeks to submit would differ from the Minnesota testimony in that all references to Minnesota-specific information would be replaced with Washington-specific data. *Id.*, at n.1.

<sup>5</sup> Stipulation, ¶ 2.

<sup>6</sup> *Id.*, ¶ 3.

<sup>7</sup> *Id.*, ¶ 2.