

**BEFORE THE WASHINGTON  
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of a Complaint by the Joint     )  
CLECs against the Joint Applicants     )     UT-111254  
Regarding OSS for Maintenance and     )  
Repair     )

**DIRECT TESTIMONY OF**

**BONNIE J. JOHNSON**

**ON BEHALF OF**

**INTEGRA TELECOM**

**October 14, 2011**

1 **I. INTRODUCTION**

2 **Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.**

3 A. My name is Bonnie Johnson and my business address is 6160 Golden Hills Drive,  
4 Golden Valley, MN 55416.

5 **Q. BY WHOM ARE YOU EMPLOYED AND IN WHAT CAPACITY?**

6 A. I am employed by Integra Telecom<sup>1</sup> where I currently serve as Director - Carrier  
7 Relations. In that capacity, my responsibilities include managing relations  
8 between Integra and other telecommunications carriers, including Qwest and  
9 other Incumbent Local Exchange Carriers (“ILECs”) and Competitive Local  
10 Exchange Carriers (“CLECs”). For example, I have a scheduled bi-weekly call  
11 with Qwest service management to discuss operational issues, including  
12 provisioning, network, and billing issues, between the companies. I am also  
13 involved in escalation of service delivery issues as needed and regularly  
14 communicate with Qwest service management on day-to-day issues. I regularly  
15 participate in Qwest’s Change Management Process (“CMP”) meetings as  
16 Integra’s representative, including the activity in CMP regarding Qwest systems.

17 I participate in multiple entity, multi-state interconnection agreement (“ICA”)  
18 negotiations with Qwest for several states on behalf of Integra and its entities and,

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<sup>1</sup> Integra Telecom purchased Eschelon Telecom in August 2007. In this testimony, the company and its affiliates will be referred to as Integra. However, when addressing actions taken by Eschelon, including before being purchased by Integra, these Comments may refer specifically to Eschelon.

1 before that, I participated in ICA negotiations and arbitrations with Qwest on  
2 behalf of Eschelon. I am a member of the industry forum known as the Local  
3 Number Portability Working Group (LNPA-WG). I have served in this position  
4 since September 2003.

5 Since joining Integra, I have held four separate positions (including my current  
6 position), each with increasing responsibility. From July 2000 to November  
7 2001, I held the position of Manager - Network Provisioning where I was  
8 responsible for the direction of a Service Delivery team provisioning services to  
9 end user customers and handling customer escalations. I held the position of  
10 Senior Manager - Customer Operations Process from November 2001 to March  
11 2002, where I was responsible for developing and implementing ordering and  
12 provisioning processes. And from March 2002 until September 2003, I was the  
13 Senior Manager - ILEC Relations, where I was responsible for managing business  
14 relations between Integra and other telecommunications carriers. I participated in  
15 CMP activities throughout these positions.

16 **Q. PLEASE DESCRIBE YOUR WORK EXPERIENCE BEFORE JOINING**  
17 **INTEGRA.**

18 A. I have more than 18 years of experience in the telecommunications industry.  
19 Prior to joining Integra, I was employed by US West/Qwest ("Qwest") in a  
20 number of different capacities. For a brief time until I joined Integra (then  
21 Eschelon) in July of 2000, I worked in Qwest's Wholesale Markets division as a

1 Service Manager, responsible for organizing and facilitating CLEC collocation  
2 build-outs and Unbundled Network Element (“UNE”) facilities network  
3 implementation. From October 1998 until May 2000, I held the position of  
4 Process Analyst - Performance Measures, where I analyzed Qwest’s service  
5 delivery performance and performed root cause analyses.

6 I served as a Qwest Service Delivery Coordinator in Qwest wholesale service  
7 vendor services from August 1996 until October 1998, where I was responsible  
8 for implementing and delivering services ordered by vendors on behalf of Qwest  
9 retail end user customers and ordered by CLEC Centrex resellers. During that  
10 time, Qwest selected me for President’s Club honors based on my performance.  
11 From January 1994 to May 1996, I was in the Qwest retail Home and Personal  
12 Services (“H&PS”) organization, where I assisted H&PS residential customers  
13 with their service requests, including responding to ordering, billing, and other  
14 Qwest retail customer issues. Before that, I worked as a directory assistance  
15 operator in the Qwest Operator Services organization.

16 Prior to joining Qwest, I was employed for a number of years by Mountain Bell,  
17 where I held various positions including positions addressing retail customer  
18 service issues. While employed by Qwest, I participated in at least 20 separate  
19 seminars and other training sessions, many of which pertained to network  
20 facilities, operational processes and service delivery methods and procedures for  
21 both wholesale and retail customers.

1 **Q. HAVE YOU PREVIOUSLY TESTIFIED BEFORE ANY REGULATORY**  
2 **AGENCY?**

3 A. Yes. I have provided verbal and written testimony in the Qwest-Eschelon  
4 interconnection agreement arbitrations,<sup>2</sup> an expedite-related complaint case against  
5 Qwest in Arizona,<sup>3</sup> and a Minnesota proceeding relating to Qwest's conversion of  
6 UNEs to non-UNEs and arrangements for commingled elements.<sup>4</sup> I also provided  
7 written testimony in the CenturyLink/Qwest merger proceedings,<sup>5</sup> and written  
8 testimony in the Colorado OSS compliance proceeding.<sup>6</sup> I continue to maintain  
9 my full responsibilities at Integra, as described above, during the course of those  
10 proceedings.

11 **Q. ON WHOSE BEHALF WAS THIS TESTIMONY PREPARED?**

12 A. This testimony was prepared on behalf of Integra.

13 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?**

14 A. In order to obtain approval for their merger, Qwest and CenturyLink made  
15 numerous commitments regarding how the Merged Company would operate if the  
16 merger were to be approved. These commitments included commitments that

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<sup>2</sup> The docket numbers for the Qwest-Eschelon ICA arbitrations are, for Arizona, T-03406A-06-0572; T-01051B-06-0572 ("Arizona arbitration"); for Colorado, 06B-497T ("Colorado arbitration"); for Minnesota, P-5340, 421/IC-06-768 ("Minnesota arbitration"); for Oregon, ARB 775 ("Oregon arbitration"); for Utah, 07-2263-03; ("Utah arbitration"); and for Washington, UT-063061 ("Washington arbitration").

<sup>3</sup> ACC Docket Nos. T-03406A-06-0257 and T-01051B-06-0257.

<sup>4</sup> Minnesota Docket Nos. P-421/C-07-370 and P-421/C-07-371.

<sup>5</sup> Minnesota Docket No. P-421, et. al. / PA-10-456; Oregon, UM 1481; Utah 10-049-16; Washington UT-100820; and Colorado Docket No. 10A-350T

<sup>6</sup> Colorado Docket No. 11-F-436T.

1 restrict the timing and manner in which, after the merger, the Merged Company<sup>7</sup>  
2 may make changes to legacy Qwest Operations Support Systems (“OSS”). The  
3 purpose of my testimony is to provide factual documentation and background  
4 relating to the Merged Company’s OSS commitments and to activities in CMP  
5 relating to Qwest/CenturyLink’s stated plans and steps taken to implement and  
6 integrate a new repair Operations Support System (“OSS”), referred to as “MTG.”  
7 The factual information I provide is intended to assist the Administrative Law  
8 Judge and Commission in determining whether the Merged Company is in breach  
9 of its merger commitments relating to OSS as well as obligations arising under  
10 interconnection agreements and state and federal law and, if so, in crafting an  
11 appropriate remedy.

12 A number of acronyms and terms are used in the testimony and exhibits.  
13 Mr. Denney defines and discusses acronyms and terms in his testimony, including  
14 in particular in Section III of his direct testimony.

15 **II. EXHIBITS**

16 **Q. PLEASE IDENTIFY THE EXHIBITS TO YOUR TESTIMONY.**

17 A. As part of my testimony, I have included the following exhibits, each of which is  
18 described in more detail below and many of which were also provided earlier to

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<sup>7</sup> Integra has done its best to use the appropriate reference to Qwest and CenturyLink in this testimony. The reference is most commonly in relation to the timing of the event or description of an event, and what the company status was at that time. Integra generally refers to the Company as Joint Applicants, Qwest, CenturyLink and Merged Company. The reference used has no bearing on the facts or event.

1 the Merged Company and staff.<sup>8</sup> Many of the documents, when provided to the  
2 Merged Company and staff, were stamped with document numbers. I provide a  
3 reference to the document stamp numbers when applicable (and those numbers  
4 are also often provided in citations in Mr. Denney's testimony for ease of  
5 reference):

- 6 • Exhibit BJJ-1: Qwest Repair OSS Timeline and Revised Timelines  
7 [JC000062-JC000064; JC000170 and JC000377]
- 8 • Exhibit BJJ-2 Repair OSS Chronology
- 9 • Exhibit BJJ-3: "Integra Settlement Agreement": Integra-Joint Applicant  
10 Settlement Agreement filed by the Joint Applicants on  
11 November 8 [JC000002-JC000042]
- 12 • Exhibit BJJ-4 "Joint CLEC Merger Agreement": Settlement Letter  
13 between the Joint Applicants and Joint CLECs, March 3,  
14 2011 [JC000549-000555]
- 15 • Exhibit BJJ-5 Excerpts from (1) Minnesota Department of Commerce  
16 (DOC) Agreements [JC000560-JC000561]; (2) Colorado  
17 Staff Agreement [JC000562-JC000566]; (3) FCC Order,  
18 WC Docket No. 10-110 [JC000572-JC000578]
- 19 • Exhibit BJJ-6 "Oregon Filing Letter": CenturyLink and Qwest March 8,  
20 2011 letter to Oregon Public Utility Commission, Docket  
21 No. UM-1484 regarding the Joint CLEC Merger  
22 Agreement [JC000593 - JC000594]
- 23 • Exhibit BJJ-7: "Introduction of MTG CR Detail": Qwest initiated CMP  
24 Change Request ("CR") Detail for CR # SCR121608-02<sup>9</sup>  
25 [JC000043-JC000058]
- 26 • Exhibit BJJ-8: "Updated Introduction of MTG CR Detail": Revised Qwest  
27 initiated CMP Change Request ("CR") Detail for CR #  
28 SCR121608-02 which includes updated meeting minutes

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<sup>8</sup> See discussion of the chronology and documents produced (Document Numbers JC000001-JC000750) on page 2 of Joint CLECs' Compliant filed in this matter on July 11, 2011.

<sup>9</sup> The numbering scheme of the CR number CMP assigns represents the date the CR was submitted to CMP and the number of the CRs that were submitted that day. So, Qwest submitted this CR to CMP on December 16, 2008, and it was the second CR submitted that day. Exhibit BJJ-9 (Retirement of MEDIACC) was the first CR submitted that same day.

- 1 and revisions to the description of change, as of 8/7/11  
2 [JC000933-JC000964]
- 3 • Exhibit BJJ-8A “Updated Introduction of MTG CR Detail”: Revised  
4 portion of the Qwest initiated CMP Change Request ("CR")  
5 Detail for CR # SCR121608-02, which includes updated  
6 meeting minutes posted to the CR and Qwest-initiated draft  
7 minutes for review of the September 2011 monthly CMP  
8 meeting minutes<sup>10</sup> [JC001092-JC001101]
  - 9 • Exhibit BJJ-9: “Retirement of MEDIACC CR Detail”: Qwest initiated  
10 CMP Change Request (CR) Detail for CR Qwest CR  
11 #SCR121608-01 [JC000059-JC000061]
  - 12 • Exhibit BJJ-10: “Updated Retirement of MEDIACC CR Detail”: Revised  
13 Qwest initiated CMP Change Request (CR) Detail for CR  
14 Qwest CR #SCR121608-01 (Retirement of MEDIACC)  
15 which includes updated status history to show status as  
16 withdrawn, though Qwest is retiring MEDIACC, as of  
17 8/7/11 [JC000965-JC000967]
  - 18 • Exhibit BJJ-11: Integra 1/4/11 written comments to Qwest’s notification  
19 SYST.MEDI.12.17.1O.F.08642.MTG\_IntrfceNewApptoAp  
20 p (Qwest’s notification dated 12/17/10, with a proposed  
21 effective date to implement the new system of 9/19/11)  
22 [JC000069-JC000070]
  - 23 • Exhibit BJJ-12: PAETEC 1/5/11 written comments to Qwest’s notification  
24 SYST.MEDI.12.17.1O.F.08642.MTG\_IntrfceNewApptoAp  
25 p. [JC000071]
  - 26 • Exhibit BJJ-13: Qwest 1/13/11 response to CLECs’ 1/4/11 and 1/5/11  
27 comments [JC000074-JC000078]
  - 28 • Exhibit BJJ-14: Qwest PowerPoint (PP) presentation entitled “Maintenance  
29 Ticketing Gateway (MTG) CEMR/MEDIACC  
30 ReplacementPP for discussion at the 1/19/11 monthly CMP  
31 meeting [JC000920-JC000930]
  - 32 • Exhibit BJJ-15: PAETEC 2/1/11 written comments to Qwest Notification  
33 SYST.MEDI.01.20.11.F.08765.AddlCmmntsCycleMTG\_I  
34 ntrfc [JC000094-JC000095]

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<sup>10</sup> As of the date of preparation of the exhibits to my testimony, CenturyLink had not yet posted the final September 2011 monthly meeting minutes to the associated CR or the CMP calendar.



- 1 • Exhibit BJJ-16: Integra 2/2/11 written comments to Qwest Notification  
2 SYST.MEDI.01.20.11.F.08765.AddlCmmntsCycleMTG\_I  
3 ntrfc [JC000096-JC000097]
- 4 • Exhibit BJJ-17: Integra email exchange with the Qwest/CenturyLink  
5 attorney's that took place between 2/2/11 to 2/9/11  
6 [JC000098-JC000101]
- 7 • Exhibit BJJ-18: Qwest 2/9/11 CMP notification that response to CLEC  
8 2/1/11 and 2/2/11 comments are being delayed and Qwest  
9 would provide them on 2/17/11 [JC000102-JC000103]
- 10 • Exhibit BJJ-19: Qwest revised PowerPoint presentation for discussion at  
11 the 2/16/11 monthly CMP meeting [JC000104-JC000114]
- 12 • Exhibit BJJ-20: Integra 2/16/11 email to both Qwest and CenturyLink  
13 attorneys indicating that in CMP Qwest again referred  
14 CLECs to legal [JC000115-JC000116]
- 15 • Exhibit BJJ-21: Email exchange between Integra's President and Qwest's  
16 Vice President for Operations for Qwest Wholesale  
17 Markets (copied to Qwest's Executive Vice President of  
18 Wholesale Markets and CenturyLink's President of  
19 Wholesale Markets) [JC000117]
- 20 • Exhibit BJJ-22: Integra President's 2/20/11 email to Qwest which attached  
21 the list of questions Qwest had requested [JC000118-  
22 JC000122]
- 23 • Exhibit BJJ-23: Integra 2/22/11 email to both Qwest attorneys and  
24 CenturyLink attorneys regarding the 2/20/11 email and list  
25 of questions from Integra's President to Qwest.  
26 [JC000123]
- 27 • Exhibit BJJ-24: Qwest attorney's 3/1/11 one-paragraph email in which  
28 Qwest said its email is Qwest's response to Integra's 2/9/11  
29 and 2/16/11 emails [JC000128]
- 30 • Exhibit BJJ-25: Integra 3/8/11 email to Qwest and CenturyLink attorneys  
31 responding to Qwest's 3/1/11 email [JC000131-JC000132]
- 32 • Exhibit BJJ-26: Qwest 3/10/11 announcement indicating Qwest is  
33 providing its response to CLEC comments that were due on  
34 2/9/11 [JC000136-JC000154]
- 35 • Exhibit BJJ-27: Integra 3/14/11 email to Qwest and CenturyLink legal  
36 attaching Qwest's 3/10/11 matrix response [JC000167]

- 1 • Exhibit BJJ-28: Qwest 3/14/11 announcement to CLECs informing them  
2 that Qwest plans to merge with CenturyLink [JC000165-  
3 JC000166]
- 4 • Exhibit BJJ-29: Qwest Monthly CMP meeting materials which included  
5 vendor information relating to claims of instability  
6 [JC000170-JC000209]
- 7 • Exhibit BJJ-30: Integra 3/18/11 email to Qwest CMP and Qwest service  
8 management enclosing Integra's point-by-point reply (a  
9 matrix with columns for Integra's 2/20/11 questions,  
10 Qwest's 3/10/11 responses, and Integra's 3/18/11 reply)  
11 [JC000210-JC000236]
- 12 • Exhibit BJJ-31: Integra and Qwest/CenturyLink email exchange which took  
13 place between 3/18/11 and 3/21/11 regarding the repair  
14 OSS and merger conditions [JC000237; JC000238-  
15 JC000240; JC000241-JC000252]
- 16 • Exhibit BJJ-32: Integra and Qwest/CenturyLink email exchange between  
17 attorneys that took place from 3/28/11 to 3/29/11 which  
18 included the problem with the deficient CMP minutes and  
19 retention of documents [JC000278-JC000281]
- 20 • Exhibit BJJ-33: Qwest April 1, 2011 notification that Qwest and  
21 CenturyLink closed the transaction (the "Closing Date" or  
22 "Merger Closing Date") [JC000282-JC000283]
- 23 • Exhibit BJJ-34: Integra President's 4/1/11 email to the Merged Company  
24 executives, enclosing a copy of Integra's 3/18/11 matrix  
25 and Integra's 4/4/11 email forwarding the 4/1/11 email to  
26 attorneys and representatives of Qwest and CenturyLink.  
27 [JC000284-JC000285]
- 28 • Exhibit BJJ-35: Integra and the Merged Company 4/19/11 to 4/22/11 email  
29 exchange regarding response to Integra's 3/18/11 matrix  
30 [JC000289-JC000293]
- 31 • Exhibit BJJ-36: May 2, 2011 CenturyLink email to Integra that relates to  
32 SCR121608-01 and the Merged Company statement that  
33 "CenturyLink continues to have concerns that a  
34 catastrophic failure could result with MEDIACC and  
35 CEMR"; Integra 5/3/11 response [JC000294-JC000299]
- 36 • Exhibit BJJ-37: Emails exchanged between the Merged Company and  
37 Integra on 5/12/11 related to the Merged Company  
38 commitment that it would provide Integra with an update  
39 relating to issues regarding CEMR/MEDIACC and MTG

- 1 after the meeting with Bill Cheek that was to be held that  
2 week [JC000300-JC000301]
- 3 • Exhibit BJJ-38: Integra President's 5/18/11 email to William Cheek,  
4 President, Wholesale Operations, CenturyLink [JC000302]
  - 5 • Exhibit BJJ-39: Integra and Merged Company 5/19/11 through 5/23/11  
6 email exchange regarding MTG [JC000303-JC000305;  
7 JC000325-JC000326]
  - 8 • Exhibit BJJ-40: Merged Company 5/20/11 announcement of a follow-up  
9 response to CLEC comments and Integra's 5/23/11  
10 response regarding the missing information in the matrix.  
11 [JC000308-JC000324]
  - 12 • Exhibit BJJ-41: Integra 5/23/11 email response to the Merged Company's  
13 5/19/11 email regarding MTG and inconsistencies with the  
14 merger agreements and orders [JC000325-JC000326]
  - 15 • Exhibit BJJ-42: Attachments A & B to the May 25, 2011 Integra, PAETEC,  
16 and **tw telecom** joint request for review of  
17 Qwest/CenturyLink compliance with the Colorado  
18 Commission's Order [JC000548-JC000580]
  - 19 • Exhibit BJJ-43: Integra 5/26/11 email to CMP inquiring about the status of  
20 the additional information the company had committed to  
21 provide on 5/25/11 [JC000327-JC000328]
  - 22 • Exhibit BJJ-44: Merged Company 5/27/11 email to CMP participants that  
23 said the CEMR online interface was recently upgraded to a  
24 stable hardware and software platform; Integra 6/1/11  
25 response to the 5/27/11 CMP email [JC000329-JC000332]
  - 26 • Exhibit BJJ-45: June 6, 2011 Integra, PAETEC, **tw telecom**, POPP, TDSM  
27 and Velocity joint request for review of  
28 Qwest/CenturyLink compliance with the Minnesota  
29 Commission's Order
  - 30 • Exhibit BJJ-46: Integra 6/7/11 email to CMP attaching a list of examples of  
31 questions about functionality for discussion on the 6/8/11  
32 Qwest CMP Ad hoc call [JC000333-JC000336]
  - 33 • Exhibit BJJ-47: CMP Materials for the 6/8/11 CMP Ad Hoc Meeting  
34 regarding MTG which included an agenda and a document  
35 entitled "MTG Implementation - Gateway Technical  
36 Summary" [JC000345-JC000371]
  - 37 • Exhibit BJJ-48: Integra 6/9/11 email to CMP listing eleven questions  
38 regarding the company's announcement that it was no

- 1 longer going to include CEMR in its MTG plans.  
2 [JC000372-JC000374]
- 3 • Exhibit BJJ-49: Integra 6/14/11 email to the Merged Company requesting  
4 information it had committed to provide for the meeting on  
5 6/15/11; Merged Company CMP email attaching a revised  
6 timeline [JC000375-JC000377]
  - 7 • Exhibit BJJ-50: Integra 6/14/11 email to the Merged Company operational,  
8 legal, and interconnection agreement personnel and CMP,  
9 enclosing the revised timeline provided by the company in  
10 CMP that same day [JC000379-JC000380]
  - 11 • Exhibit BJJ-51: Integra 6/14/11 email to CMP with preliminary questions<sup>11</sup>  
12 and a PAETEC 6/14/11 email stating it was reserving its  
13 rights, asking additional questions, and that PAETEC has  
14 the same questions as Integra [JC000381-JC000384]
  - 15 • Exhibit BJJ-52: Excerpts from the June 2011 Systems CMP Team Meeting  
16 Distribution Package [JC000385-JC000399]
  - 17 • Exhibit BJJ-53: “July 1, 2011 Qwest CMP Matrix”: Excerpts from repair  
18 OSS matrix distributed by Qwest to CMP participants by  
19 email on July 1, 2011 [From<sup>12</sup> JC000751-JC000815]
  - 20 • Exhibit BJJ-54: “July 18, 2011 Integra Matrix Reply”: Part C and excerpts  
21 from Part A and Part B of Integra’s 7/18/11 reply to  
22 Qwest’s 7/1/11 matrix regarding repair OSS [From  
23 JC000816-JC000913]
  - 24 • Exhibit BJJ-55: PAETEC July 18, 2011 email agreeing with Integra’s reply  
25 and asserting same questions and comments [JC000914]
  - 26 • Exhibit BJJ-56: Qwest 8/1/11 email stating correction to earlier matrix  
27 [JC000915-JC000918]
  - 28 • Exhibit BJJ-57: Integra 8/2/11 email indicating Qwest’s correction is  
29 inconsistent with other information in Qwest’s earlier  
30 matrix [JC000919]
  - 31 • Exhibit BJJ-58: “ICA Excerpts”: Excerpts from Joint CLEC  
32 interconnection agreements (was also Exhibit 2 to the  
33 Washington Complaint)

<sup>11</sup> Integra attached the Joint CLEC Merger Agreement to the email. See JC000549-JC000555.

<sup>12</sup> The document stamp numbers reflect the entire matrix (provided to Joint Applicants and Staff), while Exhibit BJJ-53 and Exhibit BJJ-54 contain only excerpts.

- 1 • Exhibit BJJ-59 “Indefinite Hold Notice”: April 7, 2009 Qwest Notice  
2 stating the development and implementation of CTG has  
3 been “indefinitely placed on HOLD” [JC000931-  
4 JC000932]
- 5 • Exhibit BJJ-60: Excerpts of Qwest and Minnesota Department of  
6 Commerce testimony regarding OSS in Minnesota Docket  
7 Nos. P-421/C-07-370 and P-421/C-07-371
- 8 • Exhibit BJJ-61 Merged Company 8/5/11 announcement indicating the  
9 Merged Company is providing draft MTG technical  
10 specifications with a target production date of December  
11 12, 2011 [JC001065-JC001066]
- 12 • Exhibit BJJ-62 Excerpts from the Transcript of the August 11, 2011  
13 Minnesota PUC hearing in Minnesota Docket Nos. P-421,  
14 et al./PA-10-456 and P-5340, et al./C-11-684 [JC001067-  
15 JC001091]
- 16 • Exhibit BJJ-63 Email exchanges between CLECs and Merged Company  
17 CMP on 8/16/11 – 9/9/11 regarding Minnesota decision  
18 and the manner in which the Merged Company presented  
19 the repair OSS status in light of that decision [JC001033-  
20 JC001039]
- 21 • Exhibit BJJ-64 PAETEC’s 8/16/11 proposed alternative to address the  
22 Merged Company’s claim of potential system failure;  
23 Email exchanges about the status of PAETEC’s proposal  
24 [JC001040-JC001046]
- 25 • Exhibit BJJ-65 CMP materials related to draft MTG technical  
26 specifications, including CenturyLink 8/5/11 CMP  
27 announcement; Centurylink 8/10/11 CMP announcement;  
28 CenturyLink 8/26/11 CMP announcement; Integra 8/30/11  
29 comments on draft technical specifications and  
30 CenturyLink’s 9/2/11 notice and response to CLEC  
31 comments [JC001050-JC001064]
- 32 • Exhibit BJJ-66 Excerpts from CenturyLink’s September 16, 2011 Motion  
33 for Reconsideration in Minnesota Docket Nos. P-421, et al  
34 ./PA-10-456 and P-5340, et al./C-11-684 [JC001105-  
35 JC001108]
- 36 • Exhibit BJJ-67 Integra/CMP email exchange on 9/26/11 and 10/12/11  
37 regarding CEMR in light of CenturyLink Colorado  
38 testimony indicating that there will be changes to CEMR;  
39 PAETEC’s 9/30/11 email joining Integra’s request for

1 detailed information [JC001109-JC001112 and JC001113-  
2 JC001115]

- 3 • Exhibit BJJ-68 Examples of Merged Company statements that it uses  
4 MEDIACC and CEMR [JC001116-JC001118]
- 5 • Exhibit BJJ-69 Excerpts from CLEC requests about the age, stability, and  
6 risk of failure for other (non-repair) Qwest OSS  
7 [JC001127-JC001128]
- 8 • Exhibit BJJ-70 Excerpt from Merged Company testimony regarding  
9 changes to CEMR from Colorado Docket No. 11F-436T  
10 [JC001119-JC001121]
- 11 • Exhibit BJJ-71 Quotations regarding Integra offers since February 2011 of  
12 potential exception to merger time period, if repair is  
13 distinguished (based on claimed potential risk of failure)  
14 and if exception is acceptable to CLECs and regulators  
15 [JC001123-JC00111]

16  
17 **Q. HOW ARE YOU FAMILIAR WITH THE EXHIBITS TO YOUR**  
18 **TESTIMONY?**

19 A. With respect to Exhibit BJJ-17, Exhibit BJJ-20, Exhibit BJJ-21, Exhibit BJJ-22,  
20 Exhibit BJJ-23, Exhibit BJJ-24, Exhibit BJJ-25, Exhibit BJJ-27, Exhibit BJJ-30,  
21 Exhibit BJJ-31, Exhibit BJJ-32, Exhibit BJJ-34, Exhibit BJJ-35, Exhibit BJJ-36,  
22 Exhibit BJJ-37, Exhibit BJJ-38, Exhibit BJJ-39, Exhibit BJJ-41, Exhibit BJJ-43,  
23 Exhibit BJJ-44, Exhibit BJJ-46, Exhibit BJJ-48, Exhibit BJJ-49, Exhibit BJJ-50,  
24 Exhibit BJJ-51, Exhibit BJJ-54, Exhibit BJJ-55, Exhibit BJJ-56, Exhibit BJJ-57,  
25 Exhibit BJJ-63, Exhibit BJJ-64, portions of Exhibit BJJ-65, Exhibit BJJ-67,  
26 portions of Exhibit BJJ-69, as well as the email exchanges described or included  
27 in the chronology (Exhibit BJJ-2), I was personally involved and in many cases

1 copied on these emails. These Exhibits are true and correct copies of those  
2 emails.

3 The documents contained in Exhibit BJJ-1, Exhibit BJJ-7 through Exhibit BJJ-10,  
4 Exhibit BJJ-13 and BJJ-14, Exhibit BJJ-18 and BJJ-19, Exhibit BJJ-26, Exhibit  
5 BJJ-28 and BJJ-29, Exhibit BJJ-33, Exhibit BJJ-40, Exhibit BJJ-47, Exhibit BJJ-  
6 52, Exhibit BJJ-53, Exhibit BJJ-59, Exhibit BJJ-61 portions of Exhibit BJJ-65,  
7 portions of Exhibit BJJ-68 and portions of Exhibit BJJ-69, are true and correct  
8 copies of documents or excerpts from documents that were prepared by Qwest  
9 and posted on Qwest's web site.

10 Exhibits BJJ-12 and BJJ-15 contains a true and correct copy of comments  
11 PAETEC submitted to CMP and are posted to Qwest's website.

12 Exhibit BJJ-5 is excerpts from the Minnesota Department of Commerce  
13 Agreement, the Colorado Staff Agreement and an FCC Order. These documents  
14 have been publicly filed with the relevant commissions, and I am familiar with  
15 their contents as a result of having reviewed them previously. They are true and  
16 correct copies.

17 Exhibit BJJ-3 is the Integra Settlement Agreement filed by the Joint Applicants on  
18 November 8, 2010, Exhibit BJJ-4 is the Settlement Letter between the Joint  
19 Applicants and the Joint CLECs dated March 3, 2011; Exhibit BJJ-6 is a letter  
20 dated March 8, 2011 from Qwest and CenturyLink to the Oregon Public Utility

1 Commission; Exhibit BJJ-42 includes Attachments A and B to the Integra,  
2 PAETEC, and **tw telecom** joint request for review of Qwest/CenturyLink  
3 compliance with the Colorado Commission's Order; Exhibit BJJ-45 is the Integra,  
4 PAETEC, **tw telecom**, POPP, TDSM and Velocity jointly requested review of  
5 Qwest/CenturyLink compliance with the Minnesota Commission Order; Exhibit  
6 BJJ-58 is excerpts from Exhibit 2 to the Complaint in Washington; Exhibit BJJ-60  
7 is excerpts from testimony in Minnesota Docket Nos. P-421/C-07-370 and P-  
8 421/C-07-371; Exhibit BJJ-66 is excerpts from CenturyLink's September 16,  
9 2011 Motion for Reconsideration in Minnesota Docket Nos. P-421, et al./PA-10-  
10 456; portions of Exhibit BJJ-67 are excerpts from the Merged Company's  
11 Answer/Amended Answer to the Joint CLEC complaint and discovery responses  
12 in this proceeding and in CO Docket No. 11F-436T, and a letter from the Merged  
13 Company's attorney in MN Docket Nos. P-421, et al./PA-10-456, and Exhibit  
14 BJJ-70 is excerpts from Merged Company testimony in Colorado Docket No.  
15 11F-436T; and Exhibit BJJ-69 includes excerpts from Integra testimony in CO  
16 Docket No. 11F-436T. These documents have been publicly filed with the  
17 relevant commissions, and I am familiar with their contents as a result of having  
18 reviewed them previously. These are true and correct copies.

19 The excerpts in Exhibit BJJ-62 are from the August 11, 2011 Minnesota PUC  
20 hearing in Minnesota regarding Docket Nos. P-421, et al./PA-10-456 and were



1 made available to the parties. They are true and correct copies. I attended the  
2 August 11, 2011 Minnesota PUC hearing.

3 Regarding Exhibit BJJ-68, which discusses a May 4, 2001 meeting between  
4 Integra and CenturyLink in Minneapolis, I attended that meeting on May 4. The  
5 quotations and descriptions in Exhibit BJJ-68 are true and accurate to the best of  
6 my knowledge.

7 The Chronology in Exhibit BJJ-2, the matrices in Exhibits BJJ-30 and BJJ-54, and  
8 the comments in Exhibit BJJ-11, Exhibit BJJ-16, Exhibit BJJ-69, Exhibit BJJ-70  
9 and Exhibit BJJ-71 were either prepared by me, prepared under my direction, or  
10 prepared with my knowledge. The information contained in these Exhibits is true  
11 and correct to the best of my knowledge.

12

13 **Q. MR. DENNEY REFERS IN HIS TESTIMONY TO YOUR TESTIMONY**  
14 **INCLUDING ITS EXHIBITS. HAVE YOU REVIEWED THAT**  
15 **TESTIMONY, AND IF SO, DID MR. DENNEY TAKE ANY STATEMENT**  
16 **OR EVENT OUT OF CONTEXT?**

17 A. I have reviewed that testimony and, no, Mr. Denney did not take any statement or  
18 event out of context.

19 **Q. PLEASE DESCRIBE THE TIMELINES IN EXHIBIT BJJ-1.**

1 A. Exhibit BJJ-1 consists of a first page identifying Qwest timelines (including a  
2 May 20, 2011 timeline<sup>13</sup> that is substantially similar to the March 16, 2011  
3 timeline) and providing URLs and the following three documents prepared by  
4 Qwest and distributed in CMP related to Qwest's timeline for repair OSS  
5 changes:

- 6 • December 17, 2010 – Timeline with Targeted Production Date of  
7 September 19, 2011 (after estimated Merger Closing Date), contained in  
8 Qwest announcement to CLECs describing a “New Application to  
9 Application Interface,” called MTG, in which Qwest said the  
10 “Maintenance Ticketing Gateway (MTG) will be a replacement for  
11 MEDIACC and CEMR.”<sup>14</sup>
- 12 • March 16, 2011 – Revised Timeline with Deployment Process and  
13 Scheduling Migration Dates beginning on December 12, 2011 (after  
14 estimated Merger Closing Date);<sup>15</sup>
- 15 • June 14, 2011 – Revised Timeline with Deployment Process and  
16 Scheduling Migration Dates beginning on December 12, 2011 (after  
17 Merger Closing Date, without first using settlement agreement procedures  
18 and before end of 30-month time period). Qwest added additional  
19 deadlines, after implementation of the new system (MTG), including a  
20 specific date on which to “Retire Mediacc.”<sup>16</sup>

21 Although the merger commitments require the Merged Company to complete  
22 certain activities *before* any MTG implementation, as discussed by Mr. Denney,  
23 the Merged Company added additional columns in the June 14, 2011 revised

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<sup>13</sup> <http://wholesale.qwestapps.com/cnla/announcements/2011/05/20/System/MEDIACC/CMP-Qwest-Follow-up-Response-to-Additional-CLEC-comment-cycle-on-Maintenance-Ticketing-Gateway-MTG-1-0-New-Application-to-Application-Interface-Preliminary-Systems-Release-Information/10568>

<sup>14</sup> See Qwest Notification Number SYST.MEDI.12.17.10.F.08642.MTG\_IntrfceNewApptoApp  
<http://wholesale.qwestapps.com/cnla/announcements/2010/12/17/System/MEDIACC/CMP-Maintenance-Ticketing-Gateway-MTG-1-0-New-Application-to-Application-Interface-Preliminary-Systems-Release-Information/10275>

<sup>15</sup> See <http://wholesalecalendar.qwestapps.com/detail/289/2011-03-16>

<sup>16</sup> See <http://wholesalecalendar.qwestapps.com/detail/292/2011-06-15>

1 timeline to the existing timeline that schedule these activities to take place only  
2 *after* MTG implementation/deployment.

3 **Q. PLEASE DESCRIBE THE CHRONOLOGY IN EXHIBIT BJJ-2.**

4 A. Exhibit BJJ-2 is a detailed chronology of events related to repair OSS and the  
5 implementation of a new repair interface MTG. The chronology includes cross-  
6 references to supporting documents, many of which are identified by document  
7 stamp number and/or URLs. Document Numbers JC000001-JC000750 (many  
8 portions of which are identified in my exhibit list above as part of exhibits to this  
9 testimony) are described in the chronology and were provided to the Merged  
10 Company and staff on or about July 11, 2011. Because time is of the essence,  
11 Joint CLECs did not wait for discovery requests to provide documentation  
12 verifying the facts in the Complaint. Since then, Integra has added references to  
13 number stamped documents to the chronology, and it is providing copies of these  
14 documents to the Merged Company and staff as well. While the documents are  
15 numerous,<sup>17</sup> they are not new to Qwest and CenturyLink. Much of the  
16 documentation is posted on the Qwest wholesale website or has been exchanged  
17 among the parties in emails. Many of the documents are also exhibits to my  
18 testimony.

19 **Q. PLEASE DESCRIBE EXHIBIT BJJ-3, WHICH IS THE INTEGRA**  
20 **SETTLEMENT AGREEMENT.**

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<sup>17</sup> JC000001 – JC001128.

1 A. Exhibit BJJ-3 is the merger settlement agreement between Integra and the Joint  
2 Applicants that the Joint Applicants filed in Colorado Docket No. 10A-350T on  
3 November 8, 2010 (“Integra Settlement Agreement”). Mr. Denney quotes  
4 excerpts from the Integra Settlement Agreement and discusses the terms of that  
5 agreement in his testimony.

6 **Q. PLEASE DESCRIBE EXHIBIT BJJ-4, WHICH IS A SETTLEMENT**  
7 **LETTER BETWEEN THE JOINT APPLICANTS AND JOINT CLECS.**

8 A. On March 3, 2011, Joint Applicants entered into a settlement with PAETEC and  
9 certain other CLECs, in which these Joint CLECs opted in to the Integra  
10 Agreement; agreed to clarifications, modification or additional terms; and agreed  
11 not to participate in regulatory review of the merger transaction (the “Joint CLEC  
12 Merger Agreement”). Mr. Denney quotes excerpts from the Joint CLEC Merger  
13 Settlement Agreement and discusses the terms of that agreement in his testimony.

14 **Q. PLEASE DESCRIBE THE EXCERPTS IN EXHIBIT BJJ-5 RELATING**  
15 **TO VARIOUS MERGER COMMITMENTS.**

16 A. Exhibit BJJ-5 contains excerpts from the following documents:  
17

- 18 • Minnesota Department of Commerce Agreement: Stipulation and Joint  
19 Motion for Approval of Stipulation and Agreement, Minnesota Docket  
20 No. P-421, et al./PA-10-456, October 4, 2010, pp. 1-3 & 6; Supplemental  
21 Stipulation and Agreement for Commission Approval, Minnesota Docket  
22 No.P-421, et al./PA-10-456, November 1, 2010, pp. 1-2;
- 23 • Colorado Staff Agreement Stipulation and Settlement Agreement between  
24 Joint Applicants and Commission Trial Staff, Colorado Docket No. 10A-  
25 350T, November 7, 2010, pp. 1-4 & 8; and

- 1           • FCC Order: In the matter of Applications filed by Qwest Communications  
2           International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to  
3           Transfer Control, WC Docket No. 10-110 (March 18, 2011), pp. 1, 11-12  
4           & Appendix C, pp. 25 & 30-32.

5           Mr. Denney discusses these documents in his testimony.

6           **Q. PLEASE DESCRIBE THE LETTER IN EXHIBIT BJJ-6.**

7           A. Exhibit BJJ-6 is a CenturyLink and Qwest letter dated March 8, 2011 to the  
8           Oregon Public Utility Commission,<sup>18</sup> with which they file the Joint CLEC Merger  
9           Agreement (Exhibit BJJ-4) and in which they describe some provisions of the  
10          Joint CLEC Merger Agreement as “self-effectuating” and others as “available to  
11          CLECs upon request.”

12          **Q. PLEASE DESCRIBE EXHIBITS BJJ-7, BJJ-8 AND BJJ-8A, WHICH ARE**  
13          **CR DETAIL FOR QWEST-INITIATED CMP CR SCR121608-02.<sup>19</sup>**

14          A. In CMP, Qwest compiles the various meeting minutes, status history and other  
15          information relating to a Change Request (“CR”) into one document posted on its  
16          website, which is often referred to as the “CR Detail” for that change request.  
17          Exhibit BJJ-7 is the CR Detail for the change request that Qwest currently refers  
18          to when discussing its introduction and implementation of MTG, and it is known  
19          by the CR number SCR121608-02. Although because of its revised title this will  
20          be referred to as the “Introduction of MTG CR,” the discussions and materials  
21          associated with this CR are not limited to MTG and relate to CEMR and

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<sup>18</sup>Oregon Docket No. UM-1484.

<sup>19</sup> The exception is the September 21, 2011 monthly CMP meeting minutes. Those minutes had not been posted to the CR Detail as of the drafting of this testimony for filing.

1 MEDIACC as well. Exhibit BJJ-7 is the CR Detail for this CR as of  
2 approximately June 21, 2011.<sup>20</sup> This is the CR Detail as it was provided with the  
3 chronology to the Merged Company and staff on or about July 11, 2011 (at the  
4 time of the filing of the Complaint). (For a more recent version of the CR Detail  
5 for this CR, see Exhibit BJJ-8 and BJJ-8A.)

6 Via a change to a web posting, Qwest took a Change Request that had been  
7 indefinitely placed on hold since April of 2009 (see Exhibit BJJ-59) and used the  
8 CR to initiate new activity, by changing the status of the inactive CR. Qwest  
9 changed the status of its formerly “Deferred” 2008 CMP systems CR  
10 #SCR121608-02 to a status of “Development,” and revised the title of the CR to  
11 state: “Introduction of MTG (Maintenance Ticketing Gateway) application to  
12 application.”

13 On December 18, 2008, Qwest had submitted to CMP a systems CR (same  
14 number) entitled “Introduction of CTG (Common Ticketing Gateway) application  
15 to application,” which on April 6, 2009, Qwest placed in a Deferred status  
16 indefinitely (see discussion of Exhibit BJJ-59 below), and there was no activity as  
17 to the CR until November 10, 2010. The Description of Change states: “11/10/10  
18 REVISION: Revision to change application name and reestablish implementation  
19 timeline. New application will include limited testing and also replace CEMR.”

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<sup>20</sup> The CR Detail in Exhibit BJJ-7 is the detail Qwest had posted through 6/21/11. The CR Detail, however, was not current through 6/21/11 at that time. For example, on June 29, 2011, when Qwest had not yet posted the meeting minutes from the 6/8/11 ad-hoc call, Integra inquired when Qwest would be posting the minutes and Qwest said it was working on them.

1 On 11/10/10, therefore, Qwest modified its web posting to indicate that Qwest  
2 planned to retire and replace Qwest's legacy OSS for repair (CEMR/MEDIACC)  
3 with a new repair system (MTG).

4 Exhibit BJJ-8 is an updated version of Exhibit BJJ-7. The updated version  
5 contains more recent information (including meeting minutes) not included in  
6 Exhibit BJJ-7 and additional revisions to the description of change which states:

7 "06/17/11 REVISION TO 11/10/10 UPDATE: Revise the CR to remove  
8 the sentence: 'New application will include limited testing and also  
9 replace CEMR.' The MTG application will now interface with CEMR vs.  
10 QPORTAL for the online GUI functionality so it will include Client Self  
11 testing functionality. NOTE: The word 'limited' is removed which was a  
12 term used in reference to the additional functionality that was to be  
13 included in MTG associated with Client Self test which was implemented  
14 in CEMR on 4/18/11 for all customers. With CEMR remaining the online  
15 GUI application as part of MTG, the stated additional requirement is no  
16 longer needed."<sup>21</sup>

17  
18 Because the CR Detail is maintained and updated over time as additional events  
19 occur, the documents in Exhibit BJJ-7 and BJJ-8 do not contain events that  
20 occurred more recently. Therefore, Exhibit BJJ-8A has been added to provide  
21 more recent information. Exhibit BJJ-8A contains the portion of the CR Detail  
22 not included in Exhibit BJJ-8, including status updates and the meeting minutes  
23 from the July and August monthly CMP meetings. Exhibit BJJ-8A also includes  
24 the draft minutes from the September monthly CMP meeting, since the final  
25 meeting minutes were not available at the time of drafting of this testimony.

26

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<sup>21</sup> See Exhibit BJJ-8, page 1, description of change. See Row 108 of the Repair OSS Chronology (Exhibit BJJ-2).

1 Q. YOU SAID THAT QWEST PLACED THE CHANGE REQUEST IN A  
2 DEFERRED STATUS INDEFINITELY.<sup>22</sup> DOES THE STATUS OF  
3 “DEFERRED” NECESSARILY MEAN THAT A CLEC SHOULD  
4 EXPECT QWEST TO REACTIVATE A CHANGE REQUEST IN CMP?

5 A. No. The Merged Company has argued that, “By deferring the change request  
6 rather than withdrawing it, Legacy Qwest informed the CLECs at the CMP that it  
7 had every intention of restarting the change request in the future.”<sup>23</sup> This is not  
8 the case, as discussed by Mr. Denney in Section IV(C) of his direct testimony.  
9 The Merged Company’s argument is inconsistent with Qwest’s track record over  
10 time with respect to deferred change requests, as I discuss in my next response.

11 Q. IS IT QWEST’S PRACTICE TO REACTIVATE SYSTEMS CHANGE  
12 REQUESTS, WHICH QWEST HAD ONCE PLACED IN A DEFERRED  
13 STATUS, TO IMPLEMENT THOSE CHANGES?

14 A. No. Integra reviewed the 254 Qwest systems change requests (CRs) that are in a  
15 closed and completed status<sup>24</sup> on the Qwest/CenturyLink CMP systems archived  
16 website.<sup>25</sup> Of the 254 Qwest Corporation system CRs that are in a completed

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<sup>22</sup> Exhibit BJJ-7, CR Detail (status history), at JC000043- JC000044; Exhibit BJJ-59 (Qwest notice) at JC000931-JC000932.

<sup>23</sup> Qwest/CenturyLink Report on MEDIACC Risks, Minnesota PUC Docket Nos. P-421, et al./PA-10-456 & P-5340, et al./C-11-684, Oct. 6, 2011 [“Merged Company MN Compliance Filing”], p. 8.

<sup>24</sup> Qwest uses closed and completed interchangeably; both statuses mean the CR was worked and completed.

<sup>25</sup> The archived system CRs can be found at [http://www.centurylink.com/wholesale/cmp/archive/crstatus\\_system\\_index.html](http://www.centurylink.com/wholesale/cmp/archive/crstatus_system_index.html).



1 status, not one of those CRs was first deferred and then reactivated and  
2 completed.

3 Integra also reviewed the 86 Qwest system CRs that are currently in a withdrawn  
4 status on the CMP systems archived website.<sup>26</sup> There are at least 4 CRs that  
5 Qwest withdrew after it had first placed them in a deferred status.<sup>27</sup> In other  
6 words, Qwest never reactivated these CRs. Their status of deferral did *not* inform  
7 CLECs in CMP that Qwest “had every intention of restarting the change request  
8 in the future.”<sup>28</sup> To the contrary, their status of deferral indicated to CLECs that  
9 Qwest may withdraw its requests for these changes and never complete the work,  
10 as in fact happened in these cases.

11 Given past experience as reflected in CMP data over time, CLECs would more  
12 likely expect that the Merged Company would withdraw or simply never  
13 complete the deferred CR, not reactivate it.

14 **Q. DOES QWEST CURRENTLY HAVE ANY CMP CHANGE REQUESTS IN**  
15 **A DEFERRED STATUS?**

16 A. Yes. They are product/process CRs (*i.e.*, not system CRs). Qwest currently has  
17 six product/process CRs in a deferred status.<sup>29</sup> One of the CRs has been in a

---

<sup>26</sup> The archived system CRs can be found at  
[http://www.centurylink.com/wholesale/cmp/archive/crstatus\\_system\\_index.html](http://www.centurylink.com/wholesale/cmp/archive/crstatus_system_index.html).

<sup>27</sup> See SCR030204-01, SCR021809-1, SCR121608-01, and SCR083005-01 at  
[http://www.centurylink.com/wholesale/cmp/archive/crstatus\\_system\\_index.html](http://www.centurylink.com/wholesale/cmp/archive/crstatus_system_index.html).

<sup>28</sup> Merged Company MN Compliance Filing, p. 8.

<sup>29</sup> See PC050503-2, PC082007-1, PC090208-1CM, PC121109-1, PC020210-1 and PC090110-1 at  
[http://www.centurylink.com/wholesale/cmp/cr/crstatus\\_prod\\_proc\\_index.html](http://www.centurylink.com/wholesale/cmp/cr/crstatus_prod_proc_index.html).

1 deferred status since 2004, one since early 2008, one since early 2009 and three  
2 since 2010. Therefore, some of these CRs have been in a deferred status in CMP  
3 longer than the repair OSS CRs that are the subject of this matter (which were  
4 placed in deferral status in April of 2009).

5 **Q. PLEASE DESCRIBE EXHIBIT BJJ-9 AND EXHIBIT BJJ-10, WHICH**  
6 **BOTH CONTAIN THE CR DETAIL FOR THE QWEST-INITIATED CMP**  
7 **CR SCR121608-01 (RETIREMENT OF MEDIACC).**

8 A. Exhibit BJJ-9 contains the CR Detail for Qwest's CMP CR #SCR121608-01.  
9 This is one of two related change requests, and Qwest changed the status of both  
10 via a web posting on November 10, 2010. On November 17, 2010, Qwest said  
11 this change request "goes hand in hand with SCR121608-02."<sup>30</sup> In the "Status  
12 History," Qwest changed the status of its formerly "Deferred" 2008 CMP systems  
13 CR #SCR121608-01 to a status of "Development" on 11/10/10. Qwest did not  
14 revise the title, which remained: "Retirement of MEDIACC. After the 11/10/10  
15 revision, the Description of Change continued to refer to replacing the MEDIACC  
16 application with "CTG (Common Ticketing Gateway)," although Qwest later  
17 referred in an 11/17/10 CMP discussion to "MTG" instead of "CTG." Exhibit  
18 BJJ-9 is the CR Detail as it was provided with the chronology to the Merged  
19 Company and staff on or about July 11, 2011 (at the time of the filing of the  
20 Complaint). (For a more recent version of the CR Detail for this CR, see Exhibit  
21 BJJ-10.)

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<sup>30</sup> Exhibit BJJ-7 at JC000057 (Nov. 17, 2010 CMP minutes).

1 Exhibit BJJ-10 is a more recent version of Qwest's CR that shows the CR status  
2 has been changed to a withdrawn status, even though Qwest continues to proceed  
3 with retirement of MEDIACC.<sup>31</sup> At the time Qwest changed the status to  
4 withdrawn, it also moved the CR to the inactive CR portion of its website so the  
5 URL changed to a new URL.<sup>32</sup>

6 **Q. PLEASE DESCRIBE EXHIBIT BJJ-11 CONTAINING INTEGRA'S**  
7 **WRITTEN COMMENTS TO QWEST'S DECEMBER 17, 2010 NOTICE<sup>33</sup>**  
8 **TO IMPLEMENT MTG WITH AN EFFECTIVE DATE OF SEPTEMBER**  
9 **19, 2011.**

10 A. Exhibit BJJ-11 is comments Integra submitted to Qwest CMP in response to  
11 Qwest's request for comments in its December 17, 2010 notification. Integra  
12 submitted its written comments to CMP on January 4, 2011<sup>34</sup> (two days before  
13 comments were due). Integra objected that Qwest's notice contains insufficient  
14 information for Integra to conclude that the replacement system is beneficial to  
15 CLECs and that Qwest was unclear about whether or how Qwest's notice is  
16 consistent with Qwest legal and CenturyLink's merger commitments and  
17 specifically the merger settlement agreement executed by Qwest, CenturyLink,  
18 and Integra in November of 2010. Integra asked Qwest to provide additional

<sup>31</sup> See, e.g., Exhibit BJJ-1 (June 14, 2011 timeline including specific date on which to "Retire Mediacc.")

<sup>32</sup> [http://www.qwest.com/wholesale/cmp/archive/CR\\_SCR121608-01.html](http://www.qwest.com/wholesale/cmp/archive/CR_SCR121608-01.html)

<sup>33</sup> See Exhibit BJJ-2, repair OSS chronology at Row No. 7 and  
<http://wholesale.qwestapps.com/cnla/announcements/2010/12/17/System/MEDIACC/CMP-Maintenance-Ticketing-Gateway-MTG-1-0-New-Application-to-Application-Interface-Preliminary-Systems-Release-Information/10275>.

<sup>34</sup> Integra provided a clarification to the comments via email the same day (1/4/11) and submitted revised comments including that revision to Qwest on 1/5/11.

1 information, including to the extent that Qwest claims the current system(s) is  
2 unstable, sufficient information to allow verification of that claim. Integra asked,  
3 for example, that Qwest please identify any notices or other communications  
4 about outages or problems that were due to the alleged instability and explain the  
5 problems caused and any steps taken to resolve those problems. Integra reserved  
6 its right to submit additional questions, comments and/or objections in the future,  
7 particularly as more information become available.

8 **Q. PLEASE DESCRIBE EXHIBIT BJJ-12, CONTAINING PAETEC'S**  
9 **WRITTEN COMMENTS TO QWEST'S DECEMBER 17, 2010 NOTICE<sup>35</sup>**  
10 **TO IMPLEMENT MTG WITH AN EFFECTIVE DATE OF SEPTEMBER**  
11 **19, 2011.**

12 A. Exhibit BJJ-12 is comments PAETEC submitted to Qwest CMP in response to  
13 Qwest's request for comments in its December 17, 2010 notification. PAETEC  
14 asked for details it needed to begin assessing impact and indicated it agrees with  
15 Integra's comments and poses the same inquiries. PAETEC asked Qwest to open  
16 a full comment cycle following the January 10<sup>th</sup> ad hoc meeting because "Qwest's  
17 failure to provide sufficient details to which PAETEC could comment with the  
18 notice resulted in a premature comment period." PAETEC reiterated its  
19 objections and reserved its rights.

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<sup>35</sup> See Exhibit BJJ-2, repair OSS chronology at row 7 and  
<http://wholesale.qwestapps.com/cnla/announcements/2010/12/17/System/MEDIACC/CMP-Maintenance-Ticketing-Gateway-MTG-1-0-New-Application-to-Application-Interface-Preliminary-Systems-Release-Information/10275>.

1 | **Q. PLEASE DESCRIBE EXHIBIT BJJ-13, QWEST'S RESPONSE TO**  
2 | **CLECS' COMMENTS.**

3 | A. Exhibit BJJ-13 is Qwest's response to CLEC comments for Qwest notice  
4 | SYST.MEDI.12.17.10.F.08642.MTG\_IntrfceNewApptoApp. Qwest's response  
5 | included statements that the Qwest MEDIACC/CEMR hardware, database and  
6 | operating systems are at the end of life and need to be replaced and that all  
7 | questions or comments associated with the planned implementation and timeline  
8 | for MTG in regard to the Merger Settlement Agreement should be referred to  
9 | Qwest or CenturyLink legal departments.<sup>36</sup>

10 | **Q. WHAT IS EXHIBIT BJJ-14?**

11 | A. Exhibit BJJ-14 is a Power Point presentation that Qwest reviewed at the January  
12 | 19, 2011 monthly CMP meeting. I describe it below in my discussion of another  
13 | Power Point presentation, Exhibit BJJ-19.

14 | **Q. PLEASE DESCRIBE EXHIBIT BJJ-15 CONTAINING PAETEC'S**  
15 | **WRITTEN COMMENTS TO QWEST'S JANUARY 20, 2011 NOTICE.**<sup>37</sup>

16 | A. Exhibit BJJ-15 is written comments PAETEC submitted to CMP on February 1,  
17 | 2011, in which PAETEC indicated that Qwest's actions might violate the merger  
18 | settlement agreements and reserved PAETEC's rights with respect to that issue.

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<sup>36</sup> See Exhibit BJJ-2 at Row No. 18, (2/2/11 entry regarding follow up with attorneys.)

<sup>37</sup> See Exhibit BJJ-2 at row 15 and

<http://wholesale.qwestapps.com/cnla/announcements/2011/01/20/System/MEDIACC/Additional-Comments-Cycle-on-Maintenance-Ticketing-Gateway-MTG-1-0-New-Application-to-Application-Interface-Preliminary-Systems-Release-Information/10325>.

1 PAETEC said: “Qwest has only provided vague, high-level information about the  
2 functionalities of MTG. Accordingly, PAETEC is unable to make an informed  
3 decision to support or oppose the proposed change. . . . PAETEC has significant  
4 questions and concerns that are unanswered by the information provided by  
5 Qwest at this time.” PAETEC pointed out that it has made significant  
6 investments in its own back office systems that are e-bonded with Qwest’s  
7 MEDIACC/CEMR, and it listed some of its over-arching concerns.

8 **Q. PLEASE DESCRIBE EXHIBIT BJJ-16 CONTAINING INTEGRA’S**  
9 **WRITTEN COMMENTS TO QWEST’S JANUARY 20, 2011 NOTICE.**<sup>38</sup>

10 A. Exhibit BJJ-16 is written comments Integra submitted to CMP on February 2,  
11 2011, in which Integra said its concerns are similar to those expressed by  
12 PAETEC the day before. Integra identified concerns, including concerns about  
13 system functionality and how the new system functionality would compare to  
14 existing functionality. Integra objected to Qwest using CMP to unilaterally assert  
15 its legal position while referring CLECs to Qwest legal. Integra said, if it is  
16 appropriate for Qwest to raise the matter in CMP, then it is appropriate not only  
17 for CLECs to respond in CMP and but also for CLECs to expect Qwest to adhere  
18 to CMP requirements requiring Qwest to respond in CMP and to do so in a timely  
19 manner. Integra pointed out that Qwest had not responded to Integra’s questions

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<sup>38</sup> See Exhibit BJJ-2 at row 15 and  
<http://wholesale.qwestapps.com/cnla/announcements/2011/01/20/System/MEDIACC/Additional-Comments-Cycle-on-Maintenance-Ticketing-Gateway-MTG-1-0-New-Application-to-Application-Interface-Preliminary-Systems-Release-Information/10325>

1 about the merger settlement agreements and reiterated its request to address each  
2 step in the merger document, including the vote in CMP, and indicate whether  
3 and when it intends to take each step. Integra asked Qwest to respond in writing  
4 to the questions posed by CLECs in their earlier comments and this round of  
5 comments.

6 **Q. PLEASE DESCRIBE THE EMAIL EXCHANGE IN EXHIBIT BJJ-17**  
7 **RELATED TO THE INTEGRA SETTLEMENT AGREEMENT.**

8 A. Exhibits BJJ-17 is an email exchange between Integra and Qwest/CenturyLink  
9 attorneys that took place between February 2, 2011 and February 9, 2011. On  
10 February 2, 2011, Integra emailed both the Qwest attorney and the CenturyLink  
11 attorney, enclosing comments submitted by Integra and PAETEC in CMP  
12 regarding Qwest's proposed OSS changes and retirement of CEMR/MEDIACC.

13 Integra said:

14 In Qwest's January 13, 2011 response to Integra's January 5, 2011  
15 comments, Qwest said: 'All questions or comments associated with the  
16 planned implementation and timeline for MTG in regard to the Merger  
17 Settlement Agreement executed by Qwest, CenturyLink and Integra  
18 should be referred to the Qwest or CenturyLink Legal Departments.'  
19 Therefore, Integra is forwarding its questions to both of you for a  
20 response. Both Qwest and CenturyLink are parties to the merger  
21 settlement agreement with Integra, and therefore both should respond as to  
22 whether and how Qwest's proposed changes (which would be  
23 implemented after the closing date) comply with the settlement agreement  
24 and whether, if CEMR/MEDIACC changes are made, the company plans  
25 to follow each step in the OSS section of the settlement agreement (vote in  
26 CMP, etc.) with respect to CEMR/MEDIACC and MTG. Qwest has not  
27 provided sufficient information to determine whether its proposed  
28 CEMR/MEDIACC changes would be something in which we may be  
29 interested. Even assuming that the changes were acceptable, however, we

1 do not know what other OSS changes the company may be planning or  
2 may announce before the closing date but implement after the closing  
3 date. If CLECs disagree with proposed OSS changes, and the changes  
4 would occur (like these) during the 2 year timeframe covered by the  
5 settlement agreement, what prevents the company from making those  
6 changes, if the company can make these CEMR/MEDIACC changes?  
7 Does the company distinguish the CEMR/MEDIACC situation and, if so,  
8 how? We are hoping for a cooperative approach, and we need a better  
9 understanding of the company's position.  
10

11 On February 9, 2011, Qwest's attorney responded to Integra's February 2, 2011  
12 email (copied to CenturyLink attorney) by claiming that Qwest's proposed  
13 changes not only comply with the settlement agreement but also are required to  
14 meet Qwest's performance obligations. Qwest asserted that, if it failed to replace  
15 CEMR and MEDIACC, it would not be able to meet its obligations under the  
16 settlement agreement. Qwest's attorney said that Qwest does not have to follow  
17 the steps in merger condition 12c until after the 2-year period (though Qwest was  
18 making a significant OSS change earlier), and Qwest refused to answer questions  
19 it characterized as hypothetical.

20 Integra replied on February 9, 2011 (the same day) by email to Qwest legal and  
21 CenturyLink legal as to each claim in Qwest's February 9, 2011 email. Integra  
22 reviewed the requirements of settlement Condition 12 and compared them to  
23 Qwest's CMP notice. Integra responded that Qwest must meet all of its merger  
24 commitments and cannot choose one (e.g., meet or exceed performance) over  
25 another (e.g., continue to offer OSS for two years). Integra reiterated its request  
26 for vendor data to support Qwest's claims of instability. Integra also reiterated its



1 request to distinguish the repair OSS situation, pointing out that the company  
2 provided no limiting factor that would prevent the company from claiming every  
3 OSS can be replaced during the 2-year period whenever it simply claims that  
4 otherwise it “may” not be able to make one of the other merger commitments.  
5 Integra indicated that the company had not informed the commissions that it  
6 believed that it may not be able to meet their merger commitments and said that  
7 the Joint Applicants recent representations that the merger conditions satisfy the  
8 public interest suggest that the company intends to meet all of those conditions.  
9 Integra pointed out that the company is not supposed to be making changes during  
10 the two-year period. Integra indicated that Qwest’s statement that it had first  
11 noticed a change in 2008 shows Qwest was aware of these facts when negotiating  
12 with Integra and could have requested language to address the issue, but Joint  
13 Applicants did not obtain such language. Integra reserved its right to act to  
14 enforce the settlement agreement, once approved, as needed.

15  
16 **Q. PLEASE DESCRIBE THE QWEST CMP NOTIFICATION IN EXHIBIT**  
17 **BJJ-18.**

18 A. Exhibits BJJ-18 is a Qwest CMP notification, in which Qwest informed CLECs  
19 via an announcement, that Qwest’s response to CLECs’ comments, which was  
20 due on February 9, 2011, would be delayed until February 17, 2011, after  
21 discussion of MTG in the February 16, 2011 monthly CMP meeting. Although  
22 Qwest did not provide notification of a change to the February 17, 2011

1 commitment, Qwest did not provide the response until March 10, 2011.

2 **Q. PLEASE DESCRIBE QWEST'S POWER POINT PRESENTATIONS IN**  
3 **EXHIBIT BJJ-14 AND EXHIBIT BJJ-19.**

4 A. Exhibit BJJ-14 is a Power Point presentation that Qwest reviewed at the January  
5 19, 2011 monthly CMP meeting.<sup>39</sup> The presentation defined MTG as the  
6 "CEMR/MEDIACC Replacement"; indicated that MTG "would benefit both  
7 Qwest and our customers"; said "this project would include turning down the  
8 MEDIACC interface after a migration period" indicated that "CLEC customer  
9 will need to modify their external interface to Qwest"; and included a timeline  
10 with a targeted production date of September 19, 2011. Qwest indicated, under  
11 Benefits, that Qwest will use the new system, in addition to its wholesale  
12 customers. Qwest also identified a benefit to itself of using the same system for  
13 its "National" QCC repairs as for its "Local" Qwest Corporation repairs. Unlike  
14 the Qwest December 17, 2010, CMP Announcement, which listed the benefit of  
15 the new application as using a more advanced type of technical communication,  
16 the Power Point presentation lists additional benefits not mentioned earlier, such  
17 as stability and increased reliability.

18 Exhibit BJJ-19 is a revised Power Point presentation that Qwest reviewed at the  
19 February 16, 2011 monthly CMP meeting. Key substantive aspects of the work  
20 described in Exhibits BJJ-14 and BJJ-19 are the same, including a technical walk

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<sup>39</sup> See <http://wholesalecalendar.qwestapps.com/detail/287/2011-01-19> and select the link to the document entitled "MTG Preliminary Interface Implementation Plan."

1 through on June 2; initial GUI release notification on August 5; Application to  
2 Application testing available on August 20; Draft GUI Release Notes on August  
3 22; GUI Overview on August 23; Final Release Notice on August 29; and an end  
4 date for production of September 19, 2011.<sup>40</sup> No reasonable reading of the work  
5 steps and dates leads to a conclusion that the nature or timing of the work or the  
6 project had changed.

7 In between the presentation on January 19 (Exhibit BJJ-14) and the presentation  
8 on February 16 (Exhibit BJJ-19), CLECs had submitted comments in CMP on  
9 February 1<sup>st</sup> and 2<sup>nd</sup> expressing concerns that Qwest's actions may violate the  
10 merger settlement agreements.<sup>41</sup> Instead of making substantive changes in the  
11 project and the schedule to address CLEC concerns, Qwest made changes to the  
12 wording of the presentations in a transparent attempt to mask the nature of the  
13 project. For example, Qwest changed the straightforward title of the January 19  
14 presentation "MTG CEMR/MEDIACC Replacement" to a title, one month later,  
15 of "MTG CEMR/MEDIACC Repair System Improvements."<sup>42</sup> Similarly,  
16 although the work and the date did not change, Qwest changed the description of  
17 the event taking place on September 19, 2011 from "Targeted Production Date" in  
18 Exhibit BJJ-14 to, only a month later, "System Improvements Available to  
19 CLECs" in Exhibit BJJ-19.<sup>43</sup> Since then, Qwest has continued with this approach

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<sup>40</sup> Compare Exhibit BJJ-14 at JC000929 with Exhibit BJJ-19 at JC000107.

<sup>41</sup> See Exhibits BJJ-15 (PAETEC CMP Comments) and BJJ-16 (Integra CMP comments).

<sup>42</sup> Compare Exhibit BJJ-14 at JC000920 with Exhibit BJJ-19 at JC000104.

<sup>43</sup> Compare Exhibit BJJ-14 at JC000929 with Exhibit BJJ-19 at JC000107.

1 based on semantics, arguing that this is an “update”<sup>44</sup> and not a “replacement to  
2 existing systems.”<sup>45</sup> Changing the wording used to describe a project, however,  
3 does not change the nature of the project itself. Since then, representatives of  
4 Qwest in CMP have continued to recognize that MTG is the replacement  
5 system.<sup>46</sup> Additionally, CenturyLink’s witness with respect to the preliminary  
6 injunction motion, who is also an attorney,<sup>47</sup> has previously testified (in the  
7 Washington Qwest-Eschelon ICA arbitration) that, even when a change may be  
8 described as an “update,” this does not mean that the change is not a significantly  
9 different type of change that requires use of different treatment/procedures, as I  
10 discuss below with respect to Exhibit BJJ-52.

11 In its February 16 presentation (Exhibit BJJ-19), Qwest added information  
12 attempting to justify its repair OSS changes, though when asked how the  
13 information related to the terms of the merger agreements, Qwest referred CLECs  
14 to legal.<sup>48</sup> The first slide of the February 16 presentation related to the purpose of  
15 the changes, and the first point on this slide referred to outages. During the  
16 February 16, 2011 CMP meeting, Integra pointed out that there were fewer

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<sup>44</sup> WA Answer, p. 2. “WA Answer” or “Washington Answer” refers to the WA Answer of Qwest Corporation and CenturyLink, Inc. to the Complaint, which was filed with the Commission in this matter, Washington Docket No. UT-111254, on August 2, 2011.

<sup>45</sup> WA Answer, p. 3.

<sup>46</sup> See, e.g., Exhibit BJJ-53, July 1 2011 Qwest CMP Matrix, pp. 10 & 14, at JC000763 and JC000767 (“As stated previously, the MTG project is a proactive effort to develop *a replacement system...*”) (emphasis added).

<sup>47</sup> Ms. Albersheim is a licensed attorney in Colorado and “Senior Witnessing Representative” for CenturyLink. See Declaration of Renee Albersheim, Preliminary Injunction Response, Dkt. No. UT-111254 (Aug. 18, 2011), p. 1, ¶¶1-2.

<sup>48</sup> The CMP meeting minutes for the February 16, 2011 CMP monthly meeting are part of the CR Detail. See Exhibit BJJ-7 at JC00050- JC00055.

1 outages last year than in any year since 2003. After Integra indicated it tracks  
2 these outages, Qwest admitted that there were fewer outages last year than in any  
3 year since 2003.<sup>49</sup> Qwest indicated that system failure rate was a function of time,  
4 but Qwest did not address other Qwest OSS that have been in place as long, or  
5 longer, than the repair systems.

6 As was the case in the first presentation (Exhibit BJJ-14), Qwest continued to  
7 reiterate in Exhibit BJJ-19 that there is a benefit to itself of using the same system  
8 for its “National” QCC repairs as for its “Local” Qwest Corporation repairs.<sup>50</sup>

9 **Q. PLEASE DESCRIBE THE EMAIL FROM INTEGRA TO QWEST**  
10 **ATTORNEYS IN EXHIBIT BJJ-20.**

11 A. On February 16, 2011, Integra emailed both the Qwest and the CenturyLink  
12 attorneys indicating that in CMP Qwest again referred CLECs to legal and said  
13 that Integra continues to look to both Qwest legal and CenturyLink legal for  
14 responses to its questions. Integra said that Qwest said in CMP on February 16,  
15 2011 that it “may” defer retirement/replacement of CEMR/MEDIACC but did not  
16 commit to when it would do so or to any length of time for which it would defer  
17 retirement/replacement (e.g., 2 years), and Integra indicated that a short deferment  
18 would not alter the described problems. Integra asked questions, including  
19 questions about the reason for Qwest’s CR, about whether a decision had been  
20 made as to whether the merged company is moving to MTG, about level of

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<sup>49</sup> Exhibit BJJ-7 at JC000050, CR Detail (Feb. 16, 2011 CMP meeting minutes).

<sup>50</sup> Exhibit BJJ-14 at JC000928; Exhibit BJJ-19 at JC000114.

1 support and functionality, and about compliance with, and timing of, the steps to  
2 be taken under the merger agreement. Integra said: “This is the kind of the  
3 uncertainty that we tried to avoid by entering into the settlement agreement.”

4 **Q. PLEASE DESCRIBE EXHIBIT BJJ-21 CONTAINING AN EMAIL**  
5 **EXCHANGE BETWEEN INTEGRA’S PRESIDENT AND QWEST AND**  
6 **CENTURYLINK WHOLESALE EXECUTIVES.**

7 A. Exhibit BJJ-21 is a February 16, 2011 email exchange between Integra’s  
8 President and Qwest’s Vice President for Operations for Qwest Wholesale  
9 Markets (copied to Qwest’s Executive Vice President of Wholesale Markets and  
10 CenturyLink’s President of Wholesale Markets) regarding a delay in a potential  
11 executive meeting due to insufficient information provided by Qwest, including in  
12 CMP that same day.

13 Qwest’s Vice President for Operations for Qwest Wholesale Markets said he  
14 would determine when they could have enough information to be productive. He  
15 added: “Because today’s CMP meeting was a conference call, it limited how  
16 much information could be effectively shared.” CMP meetings are generally  
17 conference calls, however, and participants in CMP need the requested  
18 information. Although commission staff members do not participate in every  
19 CMP call,<sup>51</sup> there were staff members on the CMP conference call on February

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<sup>51</sup> Participation of commission staff members in CMP is anticipated and appropriate. Members of the team that re-designed CMP while the Section 271 proceedings were ongoing included Becky Quintana of Colorado, and she later was a member of the CMP Oversight Committee. Currently, a staff member from

1 16, 2011, including Lynn Notarianni of the Colorado staff.<sup>52</sup> Later, in their Letter  
2 Complaint in this matter in May, Joint CLECs said: “State commission staff  
3 members may participate in CMP,<sup>53</sup> and Staff has tools available to it such as the  
4 ability to serve discovery or audit requests that may allow Staff to gather  
5 information useful to resolving this dispute and ensuring compliance with  
6 contracts and Commission rulings.”<sup>54</sup>

7 **Q. PLEASE DESCRIBE THE EMAIL AND THE ATTACHMENT**  
8 **INTEGRA’S PRESIDENT SENT TO QWEST’S VICE PRESIDENT FOR**  
9 **OPERATIONS FOR QWEST WHOLESALE MARKETS.**

10 A. Exhibit BJJ-22 is a February 20, 2011 email sent to Qwest by Integra’s President  
11 which provided a list of questions, attached to an email, per Qwest’s request. He  
12 indicated that Integra had requested much of this information previously,  
13 primarily via CMP. He asked Qwest to let him know when Qwest has assembled  
14 additional information so that next steps could be discussed.

15 **Q. PLEASE DESCRIBE THE EMAIL IN EXHIBIT BJJ-23 THAT INTEGRA**  
16 **SENT TO QWEST AND CENTURYLINK ATTORNEYS REGARDING**  
17 **THE LIST OF QUESTIONS IN EXHIBIT BJJ-22.**

18 A. Exhibit BJJ-23 is a February 22, 2011 Integra email to both Qwest attorneys and

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the commission in Oregon and Utah are on the CMP Oversight Committee. Oregon Commission and Minnesota Department of Commerce staff members have participated in CMP meetings recently, in addition to Colorado staff.

<sup>52</sup> See Exhibit BJJ-7 at JC000051- JC000053 (CMP meeting minutes for Feb. 16, 2011 citing Ms. Notarianni).

<sup>53</sup> The CMP calendar, meeting materials, and call-in information are available at <http://www.qwest.com/wholesale/cmp/teammeetings.html>

<sup>54</sup> Joint CLEC Letter Complaint, CO Dkt. No. 11F-436T (May 25, 2011), p. 4.

1 CenturyLink attorneys regarding the February 20, 2011 email and list of questions  
2 from Integra's President to Qwest and CenturyLink, indicating that Integra also  
3 anticipated a response from legal and requested a status update as to when legal  
4 would respond. Exhibit BJJ-23 also contains an email that Integra sent separately  
5 to CenturyLink's attorney in which Integra enclosed the questions provided by  
6 Integra's President, while recognizing that the attorney may have received them  
7 directly from Bill Cheek of CenturyLink.

8 **Q. ARE YOU FAMILIAR WITH THE EMAIL QWEST'S ATTORNEY SENT**  
9 **INTEGRA IN EXHIBIT BJJ-24?**

10 A. Yes. Exhibit BJJ-24 is Qwest attorney's one-paragraph March 1, 2011 email  
11 (copied to CenturyLink attorneys who did not respond to, for example, disagree)  
12 in which Qwest said the email was Qwest's response to Integra's February 9,  
13 2011 and February 16, 2011 emails. Qwest said Integra had asked many of the  
14 same non-legal questions as in communications with the business executives, and  
15 Qwest's Vice President for Operations for Qwest Wholesale Markets will respond  
16 to those questions. Qwest's attorney said she understood that the retirement of  
17 CEMR and MEDIACC has been deferred by 450 days, or until all CLEC users  
18 have transferred to MTG, the new system. She said regarding paragraph 12 of the  
19 Integra merger settlement agreement, "those provisions have not been triggered."

20 **Q. PLEASE DESCRIBE EXHIBIT BJJ-25, WHICH IS THE INTEGRA**  
21 **RESPONSE TO QWEST'S MARCH 1, 2011 EMAIL.**



1 A. Exhibit BJJ-25 is a March 8, 2011 Integra email to Qwest attorneys and  
2 CenturyLink attorneys responding to Qwest's March 1, 2011 email. Integra  
3 indicated that, unlike Qwest, Integra had provided specific provisions in the  
4 merger agreement to substantiate its positions. Integra enclosed its February 20,  
5 2011 questions again and indicated the questions are ongoing and that Qwest  
6 owes information from both the business and legal side. Integra said: "With  
7 Qwest CMP personnel directing CLECs to Legal, and Qwest Legal claiming the  
8 issues are 'non-legal,' it appears to be a classic runaround. We need prompt  
9 answers to all of the questions on the list, regardless of which department at  
10 Qwest responds." Integra requested confirmation of the status of the CRs and  
11 asked Qwest to explain its reference to 450 days, for which no explanation or  
12 documentation had been provided. Integra pointed out that, in any event, 450  
13 days is less than two years, and indicated the steps in the merger agreement also  
14 need to be followed. Integra said: "Qwest had suggested that there is some  
15 urgency about replacing CEMR/MEDIACC, but its delay in providing  
16 information sends a different message. If there is any urgency in Qwest's desire  
17 to proceed with its proposed changes, then Qwest should prioritize providing the  
18 requested information and working with CLECs to provide a solution that works  
19 for all parties."

1 | **Q. PLEASE DESCRIBE EXHIBIT BJJ-26 CONTAINING QWEST'S CMP**  
2 | **RESPONSE TO THE CLEC COMMENTS THAT WERE DUE**  
3 | **FEBRUARY 2, 2011.**

4 | A. Qwest notified CLECs that it was delaying providing its response, which was due  
5 | on February 9, 2011, until February 17, but did not, in fact, provide that response  
6 | until March 10. Exhibit BJJ-26 is Qwest's announcement that it is providing its  
7 | response to CLEC comments that were due on February 9, 2011. The  
8 | announcement included an effective date of September 19, 2011 for Qwest's  
9 | replacement repair OSS. Attached to the announcement is a document including  
10 | Qwest responses to PAETEC's February 1, 2011 questions and Integra's February  
11 | 2 and February 20, 2011 questions. The latter responses were in the form of a  
12 | matrix.

13 | In its response, Qwest said, for example, that although Qwest was adjusting the  
14 | CEMR/MEDIACC retirement dates, "Qwest reserves the right under CMP  
15 | requirements to request an earlier retirement of any application in the event all  
16 | users have migrated off the old application." Although Qwest indicated it is still  
17 | moving forward with the September 19, 2011 effective date, Qwest said detailed  
18 | functional and technical information is still not available at this time. Qwest  
19 | committed to provide draft technical specifications by May 20, 2011 (though it  
20 | did not do so and later adjusted the date, see below). Qwest again referred  
21 | matters associated with the merger agreements, including timing of when required

1 steps would be taken, to Qwest or CenturyLink legal. Although Qwest had  
2 committed earlier to provide vendor information supporting its claim of problems  
3 with the existing systems, Qwest did not provide the information and indicated  
4 that it was still gathering it (though Qwest did not extend the effective date  
5 accordingly to allow time for CLEC review). Qwest referred to the age of the  
6 repair systems but did not discuss that other Qwest systems are of a similar age.  
7 Once again, Qwest did not respond to the question about Embarq's repair system  
8 and the CenturyLink billing integration and referred it to CenturyLink (though  
9 Integra had previously asked CenturyLink legal and executive but not obtained a  
10 response).

11 **Q. PLEASE DESCRIBE EXHIBIT BJJ-27 CONTAINING INTEGRAS**  
12 **EMAIL TO QWEST AND CENTURYLINK ATTORNEYS.**

13 A. Exhibit BJJ-27 is a March 14, 2011 Integra email to Qwest legal and CenturyLink  
14 legal attaching Qwest's March 10, 2011 matrix response. Integra indicated that  
15 Qwest continues to refer certain issues to Qwest legal and CenturyLink legal, and  
16 Integra asked legal to respond to these issues shortly. Integra indicated that  
17 Qwest did not provide the vendor information it had committed to provide and, if  
18 "Qwest had in fact relied on that vendor information for its position, Qwest would  
19 have been able to provide it by now."

1 **Q. PLEASE DESCRIBE EXHIBIT BJJ-28 CONTAINING QWEST'S MARCH**  
2 **14, 2011 NOTIFICATION REGARDING THE QWEST-CENTURYLINK**  
3 **MERGER.**

4 A. Exhibit BJJ-28 is a March 14, 2011 Qwest announcement to CLECs informing  
5 them that Qwest plans to merge with CenturyLink. It identified an effective date  
6 of April 1, 2011.

7 **Q. PLEASE DESCRIBE THE CMP MEETING MATERIALS IN EXHIBIT**  
8 **BJJ-29, WHICH INCLUDES VENDOR INFORMATION QWEST**  
9 **COMMITTED TO PROVIDED REGARDING ITS CLAIMS THAT**  
10 **MEDIACC AND CEMR ARE AT END OF LIFE AND UNSUPPORTED.<sup>55</sup>**

11 A. Exhibit BJJ-29 contains meeting materials which Qwest provided for discussion  
12 at the March 16, 2011 monthly CMP meeting. It includes a timeline (ending  
13 December 12, 2011), a two-page Qwest matrix summarizing  
14 "vendor/manufacture support information, and excerpts from vendor  
15 documentation. Regarding Qwest's timeline, in which Qwest changed the  
16 implementation date from September 19, 2011 to December 12, 2011, Qwest did  
17 so to meet its own needs. Qwest omitted discussion of this issue from the Qwest-

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<sup>55</sup> See, for example, Exhibit BJJ-7 and BJJ-8, Jan. 19, 2011 CMP meeting minutes.

1 prepared meeting minutes for the March monthly CMP meeting minutes, over  
2 CLEC objection.<sup>56</sup>

3 Although in its March 10, 2011 matrix Qwest had said that “Qwest will ensure  
4 that a QPortal expert is available to respond to CLEC questions at the next CMP  
5 meeting,” a QPortal expert did not participate in the March CMP meeting. At that  
6 meeting, Qwest confirmed that QPortal is just the platform to “hang” the new  
7 MTG application “off of.”<sup>57</sup>

8 **Q. PLEASE DESCRIBE THE EMAIL AND ATTACHMENT IN EXHIBIT**  
9 **BJJ-30.**

10 A. Exhibit BJJ-30 is a March 18, 2011 Integra email to Qwest CMP and Qwest  
11 service management enclosing a matrix with Integra’s point-by-point reply to  
12 Qwest’s March 10, 2011 matrix. In the cover email, Integra asked Qwest to post  
13 Integra’s matrix to Qwest’s website to be available to other carriers as part of the  
14 CR Detail for Qwest’s CR.<sup>58</sup>

15 **Q. PLEASE DESCRIBE THE EMAIL EXCHANGE IN EXHIBIT BJJ-31.**

16 A. Exhibit BJJ-31 contains an Integra and Qwest/CenturyLink email exchange that  
17 took place between March 18, 2011 and March 21, 2011.

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<sup>56</sup> See Exhibit BJJ-2, Repair OSS Chronology, at Row Nos. 39 and 44.

<sup>57</sup> See Exhibit BJJ-7 at JC000050 (3/16/11 entry, as finalized 3/25/11, emphasis omitted).

<sup>58</sup> Qwest said it could not post the matrix to the CR and chose to post responses to the January 20, 2011 entry on the online CMP calendar. Because the matrix was provided in March but is posted to a location from January, this creates unnecessary confusion and difficult in locating information.

1 On March 18, 2011 Integra provided Qwest legal and CenturyLink legal with the  
2 same March 18, 2011 reply matrix as provided to Qwest CMP and Qwest service  
3 management. Integra asked again for legal to respond to the questions deferred  
4 by Qwest in CMP to their legal departments.

5 On March 21, 2011, Qwest's attorney (copied to additional Qwest attorney and  
6 CenturyLink attorneys, none of which responded to, for example, indicate they  
7 disagree) sent an email to Integra. Qwest said it was responding to Integra's  
8 March 8 and March 14, 2011 emails to Qwest. Qwest asserts: "MTG is an OSS  
9 of 'legacy Qwest.'" Qwest also asserts that the new system "is not related to the  
10 merger." Qwest indicated that it would not withdraw either of its pending change  
11 requests regarding repair OSS. Qwest reiterated its position that, even though it  
12 was moving forward during the moratorium period, the procedures in condition  
13 12 do not apply until after the moratorium period. Qwest quoted provisions of the  
14 merger settlement agreement relating to wholesale service quality in support of  
15 "Qwest's position regarding Qwest's ability to replace, repair and manage its OSS  
16 to provide satisfactory service."

17 Integra responded the same day (March 21, 2011) by email to Qwest attorneys  
18 and CenturyLink attorneys. Integra said it disagreed with Qwest and said to  
19 CenturyLink: "If CenturyLink has a different position from that expressed to date  
20 by Qwest, please let us know. Otherwise, we must assume that CenturyLink's  
21 position is the same as expressed below by Qwest, having heard nothing to the

1 contrary.” (CenturyLink did not express a different position.) Integra enclosed a  
2 matrix showing excerpts from the FCC, AZ, CO, MN, OR, UT, and WA merger  
3 conditions, as well as a copy of Integra’s March 18, 2011 email to them (with  
4 Integra’s March 18, 2011 matrix). Integra replied to each of Qwest’s points and  
5 said: “It appears from your email that litigation to enforce the settlement  
6 agreements and related Commission orders may be required. Qwest and  
7 CenturyLink remain on notice that potential litigation is pending, and the  
8 companies should ensure that all documents that relate to this matter, or may lead  
9 to the discovery of admissible evidence, are retained.”

10 **Q. PLEASE DESCRIBE THE EMAIL EXCHANGE BETWEEN INTEGRA**  
11 **AND QWEST AND CENTURYLINK THAT TOOK PLACE ON MARCH**  
12 **28 AND MARCH 29, 2011 IN EXHIBIT BJJ-32.**

13 A. On March 28, 2011, Integra’s attorney sent an email (with above-referenced email  
14 exchange and minutes enclosed) to attorneys for Qwest and CenturyLink  
15 regarding the problem with the deficient CMP minutes which were detailed in  
16 other respects but notably omitted discussion of the repair OSS.<sup>59</sup> Integra said  
17 that, only a few dates after Integra’s 3/21/11 email regarding retention of  
18 documents, “Qwest provided the meeting minutes that it prepared for the monthly  
19 CMP meeting held by telephone on March 16<sup>th</sup>. Notably absent from those  
20 minutes is the vast majority of the CMP discussion of CEMR/MEDIACC/MTG,

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<sup>59</sup> See Exhibit BJJ-7 and BJJ-8 (3/25/11 Revisions made by Integra in CAPS).

1       though Qwest acknowledged in the minutes that this discussion was  
2       ‘considerable.’ The omission of minutes provided to CLECs on this issue  
3       increases the importance of Qwest retaining all documents, including any  
4       contemporaneous or nearly contemporaneous record of CMP communications.  
5       Also, please ensure that any documentation relating to whether and at what level  
6       of detail to provide minutes to CLECs, and which individuals at Qwest and/or  
7       CenturyLink participated in such decisions or communications, is retained.”

8       On March 29, 2011, CenturyLink’s attorney responded to Integra’s email  
9       regarding the CMP minutes indicating that CenturyLink will get back with Integra  
10      after the merger closes. More generally, CenturyLink’s attorney requested a  
11      meeting with Integra in Minnesota in April or early May “to discuss a variety of  
12      topics.”

13      On that same day, Integra responded to CenturyLink’s attorney and  
14      Mr. Hunsucker, and Qwest attorneys and representative, that Integra is happy to  
15      participate in a meeting. Integra said:

16               We need to be clear, however, that any such meetings do not replace full  
17               discussion and exchange of information in CMP. These issues affect other  
18               carriers in addition to Integra. There are a variety of issues/topics that may  
19               be going through CMP as the merger closes and settlement agreement and  
20               merger order terms are implemented, and CMP needs to be a vital, very  
21               real avenue for discussion and implementation. Part of the problem is that  
22               Qwest has not been taking a collaborative approach in CMP. If  
23               information is more forthcoming through that venue, then less outside  
24               discussion would be needed.



1 | **Q. PLEASE DESCRIBE THE QWEST APRIL 1, 2011 NOTIFICATION IN**  
2 | **EXHIBIT BJJ-33.**

3 | A. Exhibit BJJ-33 is an April 1, 2011, notification which said Qwest and  
4 | CenturyLink closed the transaction (the “Closing Date” or “Merger Closing  
5 | Date”). The notice states that “CenturyLink and Qwest have merged to become  
6 | the third largest telecommunications company in the United States.”

7 | **Q. PLEASE DESCRIBE EXHIBIT BJJ-34, WHICH IS AN APRIL 1, 2011**  
8 | **EMAIL THAT INTEGRA’S PRESIDENT SENT TO EXECUTIVES AT**  
9 | **THE MERGED COMPANY.**

10 | A. On April 1, 2011, Integra’s President sent an email to Merged Company  
11 | executives (legacy Qwest and legacy CenturyLink) congratulating them on the  
12 | merger close. Regarding repair OSS, he said Integra needs answers to Integra’s  
13 | questions, which are laid out in Integra’s March 18, 2011 matrix (and he enclosed  
14 | a copy). Integra’s President said:

15 | A key answer that we need early on is how the Company, now that the  
16 | deal has closed, plans to proceed with respect to this issue. Until now,  
17 | although Qwest has suggested there are extenuating circumstances with  
18 | respect to CEMR/MEDIACC, I believe that Qwest has not recognized this  
19 | as a unique situation. Without distinguishing this situation from others,  
20 | however, a precedent could be set that would be a real problem for us as  
21 | well as other CLECs and regulatory authorities. If the Company intends  
22 | to continue down the path of replacing CEMR/MEDIACC with a new  
23 | system, the Company needs to sync up those plans with the terms of the  
24 | merger settlement agreements and orders. If CenturyLink is going to ask  
25 | CLECs to agree to waive the time period for a moratorium on OSS  
26 | changes, then the Company needs to agree to implement the steps in the  
27 | settlement agreement (paragraph 12 of the Integra agreement) for making  
28 | changes to implement a new system. If CenturyLink proposes something  
29 | along those lines, the CLECs may consider a waiver, but at this time we

1 do not yet have sufficient information to evaluate the request. We will  
2 continue to evaluate information as your Company continues to provide  
3 it. As other CLECs will also be impacted by any changes, we anticipate  
4 their involvement as well.  
5  
6

7 **Q. PLEASE DESCRIBE EXHIBIT BJJ-35, WHICH CONTAINS AN EMAIL**  
8 **EXCHANGE BETWEEN INTEGRA AND THE MERGED COMPANY.**

9 A. Exhibit BJJ-35 is an email exchange that took place between April 19 and April  
10 22, 2011. The emails were exchanged between Integra's attorney and the Merged  
11 Company's attorneys.

12 On April 19, 2011 Integra emailed the Merged Company attorneys and  
13 representatives. Integra said it had been a month since Integra provided the  
14 March 18, 2011 matrix (which it enclosed) and asked if the company could  
15 provide at least some of the answers, especially those that Qwest had deferred to  
16 CenturyLink (*e.g.*, about repair systems used by CenturyLink and Embarq) which  
17 CenturyLink should readily be able to answer. Integra indicated time is of the  
18 essence. The Merged Company did not respond. Integra sent a follow up email  
19 on April 20, 2011 reiterating its request, and Integra forwarded its request to CMP  
20 as well. On April 20, 2011, the Merged Company indicated that it would provide  
21 some of the answers shortly after a call the next day.

22 On April 21, 2011 the Merged Company sent an email to Integra indicating that  
23 they met internally and are still gathering information responsive to Integra's  
24 requests. The Merged Company attorney said they would respond to the

1 questions directed to legal by May 2, 2011 and would share those responses with  
2 Qwest CMP. CenturyLink also discussed an upcoming in-person May 4, 2011  
3 meeting with Integra in Minnesota.

4 On April 22, 2011 Integra responded to Merged Company's April 21, 2011 email.  
5 Integra said: "If the legal response is anything other than a commitment to  
6 change the status of Qwest's CR and change direction, CLECs will be in a real  
7 time crunch, given that Qwest is actively proceeding with its CR."

8 **Q. PLEASE DESCRIBE THE MAY 2, 2011 CENTURYLINK EMAIL TO**  
9 **INTEGRA AND INTEGRA'S MAY 3, 2011 RESPONSE CONTAINED IN**  
10 **EXHIBIT BJJ-36.**

11 A. CenturyLink's May 2, 2011 email to Integra in Exhibit BJJ-36 relates to a change  
12 in status (pending withdrawal) of a deferred Change Request (SCR121608-01<sup>60</sup>)  
13 (Retirement of MEDIACC); it does not relate to change in status of pending CR  
14 #SCR121608-02 (Introduction of MTG).<sup>61</sup> Integra had asked that both change  
15 requests be withdrawn, but both were not withdrawn. At the time this email  
16 exchange took place, the pending CR (which was not withdrawn) continued to  
17 refer in the Description of Change to introduction of MTG, a "new application"  
18 that will "replace CEMR." The pending CR continues to have a December 12,  
19 2011 MTG deployment date. In the May 2, 2011 email, the Merged Company  
20 said (with emphasis added) that it needs "to implement *a replacement system* for

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<sup>60</sup> See Exhibit BJJ-8.

<sup>61</sup> See Exhibit BJJ-7.

1 CEMR and MEDIACC *for operations of Qwest Corporation* and intends to move  
2 forward with installation and implementation of the MTG system at the same time  
3 it continues to use CEMR and MEDIACC.” Although the Merged Company said  
4 that it “will agree” to follow either the settlement agreement terms or other agreed  
5 upon processes, it did not change its timeline (scheduled deployment of MTG on  
6 December 12, 2011) to accommodate the settlement terms and timeframes. The  
7 Merged Company said (with emphasis added):

8 *“CenturyLink continues to have concerns that a catastrophic failure*  
9 *could result with MEDIACC and CEMR”;*

10 It is “CenturyLink's expectation that CLECs remaining on MEDIACC and  
11 CEMR would *agree to PAP relief if another system is available.*”;

12 “CenturyLink continues to evaluate MTG as a potential *replacement*  
13 *solution* for systems currently used by *all CenturyLink affiliates.*”

14 Integra responded to the Merged Company’s May 2, 2011 email on May 3, 2011.

15 Integra said that, although certain timing may have changed, the Merged  
16 Company continues to plan to retire CEMR and MEDIACC at some point and  
17 replace them with a successor system, MTG. Integra indicated that it still needs  
18 answers to its earlier questions, including those previously directed by Qwest to  
19 CenturyLink. Integra stated its understanding of the Merged Company’s position  
20 and asked the Merged Company to indicate if the understanding was incorrect.  
21 (The Merged Company did not indicate it was incorrect.) Integra said the merger  
22 agreements do not allow Qwest to implement first and follow the conditions after,  
23 and that the language of the merger settlement agreement anticipates that system

1 replacement will occur in conjunction with introduction of the new system.  
2 Integra addressed the Merged Company's claim of a potential catastrophic failure  
3 and asked the company to bring the issue to regulators if it is a valid concern  
4 (which the Merged Company did not do). Integra expressed concern that the  
5 company had not approached regulators if there was a problem, that the company  
6 was attempting to shift risk to CLECs, and about the fact that the Merged  
7 Company would seek relief from performance assurance plans (PAPs) so soon  
8 after agreeing to abide by the PAPs for at least a defined time period, stating:

9           Regarding CR SCR121608-01, Retirement of MEDIACC, you state that  
10 CenturyLink continues to have concerns "that a catastrophic failure could  
11 result with MEDIACC and CEMR." To date, CenturyLink has not  
12 provided data that adequately verifies this is a realistic concern. If  
13 CenturyLink nonetheless has that concern, please explain why the Merged  
14 Company has not already gone to the regulators to establish this fact and  
15 seek relief regarding the merger commitments to address this unique  
16 situation. Doing so would give CLECs and regulators a forum to respond  
17 and address a solution that meets everyone's needs. CLECs did not accept  
18 the risk of a catastrophic failure when they signed a merger agreement that  
19 promises them not less than the service quality provided by Qwest  
20 previously. We do not accept it now. The Merged Company has made  
21 *both* OSS commitments and commitments to maintain service quality  
22 levels, and if either is in jeopardy in the Merged Company's view, then it  
23 has an obligation to tell the regulators that, as previously indicated.  
24 Moreover, if the Merged Company does believe that there may be a  
25 catastrophic failure, then that is all the more reason to propose a waiver of  
26 the moratorium time period combined with completion of all required  
27 merger steps earlier, so that the old systems can be replaced with a new  
28 system with no less functionality and quality of service without undue  
29 delay, while all carriers are fully protected in the transition as anticipated  
30 by those merger procedures.

31  
32           Following on your stated concern regarding a catastrophic failure, you  
33 indicate that "it is CenturyLink's expectation that CLECs remaining on  
34 MEDIACC and CEMR would agree to PAP relief if another system is

1 available. “ We do not agree. It is not as though the claimed concern  
2 about CEMR/MEDIACC is a new concern that arose suddenly after the  
3 agreements were negotiated. Qwest says it has been reviewing this issue  
4 since 2008 [Matrix, Row 2(1)] and thus Qwest was fully aware of it when  
5 negotiating and executing the merger agreement. Nonetheless, the  
6 Merged Company did not obtain this proposed term in the settlement  
7 agreement (an agreement that does not allow the Merged Company to use  
8 “another system” during the moratorium period). The fact that  
9 CenturyLink would seek relief from performance assurance plans so soon  
10 after agreeing to abide by the PID/PAP plans for at least a defined time  
11 period causes additional concern. This is particularly true when combined  
12 with the Merged Company’s intent to proceed with implementing and  
13 using a new system. Providing PAP relief would eliminate any remaining  
14 incentive to fully maintain and meet the company’s obligations to provide  
15 at least the level of support and service as before for both CEMR and  
16 MEDIACC during the moratorium period and until sufficient acceptance  
17 by CLECs of a replacement. Although CenturyLink states that it will run  
18 both the new and old systems simultaneously, this does not appear to be a  
19 commitment to run them both fully to the required support and service  
20 levels for the requisite time period. Rather, the PAP relief proposal seems  
21 to suggest that those CLECs which exercise their right under the merger  
22 settlement agreement to continue using CEMR and MEDIACC are doing  
23 so at their own risk and, if harm results, there is no relief, not even PAP  
24 relief, for them. Clearly, that is not the bargain CLECs made – and the  
25 commissions approved – in the merger dockets.  
26

27 **Q. PLEASE DESCRIBE EXHIBIT BJJ-37, WHICH CONTAINS AN**  
28 **INTEGRA AND MERGED COMPANY MAY 12, 2011 EMAIL**  
29 **EXCHANGE AND AN INTEGRA MAY 17, 2011 FOLLOW-UP EMAIL**  
30 **AFTER INTEGRA RECEIVED NO RESPONSE FROM THE MERGED**  
31 **COMPANY.**

32 **A.** Exhibit BJJ-37 contains emails exchanged between the Merged Company and  
33 Integra. Integra indicated that the Merged Company said that it would have a  
34 response that week regarding items discussed at a Merged Company/Integra

1 meeting in Minnesota. The attendees at that meeting were: Michael Hunsucker,  
2 Jack Burge, attorney Linda Gardner, Carolyn Hammack, and attorney Jeff  
3 Nodlund from the Merged Company and Karen Clauson (VP and attorney), Doug  
4 Denney, Kim Isaacs, attorney Ellen Gavin and myself from Integra. At that  
5 meeting, regarding MEDIACC/CEMR/MTG, the Merged Company said that all  
6 of its entities will use MTG going forward (in response to Integra's question as to  
7 whether CLECs would need to change systems only to change systems again  
8 later). Mr. Hunsucker indicated that they still needed approval from Bill Cheek<sup>62</sup>  
9 before they could confirm that the company would follow steps in the merger  
10 conditions. They said that Qwest Corporation uses MEDIACC for itself, with a  
11 significant percentage of Qwest repair tickets being in MEDIACC.<sup>63</sup>

12 Mr. Hunsucker of CenturyLink responded that he would be meeting with Bill  
13 Cheek the next morning and would provide an update after that meeting.

14 Not having heard back from the Merged Company after its meeting with  
15 Mr. Cheek, on May 17, 2011, Integra inquired about the status. Integra said: "As  
16 indicated in my earlier email, we will not wait indefinitely, and there is going to  
17 come a point (not far away) when we cannot wait any longer. What is  
18 CenturyLink's response?"

19

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<sup>62</sup> Mr. Cheek executed the Integra Settlement Agreement (p. 14) and the **tw telecom** Agreement (p. 4).

<sup>63</sup> See also Exhibit BJJ-8, June 15, 2011 CMP meeting minutes, stating: "Tracy said legacy Qwest uses MEDIACC today and will have an opportunity to move to MTG."

1 | **Q. PLEASE DESCRIBE THE EMAIL IN EXHIBIT BJJ-38 THAT**  
2 | **INTEGRA'S PRESIDENT SENT TO WILLIAM CHEEK, PRESIDENT,**  
3 | **WHOLESALE OPERATIONS, CENTURYLINK.**

4 | A. On May 18, 2011 Integra's President sent an email to William Cheek, President,  
5 | Wholesale Operations, CenturyLink, indicating that he understood Mr. Cheek met  
6 | with his team last week about CEMR/MEDIACC/MTG issues. Integra's  
7 | President said that Integra has been raising these issues for months as a priority  
8 | matter and indicated that Integra is still waiting for a response, which Integra  
9 | needs this week. Mr. Cheek did not respond.

10 | **Q. PLEASE DESCRIBE THE EMAIL EXCHANGE IN EXHIBIT BJJ-39.**

11 | A. Exhibit BJJ-39 contains an Integra-Merged Company email exchange that took  
12 | place between May 19, 2011 and May 23, 2011.

13 | On May 19, 2011, Integra sent an email to the Merged Company. Integra said its  
14 | concerns have been heightened by the Merged Company's statement in CMP the  
15 | day before that the company still intends a December 2011 implementation date  
16 | for MTG and that it intends to have a new repair system in December. Integra  
17 | said that, even assuming CLECs and the regulators all agree to a waiver of the  
18 | two-year (modified to 30 month) moratorium time period (which is a first step  
19 | that the Company still has not initiated with regulators), it is not possible to  
20 | follow the remainder of the merger condition steps by December. Integra said  
21 | concerns with the Merged Company's approach to date are not addressed by the



1 Company facially following the steps in the merger Orders and conditions, though  
2 in reality doing so will not in any way impact the Merged Company's previous  
3 plan and schedule. Per FCC merger commitment (paragraph IV(A)(2)), Qwest is  
4 supposed to file its "proposed transition plan" with the regulators, not submit a  
5 fait accompli.

6 Integra quoted FCC merger commitment (paragraph IV(A)(2)), which states: "If  
7 CenturyLink plans to replace Qwest OSS or integrate it with any other OSS, then  
8 at least 180 days before replacement or integration of any of the Qwest OSS,  
9 CenturyLink will notify the FCC, affected states, and affected wholesale  
10 customers, file its proposed transition plan with the Commission." At the May 4  
11 meeting, the company confirmed that Qwest itself uses MEDIACC and that the  
12 Merged Company has decided that it will universally use the new repair system  
13 (MTG). So, the Merged Company will be integrating systems, regardless of  
14 whether some or all CLECs do not move to MTG early. Integra also said while  
15 the Merged Company appears to argue (with respect to its PAP request) that  
16 CLECs are choosing this consequence, it is not Integra's choice that the Merged  
17 Company would act contrary to the merger Orders and conditions. Integra said it  
18 is not accepting that risk; the replacement, integration, and sufficient acceptance  
19 of the replacement system go hand-in-hand; and the Merged Company's apparent  
20 effort to divorce them is inconsistent with the agreements. Integra also said that,  
21 in CMP, the Company said it would respond to Integra's March 18, 2011 Matrix,

1 with CMP responding to some portions and Legal to others, but did not provide a  
2 date by which it would do so. Integra said it is hoping that, when Legal finally  
3 responds, that will change and a more collaborative approach will be used.

4 The Merged Company responded to Integra's May 19, 2011 email the same day.  
5 Mr. Hunsucker said, as communicated in CMP on May 18, 2011, CenturyLink  
6 will be moving the retirement of CEMR/MEDIACC to a withdrawn status. He  
7 said: "we are still awaiting final approval from the executive committee on the  
8 replacement system, MTG. Review and approval of MTG is currently scheduled  
9 for June 6<sup>th</sup>." Although during the May 4 meeting with Integra Mr. Hunsucker had  
10 indicated that the decision regarding Merged Company use of MTG had been  
11 made and the item being reviewed by management was whether and how to  
12 comply with the merger agreement procedures,<sup>64</sup> by May 19, 2011,  
13 Mr. Hunsucker was indicating that the decision being considered was review and  
14 approval of MTG.

15 Integra responded to Merged Company's May 19, 2011 email on May 23, 2011.  
16 Integra said that the Merged Company's plan to proceed with its plans means that,  
17 despite a change in status of one of the two CMP change requests, Integra's  
18 concerns remain unaddressed. Integra indicated that it had been articulating its

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<sup>64</sup> Consistent with Mr. Hunsucker's May 4<sup>th</sup> statement, Qwest's representative in CMP, on May 18, 2011, said that she was waiting for management review/approval regarding use of the merger procedures. See Exhibit BJJ-7, at JC000045 (5/18/11 CMP meeting minutes) (Qwest "then said there were some CLEC requests to look at the *technical timeline as it relates to merger agreements* and hoped to have a revised timeline by the next CMP meeting *once she had management review/approval.*") (emphasis added).

1 concerns since the first comment opportunity after the company's action in  
2 November 2010, but the company's ongoing actions based on its timeline, which  
3 is inconsistent with the merger agreements and orders, heighten Integra's  
4 concerns.

5 **Q. PLEASE DESCRIBE EXHIBIT BJJ-40, WHICH CONTAINS THE**  
6 **MERGED COMPANY ANNOUNCEMENT THAT IT IS PROVIDING**  
7 **ADDITIONAL RESPONSES TO THE CLECS' COMMENTS.**

8 A. On May 20, 2011 the Merged Company sent an announcement of a follow-up  
9 response to CLEC comments. In the announcement, the Merged Company again  
10 published a timeline ending on December 12, 2011. The Merged Company added  
11 a column to Integra's March 18, 2011 matrix entitled "Qwest 05/20/11." Qwest  
12 provided some responses in that column.<sup>65</sup>

13 On May 23, 2011, Integra sent an email to CMP in which Integra expressed  
14 concern about Qwest deleting large portions of the matrix, as this is how the  
15 companies have been exchanging information. Integra asked the company to  
16 include the entire matrix when providing responses to the matrix. Integra said an  
17 initial review indicates that the information provided to a portion of the matrix is  
18 relatively limited. Integra indicated that, since the monthly CMP meeting, Integra  
19 reiterated its requests and objections to the timeline and inconsistencies with the

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<sup>65</sup> Although Qwest did not respond until May 20, 2011, Qwest chose to post its responses to the January 20, 2011 entry on the online CMP calendar.

1 merger agreements and orders to the company's legal personnel and executives  
2 and awaits a response to CLECs.

3 **Q. PLEASE DESCRIBE THE EMAIL INTEGRA SENT CMP IN EXHIBIT**  
4 **BJJ-41.**

5 A. On May 23, 2011, Integra responded to the Merged Company's May 19, 2011  
6 email. Integra said that the Merged Company's plan to proceed with its plans  
7 means that, despite a change in status of one of the two CMP change requests,  
8 Integra's concerns remain unaddressed. Integra indicated that it had been  
9 articulating its concerns since the first comment opportunity after the company's  
10 action in November 2010, but the company's ongoing actions based on its  
11 timeline, which is inconsistent with the merger agreements and orders, heighten  
12 Integra's concerns.

13 **Q. PLEASE DESCRIBE EXHIBIT BJJ-42.**

14 A. Exhibit BJJ-42 includes Attachments A & B to the May 25, 2011 Integra,  
15 PAETEC, and **tw telecom** joint request for review of Qwest/CenturyLink  
16 compliance with the Colorado Commission's Order from Docket No. 10A-350T.  
17 and included Attachments A (excerpts from merger conditions) and B (timeline  
18 ending 12/20/11).<sup>66</sup>

19 **Q. PLEASE DESCRIBE EXHIBIT BJJ-43, WHICH IS INTEGRA'S MAY 26,**  
20 **2011 TO CMP.**

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<sup>66</sup> See Colorado PUC website, <http://www.dora.state.co.us/puc/>, Docket No.11F-436T.

1 A. Exhibit BJJ-43 is a May 26, 2011 email Integra sent to CMP. Integra said that the  
2 Merged Company committed to provide additional information to CLECs by the  
3 end of the previous day but had not and was inquiring about the status. Integra  
4 also said that, before the merger, Qwest had directed certain questions to  
5 CenturyLink and now that the merger is completed Integra anticipated  
6 CenturyLink would respond in CMP. Integra again provided the example of  
7 Embarq's repair system WebRSS and whether Embarq's customers can use the  
8 system after the billing migration. Integra also asked several questions about the  
9 vendor information Qwest provided related to its claim that MEDIACC/CEMR is  
10 somehow unstable.

11 **Q. PLEASE DESCRIBE THE EMAIL EXCHANGE BETWEEN THE**  
12 **MERGED COMPANY AND INTEGRA IN EXHIBIT BJJ-44.**

13 A. On May 27, 2011 the Merged Company sent an email to CMP participants. The  
14 Merged Company said (with emphasis added): “

15 Based upon feedback from the CLEC community as this project has been  
16 discussed, the CenturyLink technical team has been working behind the  
17 scenes to test various options that would further minimize the impact of  
18 this project on customers. As a result, the CEMR online interface was  
19 recently upgraded to a **stable** hardware and software platform that  
20 integrates well with current MEDIACC application, and will allow it to  
21 interface seamlessly **to an MTG** B2B application. Normally,  
22 CenturyLink would not disclose hardware upgrades that do not affect  
23 CLECs operationally, but in this situation and with this specific set of  
24 issues, CenturyLink is trying to communicate with the CLEC community  
25 in an open manner. CenturyLink will continue to work to make open  
26 communication a priority in the future.

1 On June 1, 2011 Integra responded to the May 27, 2011 CMP email. Integra said  
2 that the email raised more questions than it answered. Integra said it remains  
3 concerned that Qwest is going ahead with its repair system project despite CLEC  
4 objections and despite the merger conditions and merger Orders; the reference to  
5 “further minimize[ing] the impact of this project on customers” heightens  
6 concerns; the statement suggests that it is sufficient to “minimize” the impact,  
7 suggesting some impact is ok and it is not ok; if the Company were complying  
8 with the merger conditions and Orders, there would be no project and no impact  
9 or potential impact to customers, retail or wholesale.

10 Integra also objected to Qwest making changes “behind the scenes” without  
11 advance notice and opportunity to comment for CLECs. Whereas CenturyLink  
12 may have had a policy of not disclosing hardware or other upgrades that it  
13 unilaterally determines do not affect CLECs operationally, Qwest Corporation  
14 and thus the Merged Company in legacy Qwest territory has an obligation to  
15 follow CMP and ICA procedures for changes, including back-end changes, that  
16 may affect customers, whether the changes ultimately operationally affect CLECs  
17 or not. Also, in this case, there is the added issue of whether the Company should  
18 be making the changes at all, given the merger conditions and Orders.

19  
20 Integra asked several questions about the changes the Merged Company made  
21 that now make the system “stable,” including, now that the only reason provided  
22 by the Company for replacing or integrating CEMR/MEDIACC (alleged

1 instability) has been addressed, is the Company going to withdraw its pending CR  
2 to implement MTG? If not, why not? Integra also told Qwest that some of the  
3 questions have been pending since February or March and asked Qwest to commit  
4 to a date by which it would respond.

5 **Q. PLEASE DESCRIBE EXHIBIT BJJ-45.**

6 A. On June 6, 2011, Integra, PAETEC, **tw telecom**, POPP, TDSM and Velocity  
7 jointly requested review of Qwest/CenturyLink compliance with the Minnesota  
8 Commission's Order from Docket No. P-421, et al./PA-10-456. A copy of that  
9 letter is included in June 6, 2011.<sup>67</sup> Attachments A (excerpts from merger  
10 conditions) and B (timeline ending 12/20/11) to the Minnesota letter were  
11 substantially the same as the attachments provided with the Letter Complaint in  
12 Colorado (see Exhibit BJJ-42).

13 **Q. PLEASE DESCRIBE THE INTEGRA EMAIL AND ATTACHMENT TO**  
14 **CMP IN EXHIBIT BJJ-46.**

15 A. On June 7, 2011, Integra sent an email to Qwest CMP attaching a list of examples  
16 of questions about functionality for discussion on the June 8, 2011 Qwest CMP ad  
17 hoc call. The questions centered around whether Qwest's new OSS would have  
18 the same functionality as the current OSS.

19 **Q. PLEASE DESCRIBE THE CMP MEETING MATERIALS IN EXHIBIT**  
20 **BJJ-47.**

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<sup>67</sup> See Minnesota PUC website, <http://www.puc.state.mn.us/puc/index.html>, Docket No. P-421, et al./PA-10-456

1 A. On June 8, 2011, a CMP Ad Hoc Meeting regarding MTG took place and Exhibit  
2 BJJ-47 contains CMP minutes<sup>68</sup> and materials<sup>69</sup> provided for the meeting. Qwest  
3 said the purpose of the call was to have the Merged Company technical team walk  
4 through the MTG summary documentation. Integra said that the information is  
5 high level and there has not been much time to review it. The Merged Company  
6 noted that several CLECs have had comments and objections and said there  
7 would be additional meetings for discussions. The Merged Company said that it  
8 was able to upgrade the CEMR platform to “stabilize” it so there was not a need  
9 to change out CEMR and that Qwest was going to introduce MTG. Qwest went  
10 on to say that, to comply with merger agreements, MEDIACC would remain  
11 available as long as required. Integra asked Qwest to respond to Integra’s  
12 questions regarding the change but the Merged Company said it did not have the  
13 personnel to discuss that subject on the call. The Merged Company read aloud  
14 from the written materials. The group determined that until the Merged Company  
15 had more detailed information to share with CLECs, additional meetings would  
16 not be useful. PAETEC reiterated that it needs more detailed information.

17 **Q. PLEASE DESCRIBE THE INTEGRA EMAIL THAT INCLUDED**  
18 **QUESTIONS TO CMP IN EXHIBIT BJJ-48.**

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<sup>68</sup> It was unclear, at the time of initial work on this testimony, when Qwest would update the CR Detail to include the minutes, so they are attached as Exhibit BJJ-47. Since then, Qwest has added them the June 8, 2011 minutes to the updated CR Detail, which is Exhibit BJJ-8.

<sup>69</sup> See <http://wholesalecalendar.qwestapps.com/detail/324/2011-06-08>.



1 A. On June 9, 2011, Integra sent an email to CMP stating that, on the June 8 Ad Hoc  
2 CMP call regarding repair OSS, Qwest announced that it was no longer going to  
3 include CEMR in its MTG plans and that Integra needs clarification of exactly  
4 what is/is not being withdrawn or changed. Integra listed eleven questions  
5 regarding the company's announcement. For example, Integra asked: "On the 6/8  
6 Ad Hoc CMP call regarding repair OSS, Qwest admitted that, although Qwest  
7 does not plan to proceed with its 'front-end' GUI replacement plan, Qwest's  
8 MTG proposed implementation would still affect the GUI (CEMR) in the  
9 'background' because 'obviously each goes through MEDIACC.' We need a  
10 better understanding of what changes are being made in the background and any  
11 potential impact of the proposed changes to CEMR users and their customers.  
12 Please explain more fully."

13 **Q. PLEASE DESCRIBE THE EMAIL EXCHANGE BETWEEN THE**  
14 **INTEGRA AND CMP IN EXHIBIT BJJ-49.**

15 A. Exhibit BJJ-49 is an email exchange between Integra and CMP that took place on  
16 June 14, 2011.

17 Integra sent an email to CMP stating that, on the June 8, 2011 CMP Ad Hoc call  
18 to discuss Qwest repair OSS, the company said that it would provide information  
19 regarding its repair OSS, including information relating to the merger conditions  
20 and a revised OSS timeline for the monthly CMP call, which was to take place the  
21 next day. Integra asked when Qwest will be providing the promised information,

1 including a revised timeline, and if so when. Integra said it would like to be able  
2 to prepare for the call.

3 The Merged Company responded on June 14, 2011 via a CMP email  
4 belatedly<sup>70</sup> attaching a revised timeline. The timeline continues unchanged with  
5 respect to implementing MTG by December 12, 2011. Additional columns were  
6 added for activities required by the merger agreements to be completed *before* the  
7 implementation and integration of new OSS, such as agreement on acceptance  
8 criteria and acceptance of the new interface (as further discussed by Mr. Denney),  
9 but scheduling those activities for completion *after* MTG implementation.

10 **Q. PLEASE DESCRIBE THE INTEGRA EMAIL TO THE MERGED**  
11 **COMPANY IN EXHIBIT BJJ-50.**

12 A. Exhibit BJJ-50 is an email Integra sent to the Merged Company operational, legal,  
13 and interconnection agreement personnel and CMP, enclosing the revised timeline  
14 provided by the company in CMP that same day. Integra said that it continued to  
15 object to the plan and said the revised timeline increases concerns about the  
16 companies' lack of regard for the merger commitments and orders. Integra  
17 summarized some of its objections and said: "If the Company nonetheless  
18 proceeds, the Company is, at a minimum, waiving any later claims that changes

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<sup>70</sup> Although not provided to CLECs until June 14<sup>th</sup> and then Qwest did so only after being reminded of the commitment to provide it, the revised timeline that is attached to Joint Applicant's Answer in CO Docket No. 11F-436T as Exhibit A bears a date in the lower corner of "6/10/11" and is accompanied by the name of Qwest CMP participant T. Strombotne.

1 cannot be made because it will be too expensive for the Company to make  
2 changes that CLECs should have reviewed the specs earlier, etc., in addition to  
3 being in violation of the agreement. Our objections, and our requests for answers  
4 to our previous questions, are ongoing.”

5 **Q. PLEASE DESCRIBE INTEGRRA AND PAETEC’S EMAILS TO CMP IN**  
6 **EXHIBIT BJJ-51.**

7 A. Exhibit BJJ-51 includes an email Integra sent to CMP stating that, although  
8 Integra had just received the revised timeline that day, so we had not had  
9 sufficient time to review, Integra put together a few preliminary questions and  
10 asked the company to address them on tomorrow’s monthly CMP call. Integra  
11 also attached a copy of the Joint CLEC Merger Agreement.

12 Exhibit BJJ-51 also includes an email PAETEC sent to CMP which states:

13 The information that Qwest has provided thus far regarding the  
14 replacement MTG is not sufficient for PAETEC to evaluate the impact on  
15 our OSS (back-office, processes and resources). Consequently, PAETEC  
16 is reserving responses, objections, concerns, approvals, etc., and, to the  
17 extent PAETEC participates, its participation does not indicate acceptance  
18 or agreement. Qwest/CenturyLink needs to comply with the merger  
19 conditions. Also, we need to 1) receive adequate and complete details of  
20 the proposed MTG specs, 2) be provided sufficient time to review the  
21 specs and identify the impacts on PAETEC’s OSS, and 3) be provided  
22 time to review the modified specs after Qwest has made any  
23 changes/modifications required necessary per our feedback and  
24 collaborative efforts. Even setting aside the merger condition issues, the  
25 revised timeline is too compressed. PAETEC has the same questions  
26 Integra has submitted (below). Please include PAETEC on the responses.

27 **Q. PLEASE DESCRIBE THE EXCERPTS FROM THE JUNE 2011 CMP**  
28 **SYSTEMS TEAM MEETING PACKAGE IN EXHIBIT BJJ-52.**

1 A. Qwest provides materials for use in monthly CMP meetings in what is referred to  
2 as a “Meeting Distribution Package.” Exhibit BJJ-52 includes excerpts from  
3 Systems CMP Team Meeting Distribution Package for the June 15, 2011 monthly  
4 CMP meeting, including excerpts from:

- 5 • Agenda and Attachment list and Announcement
- 6 • Attachment C, New CRs Initiated by Qwest
- 7 • Attachment J, All Outstanding Systems CMP Change Requests
- 8 • Attachment K, Deploying Change Requests
- 9 • Attachment L, Production Support Tickets
- 10 • Attachment M, IMA Release 31.0 Commitment

11 These materials show that, while there is (or, rather in light of recent events,  
12 should be) a freeze<sup>71</sup> on new implementation OSS activity per the Merged  
13 Company’s merger commitments, many other types of OSS changes, including  
14 repair OSS changes, are ongoing in CMP. These materials illustrate that there are  
15 differences in the types of OSS changes, and despite recent Merged Company  
16 attempts to blur those distinctions,<sup>72</sup> the differences are recognizable. In  
17 Attachment J, Qwest provides a “Summary of Outstanding System CMP Change  
18 Requests.” There are seventeen OSS changes on that list, sixteen of which that  
19 are proceeding in CMP.<sup>73</sup> These sixteen include OSS/system change activity to  
20 which CLECs did not object and which will be worked; systems CRs that are in  
21 process; two CEMR CRs implemented June 20, 2011; Qwest system trouble  
22 tickets that may require a systems change to correct; and system CRs that are

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<sup>71</sup> WA Hrg. Tr., Dkt. No. UT-100820, Vol. IV (Jan. 6, 2010), p. 407, lines 14-17 (Mr. Simshaw, CenturyLink).

<sup>72</sup> See WA Preliminary Injunction Response, Dkt. No. UT-111254 (Aug. 18, 2011), pp. 13.

<sup>73</sup> Exhibit BJJ-52 at JC000392.

1 going to be deployed in next IMA systems release. Only one of these changes,  
2 the last item (introduction to MTG), is the subject of objection based on the  
3 merger commitments. Exhibit BJJ-52 illustrates the different nature of the latter  
4 change as compared to the other sixteen OSS changes.

5 The Merged Company said recently that “fundamentally the development of  
6 MTG is no different than other systems updates implemented through CMP over  
7 the years.”<sup>74</sup> The Merged Company provides the example of the move, with  
8 CLEC acceptance, from OSS used for ordering and provisioning based on one  
9 technology (EDI) to another technology (XML) in 2006.<sup>75</sup> The Merged Company  
10 apparently selected this particular example because, for repair OSS, the Merged  
11 Company is currently taking steps, over CLEC objection, to move from one  
12 technology (CMIP) to another technology (XML) today. The Merged Company  
13 apparently means to suggest that, because the ordering OSS move to XML went  
14 through CMP without additional procedures or different timeframes, a repair OSS  
15 move to XML should do the same. Obviously, however, the additional merger  
16 steps that go beyond ordinary CMP procedures<sup>76</sup> that are present in the *2010 and*  
17 *2011* merger commitments were not a factor in *2006*.

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<sup>74</sup> WA Preliminary Injunction Response, Dkt. No. UT-111254 (Aug.18, 2011), p. 15.

<sup>75</sup> WA Preliminary Injunction Response, Dkt. No. UT-111254 (Aug. 18, 2011), p. 15.

<sup>76</sup> The Integra Settlement Agreement does require the Merged Company to use CMP procedures (see paragraph 12(b)), but that is only one of several procedures that the Merged Company must follow for the OSS changes described in that agreement (see paragraphs 12, 12(a), 12(c), and 12(d)), which are discussed further by Mr. Denney.

1 In support of its argument and example, the Merged Company cites to an affidavit  
2 of Renee Albersheim, a legacy Qwest now CenturyLink witness. Ms. Albersheim  
3 testified on behalf of legacy Qwest in the Qwest-Eschelon interconnection  
4 agreement arbitration proceedings in six states, in which I was also a witness.  
5 One of the issues in those ICA arbitration proceedings (Issue No. 12-87), involved  
6 “Controlled Production” testing and specifically moving from EDI to XML for  
7 ordering OSS in 2006 (*i.e.*, the same example used by the Merged Company in  
8 this matter<sup>77</sup>). Qwest has said in CMP that controlled production testing is  
9 required for MTG.<sup>78</sup>

10 Controlled production “consists of the controlled submission of actual CLEC  
11 production requests to the Qwest production environment.... Qwest and CLEC  
12 use controlled production to determine operational readiness.”<sup>79</sup> The disputed  
13 arbitration issue, with respect to controlled production, related to which types of  
14 OSS changes required which types of testing and, in particular, whether  
15 “recertification” was required. Ms. Albersheim testified that “OSS certification  
16 testing is the process that Qwest uses to ensure that the communications links

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<sup>77</sup> WA Preliminary Injunction Response, Dkt. No. UT-111254 (Aug. 18, 2011), p. 15.

<sup>78</sup> Exhibit BJJ-53, July 1, 2011 Qwest CMP Matrix, p. 26 (citing Section 11.0 of the CMP Document) at JC000779. As shown in Exhibit BJJ-1, Qwest’s MTG timelines include “Application-to-Application Testing.” Section 11.0 of the CMP Document (entitled “Application-to-Application Interface Testing”) indicates in Section 11.1 that controlled production testing is “required” for Application-to-Application testing (and Qwest quotes this language in Exhibit BJJ-53 at p. 26). These exhibits illustrate that Qwest understands that MTG is a new implementation for which controlled production testing is required.

<sup>79</sup> Section 12.6.9.4 of the proposed multi-state ICA draft (with these sentences being closed/agreed upon language). See Qwest proposed language for 12.6.9.4 in the Direct Testimony of Renee Albersheim, CO Dkt. No. 06B-497T (Dec. 15, 2006), p. 72, lines 19-22.

1 between the CLC and Qwest computers are properly established”<sup>80</sup> and that  
2 certification testing is so critical that, if a “CLEC does not wish to complete the  
3 certification process, the CLEC may not use Qwest’s computer-to-computer  
4 interface to submit its orders.”<sup>81</sup> When asking herself in pre-filed testimony  
5 whether it is always true that “updates”<sup>82</sup> to existing systems require less rigorous  
6 testing, Ms. Albersheim provided the following response:

7 No, not every time. The move from IMA Release 19.2 to IMA Release  
8 20.0 is a prime example. The *underlying architecture* of IMA Release  
9 20.0 is *changing from EDI to XML. This is such a significant change*  
10 *that Qwest is treating this as a new implementation* that requires  
11 controlled production testing for all CLECs who wish to move to this  
12 Release of IMA.<sup>83</sup>

13  
14 Clearly, as Qwest and Ms. Albersheim know, a change in technology or  
15 “underlying architecture,” such as moving to XML (whether for ordering or  
16 repair) is a significant change.

17 Additionally, Ms. Albersheim in her arbitration testimony distinguished between  
18 an update in a prior release and a significant change in a new release:

19 [T]he provisions cited by [Eschelon] provide: ‘. . . Controlled Production  
20 is not required on any EDI transaction that successfully completed  
21 Controlled Production testing *in a prior release.*’ The issue here is with  
22 *new releases* . . . that require controlled production testing.<sup>84</sup>  
23

<sup>80</sup> Direct Testimony of Renee Albersheim, WA Dkt. UT-063061 (Sept. 29, 2006), p. 94, lines 2-4.

<sup>81</sup> Responsive Testimony of Renee Albersheim, WA Dkt. UT-063061 (Dec. 4, 2006), p. 66, lines 14-16.

<sup>82</sup> Responsive Testimony of Renee Albersheim, WA Dkt. UT-063061 (Dec. 4, 2006), p. 67, lines 5-6.

<sup>83</sup> Responsive Testimony of Renee Albersheim, WA Dkt. UT-063061 (Dec. 4, 2006), p. 67, lines 7-11.; see also Rebuttal Testimony of Renee Albersheim, WA Dkt. No. UT-063061 (Apr. 3, 2007), p. 42, lines 3-7.

<sup>84</sup> Responsive Testimony of Renee Albersheim, WA Dkt. No. UT-063061 (Dec. 4, 2006), p. 64, lines 13-16 (emphasis of “in a prior release” in original; other emphasis added).

1 MTG is a new release<sup>85</sup> for which Qwest requires controlled production testing.<sup>86</sup>

2 The fact that Qwest categorized its introduction of MTG as a replacement for  
3 MEDIACC and CEMR<sup>87</sup> as a *new release* illustrates that Qwest understands that  
4 MTG is a significant change, just as Ms. Albersheim testified that EDI to XML  
5 was such a significant change that Qwest needed to treat it as a new  
6 implementation.

7 The Merged Company's attempt to re-characterize its current CMP repair OSS  
8 activities as garden-variety changes that occur all the time in CMP – “no different  
9 than other system updates implemented through CMP over the years”<sup>88</sup> – must be  
10 rejected. Qwest had to go all the way back to 2006 to find an example of such a  
11 significant change. As stated, the 2010 and 2011 merger commitments were not  
12 in effect then.

13 **Q. PLEASE DESCRIBE THE EXCERPTS FROM QWEST'S JULY 1, 2011**  
14 **RESPONSE REGARDING REPAIR OSS IN EXHIBIT BJJ-53.**

15 A. Exhibit BJJ-53 contains excerpts from the “July 1, 2011 Qwest CMP Matrix.”  
16 Qwest sent an email on July 1, 2011 to CMP participants enclosing a document  
17 entitled “Qwest 06-30-11 Response to Questions from Integra on Proposal to  
18 Retire MEDIACC/CEMR and Replace with MTG” (“July 1, 2011 Qwest CMP

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<sup>85</sup> See Exhibit BJJ-1 at Qwest Dec. 17, 2011 notice, in which the subject line refers to “New . . . Release” information, and in which the associated number for the new release is “Release 1.0.”

<sup>86</sup> Exhibit BJJ-53, July 1, 2011 Qwest CMP Matrix, p. 26.

<sup>87</sup> See Exhibit BJJ-1 at Qwest Dec. 17, 2011 notice.

<sup>88</sup> WA Preliminary Injunction Response, Dkt. No. UT-111254 (Aug. 18, 2011), p. 15



1 Matrix”). In the July 1, 2011 Qwest CMP Matrix, Qwest states that (1) the  
2 company remains concerned about the stability of the MEDIACC platform (pages  
3 14, 52, and 60); (2) the “upgrades” to CEMR referenced in the Merged  
4 Company’s May 27, 2011 email were made during the third quarter of 2010 (page  
5 50); (3) both MEDIACC (using CMIP<sup>89</sup>) and CEMR (using Oracle) use software  
6 that is not supported by the vendor (pages 2-3); (4) “Running unsupported  
7 software on new hardware does not eliminate the risk” (pages 20-21); (5) the  
8 “CEMR GUI will continue to be used and an interface will be established to  
9 MTG” (page 16); (6) “Until MEDIACC is retired and replaced by MTG  
10 consistent with the terms of the merger settlement, users will be given the option  
11 to continue using CEMR with MEDIACC. . .” (p. 57); (7) the “MTG project is a  
12 proactive effort to develop a replacement system” (page 10); (8) the “QPortal  
13 Platform is no longer a part of the MTG development project” (page 16); (9) “For  
14 trouble ticketing, CEMR goes through MEDIACC first and then MEDIACC  
15 interfaces with Qwest’s back-end systems” (page 56) and “MTG is a gateway to  
16 Qwest’s backend systems” (page 57); (10) the Merged Company, before the end  
17 of the 30-month moratorium period, “continues to plan on first ‘moving’ itself to  
18 the MTG system once it has been internally installed and tested” (page 54); and  
19 (11) it “is anticipated that MTG will eventually be a system adopted for all  
20 CenturyLink CLECs but a final decision on this issue has not yet been made”  
21 (page 29).

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<sup>89</sup> Regarding CEMR’s use of CMIP via MEDIACC, see Exhibit BJJ-57, quoting Exhibit BJJ-53, p. 56.

1 **Q. PLEASE DESCRIBE THE EXCERPTS FROM INTEGRA’S JULY 18, 2011**  
2 **RESPONSE REGARDING REPAIR OSS IN EXHIBIT BJJ-54.**

3 A. Exhibit BJJ-54 is the “July 18, 2011 Integra Matrix Reply,” which is comprised of  
4 three parts (three matrices). Exhibit BJJ-54 includes all of Part C and excerpts  
5 from Part A and Part B of Integra’s July 18, 2011 reply to Qwest’s July 1, 2011  
6 response regarding repair OSS. As I discuss earlier, the questions Integra asked  
7 eventually took the form of a matrix. When the Merged Company provided its  
8 July 1, 2011 Qwest CMP Matrix, it included additional questions Integra had  
9 asked over the months,<sup>90</sup> to the matrix Integra provided in its March 18, 2011  
10 response to CMP. The matrix had become very long, the columns did not match  
11 up, and it was difficult to follow. Therefore, Integra created three separate  
12 documents to assist in the review process. In its July 18, 2011 email to CMP,  
13 Integra said:

14 “In response to the matrix that Qwest sent on July 1, 2011 in the email  
15 below, Integra provides the enclosed reply. As the document had become  
16 large and unwieldy, Integra’s Reply is in three Parts:

17  
18 Part A (Row Nos. 1-31) – the 31 rows of the original 3/18/11 matrix  
19 Part B (Row Nos. 32-81) – primarily responses regarding email exchanges  
20 Part C (Row Nos. 82- 88) – vendor information”

21  
22 Part C (Vendor Information), for example, illustrates a number of problems with  
23 Qwest’s argument that system instability or obsolescence allows Qwest to  
24 proceed in violation of its merger commitments, as discussed by Mr. Denney in  
25 Section VI of his testimony. The vendor information provided by Qwest shows

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<sup>90</sup> For example, see Exhibits BJJ-22, BJJ-26, BJJ-30, BJJ-44, BJJ-46, BJJ-48 and BJJ-51.

1 that Qwest has known about lack of or limited vendor support issues for many  
2 years, and was aware of those facts when it unilaterally decided not to proceed  
3 with MTG's predecessor (CTG) in 200k, when negotiating with CLECs, and  
4 when urging merger approval to state commissions. The vendor information also  
5 shows that certain MEDIACC hardware that Qwest had asserted is not supported,  
6 or supported only to best efforts, is supported until at least the end of 2013. The  
7 vendor information shows that one of the vendors strongly recommended that  
8 Qwest upgrade to a newer version in 2000, but Qwest did not do so. Qwest has  
9 provided no reason why it did not follow that recommendation at any point in the  
10 eleven years since then. Integra observed:

11 On 7/1/11, Qwest referred to the discussion reflected in the February 2011  
12 CMP meeting minutes to the effect that, the longer the time, the higher the  
13 potential risk. If true, that was as true at year five as at year ten, but Qwest  
14 did nothing then. Qwest waited until two days after the first filing of the  
15 Integra Agreement before, on November 10, 2010, Qwest, via a web  
16 posting, indicated that Qwest planned to retire and replace Qwest's legacy  
17 OSS for repair (CEMR/MEDIACC) with a new repair system (MTG).  
18 Obviously, MEDIACC had not aged sufficiently in two days to  
19 significantly change the system's position on the timeline discussed in the  
20 February 2011 CMP meeting. Similarly, when compared to the eleven  
21 years that Qwest has not acted since the June 2000 Sybase letter, a matter  
22 of months would not significantly change the position on that timeline, yet  
23 Qwest holds steadfastly to the December 2011 implementation date for  
24 MTG.<sup>91</sup>

25 Regarding Qwest's claim that it has made recent hardware and software upgrades  
26 to CEMR,<sup>92</sup> Integra pointed out that per Qwest CEMR runs on unsupported  
27 software (Oracle and, via MEDIACC, CMIP); that no software upgrades are

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<sup>91</sup> Exhibit BJJ-54 at p. 5, JC000908.

<sup>92</sup> E.g., WA Answer, p. 3..

1 identified in Qwest's list of upgrades; and that, although Qwest claimed on May  
2 27, 2011, that the upgrades were recent, Qwest's responses indicate that the  
3 upgrades were made in the third quarter of 2010, before Qwest made its CMP  
4 change to the status of the repair OSS CR on November 10, 2010. Integra also  
5 pointed out that Qwest previously said that it takes roughly 9-12 months for a  
6 hardware upgrade and asked, if it takes 9-12 months for a hardware upgrade, how  
7 the upgrades were completed in one three-month quarter.

8  
9 **Q. PLEASE DESCRIBE EXHIBIT BJJ-55, WHICH CONTAINS A PAETEC**  
10 **EMAIL TO CMP.**

11 A. Exhibit BJJ-55 contains a copy of a July 18, 2011 email from PAETEC to CMP  
12 stating: "PAETEC agrees with Integra's reply, and asserts they have the same  
13 observations, questions, and comments."

14 **Q. PLEASE DESCRIBE EXHIBIT BJJ-56, WHICH CONTAINS A QWEST**  
15 **CMP EMAIL.**

16 A. Exhibit BJJ-56 contains an August 1, 2011 Qwest email to CMP participants  
17 stating "information on the Qwest 3/10/11 CMP Matrix was incorrect.  
18 MEDIACC uses CMIP software. CEMR does not. A correction . . . has been  
19 provided." Qwest included revised matrix portions in the email.

20 **Q. PLEASE DESCRIBE EXHIBIT BJJ-57, WHICH CONTAINS AN**  
21 **INTEGRA EMAIL TO CMP.**

1 | A. Exhibit BJJ-57 contains an August 2, 2011 Integra email to CMP participants in  
2 | reply to Qwest's email from the day before. It states: "Qwest's recent correction  
3 | . . . is inconsistent with other information provided in the Qwest CMP Matrix that  
4 | was distributed by email to CLECs on July 1, 2011. Although you indicate in the  
5 | email below that 'CEMR does not' use CMIP software, the July 1, 2011 Qwest  
6 | CMP Matrix states on page 56: 'For trouble ticketing, CEMR goes through  
7 | MEDIACC first and then MEDIACC interfaces with Qwest's back-end systems.'  
8 | As MEDIACC uses CMIP software, and CEMR goes through MEDIACC, CEMR  
9 | does use CMIP software because it goes through MEDIACC, which uses CMIP  
10 | software. Per the information provided by Qwest, CMIP software is not  
11 | supported by the vendor. In addition, there is no correction relating to CEMR's  
12 | use of Oracle. Therefore, also per the information provided by Qwest, CEMR  
13 | uses Oracle software that is not supported by the vendor. See page 2 of the July  
14 | 1, 2011 Qwest CMP Matrix, which says: "The database used by CEMR is Oracle  
15 | 10.2.0.4, which is **not** supported by the vendor." In the list of 'upgrades' to  
16 | CEMR on page 50 of that matrix, there was no upgrade to Oracle, or apparently to  
17 | any software, as the only CEMR upgrades identified appear to be hardware  
18 | upgrades." Integra also commented as to the location where Qwest is posting the  
19 | materials (a January reference on its website) which may cause confusion and  
20 | make finding information more difficult.

1 **Q. PLEASE DESCRIBE EXHIBIT BJJ-58, WHICH CONTAINS EXCERPTS**  
2 **FROM WASHINGTON INTERCONNECTION AGREEMENTS**  
3 **BETWEEN QWEST AND JOINT CLECS.**

4 A. Exhibit BJJ-58 is excerpts from interconnection agreements (“ICA”) between  
5 Qwest and Joint CLECs in Washington. These excerpts were also provided in  
6 Exhibit 2 to the Joint CLEC Complaint in Washington. The ICAs are discussed  
7 in the Joint CLEC Complaint and Mr. Denney’s testimony.

8 **Q. PLEASE DESCRIBE EXHIBIT BJJ-59, WHICH IS A 2009 QWEST CMP**  
9 **NOTICE.**

10 A. Exhibit BJJ-59 is a notice that Qwest sent to CLECs in 2009 associated with CR  
11 #SCR121608-02. In 2008, Qwest initiated two change requests in CMP to  
12 implement a new repair system (referred to as Common Ticketing Gateway, or  
13 CTG) and retire and replace MEDIACC.<sup>93</sup> Other than a single brief entry for  
14 December 17, 2008 in the CMP Change Request Detail for each change request,  
15 when Qwest said it would be implementing a new repair ticketing gateway called  
16 CTG to provide Extensible Markup Language (“XML”) transactions [instead of  
17 Common Management Interface Protocol (“CMIP”), used by MEDIACC] and  
18 retire MEDIACC, there is no further record in the Change Request Detail of any  
19 efforts by Qwest to actually make these changes at that time.<sup>94</sup> On Qwest’s own  
20 initiative, Qwest chose to not work, or stop working, on those change requests,

---

<sup>93</sup> See Exhibits BJJ-7 & BJJ-9.

<sup>94</sup> See Exhibit BJJ-7 at JC000058 and Exhibit BJJ-9 at JC000060.

1 and the meeting minutes from that time do not provide any reason for Qwest's  
2 decision.<sup>95</sup> Qwest simply sent the notice in Exhibit BJJ-59 to CLECs on April 7,  
3 2009 stating (with emphasis added) that, effective immediately, the development  
4 and implementation of CTG "has been *indefinitely* placed on HOLD" and  
5 providing no reason. In the notice (Exhibit BJJ-59), Qwest said: "The benefit of  
6 this new application was to allow Qwest and Wholesale customers the use of a  
7 more advanced type of technical communication based on internet standard  
8 protocols and web services and telecommunications industry standard markup  
9 languages."

10 **Q. ARE YOU FAMILIAR WITH THE EXCERPTS FROM QWEST AND**  
11 **THE MINNESOTA DEPARTMENT OF COMMERCE TESTIMONY IN**  
12 **EXHIBIT BJJ-60?**

13 A. Yes. As I discuss above, I was a witness in the Minnesota Docket Nos. P-421/C-  
14 07-370 and P-421/C-07-371 proceedings, so I am familiar with the excerpts in  
15 Exhibit BJJ-60 regarding the state of Qwest's OSS.

16 Exhibit BJJ-60 includes:

- 17 • Qwest witness Renee Albersheim October 16, 2009 surrebuttal  
18 testimony excerpts (pp. 32 and 33)
- 19 • Qwest witness Rachel Torrence October 16, 2009 surrebuttal  
20 testimony excerpts (pp. 1-7)
- 21 • Minnesota Department of Commerce witness Dr. Fagerlund  
22 September 25, 2009 rebuttal testimony (pp. 6 and 15)

23  
24 Mr. Denney discusses these excerpts in his direct testimony.

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<sup>95</sup> See Exhibit BJJ-7 at JC000058 and Exhibit BJJ-9 at JC000060. In fact, there are no minutes after the initial December 17, 2008 meeting through indefinite deferment. See *id.*

1  
2 **Q. PLEASE DESCRIBE EXHIBITS BJJ-61 AND BJJ-65, WHICH CONTAIN**  
3 **DRAFT TECHNICAL SPECIFICATION CMP NOTICES AND**  
4 **COMMENTS.**

5 A. BJJ-61 is a CMP Merged Company announcement that it is providing Draft  
6 Technical Specifications for the Maintenance Ticketing Gateway (MTG) 1.0  
7 targeted for implementation on December 12, 2011. Exhibit BJJ-65  
8 contains an August 10, 2011 CMP announcement that CenturyLink is offering an  
9 additional walk through of the technical specification to occur after the August  
10 17, 2001 monthly CMP meeting;<sup>96</sup> a August 25, 2011 CMP correction  
11 announcement that, per the CMP document, regarding the date for CLEC  
12 response to comments.

13 Exhibit BJJ-65 also includes the comments Integra submitted on August 30,  
14 2011<sup>97</sup> regarding the MTG draft technical specifications. Integra's comments  
15 said:

16 "Qwest has continued, over CLEC objection, toward implementing MTG,  
17 including reviewing draft technical specifications at a time when this  
18 activity should not be occurring under the merger settlement agreements  
19 and orders. Qwest's conduct is in violation of the merger settlement  
20 agreements and orders, and CenturyLink has provided insufficient  
21 information. Any participation by Integra has been to monitor this activity,  
22 over CLEC objection, and does not waive any Integra right. Integra has  
23 expressed objections and comments on Qwest's approach and process,  
24 including the draft technical specifications, and those objections are  
25 ongoing. Integra incorporates its comments and objections by reference

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<sup>96</sup> JC001050-JC001051.

<sup>97</sup> See all CLEC comments and the Merged Company's response at JC001060-JC001064.



1 here.”<sup>98</sup>

2  
3 On September 2, 2011, the Merged Company responded “Integra’s objections are  
4 noted.”<sup>99</sup> The Merged Company did not respond to, or take any action as a result  
5 of, the comments. The Merged Company continues to move forward with  
6 implementation of MTG on December 12, 2011.

7 **Q. PLEASE DESCRIBE THE MINNESOTA TRANSCRIPT EXCERPTS IN**  
8 **EXHIBIT BJJ-62.**

9 **A.** Exhibit BJJ-62 contains excerpts from a Minnesota PUC hearing that was held on  
10 Thursday, August 11, 2011. Mr. Denney cites the discussion at the Minnesota  
11 hearing in his direct testimony. The Minnesota Commissioners voted 4-0 to adopt  
12 the Staff’s recommendation “B,” with two additions. Staff recommended Option  
13 B provides:

14 “Determine that the CLEC interpretation of the Commission’s March 31,  
15 2011 Order is consistent with the intent of the Commission, and direct the  
16 Merged Company to:

- 17  
18 1) immediately cease its planned implementation of the MTG during  
19 the 30 month moratorium period established in the March 31,  
20 2011 Order;  
21 2) fully comply with all of the substantive and procedural provisions  
22 of the Integra and Joint CLEC Settlement Agreements as outlined  
23 in the Commission’s March 31, 2011 Order.”<sup>100</sup>  
24

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<sup>98</sup> See Exhibit BJJ-65 at JC001062.

<sup>99</sup> See Exhibit BJJ-65 at JC001063. PAETEC included essentially the same comment in its 8/30/11 comments to CMP and the Merged Company responded the same way, that PAETEC’s comments are noted. See Exhibit BJJ-65 at JC001063-JC001064.

<sup>100</sup> Minnesota PUC Staff Briefing Papers (JC001007-JC001024), p. 17.

1 The Commission added a third point requiring Qwest to make a compliance filing  
2 within 30 days regarding Qwest's claims of repair system instability (describing  
3 specific concerns and risks associated with repair OSS, etc.) and a fourth point  
4 requiring the Merged Company to include CLECs in any development of MTG or  
5 other alternatives. In the separate formal complaint docket, the Commission  
6 ordered the Merged Company to respond to the complaint (which seeks other  
7 relief as well). The Commission consolidated the two Minnesota dockets.

8 **Q. PLEASE DESCRIBE EXHIBIT BJJ-63, WHICH CONTAINS EMAIL**  
9 **EXCHANGES BETWEEN CLECS AND THE MERGED COMPANY**  
10 **REGARDING THE MINNESOTA DECISION.**

11 A. Exhibit BJJ-63 contains an email exchange that took place between CLECs and  
12 the Merged Company CMP from August 16, 2011 to September 9, 2011  
13 regarding the Minnesota decision and the manner in which the Merged Company  
14 presented the repair OSS status in CMP in light of that decision.<sup>101</sup>

15  
16 Mr. Denney discusses the Minnesota order in his direct testimony.

17 **Q. PLEASE DESCRIBE EXHIBIT BJJ-64 WHICH IS PAETEC'S**  
18 **PROPOSED ALTERNATIVE TO ADDRESS THE MERGED**  
19 **COMPANY'S CLAIM OF POTENTIAL SYSTEM FAILURE AND THE**  
20 **EMAIL EXCHANGE AMONG ATTORNEYS ABOUT THE STATUS OF**  
21 **THE PROPOSAL.**

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<sup>101</sup> 8/16/11 Integra email to CMP; Integra 8/17/11 email to CMP; 8/18/11 CMP email to Integra; Integra 8/19/11 email to CMP; Integra 9/7/11 email to CMP; CMP 9/8/11 email to Integra; Integra 9/8/11 email to CMP and PAETEC 9/9/11 email to CMP, Exhibit BJJ-63 at JC001033-JC001039.

1 A. Exhibit BJJ-64 contains PAETEC's 8/16/11 proposed alternative to address the  
2 Merged Company's claim of potential system failure that PAETEC first made to  
3 the Merged Company on 8/9/11. Exhibit BJJ-64 also includes email exchanges  
4 among attorneys about the status of PAETEC's proposal. There has been no  
5 response from the Merged Company beyond a statement that the proposal is being  
6 considered.<sup>102</sup>

7 **Q. HAVE YOU ALREADY DISCUSSED BJJ-65?**

8 A. Yes. I discussed Exhibit BJJ-65 when discussing Exhibit BJJ-61.

9 **Q. ARE YOU FAMILIAR WITH EXHIBIT BJJ-66, WHICH CONTAINS**  
10 **EXCERPTS FROM CENTURYLINK'S SEPTEMBER 16, 2011 MOTION**  
11 **FOR RECONSIDERATION IN MINNESOTA?**

12 A. Yes. CenturyLink filed a motion for reconsideration of the Minnesota Order in  
13 Minnesota Docket Nos. P-421, *et al.*/PA-10-456.<sup>103</sup> Excerpts are included in this  
14 exhibit.<sup>104</sup>

15 **Q. PLEASE DESCRIBE THE INTEGRA/CMP EMAIL EXCHANGE IN**  
16 **EXHIBIT BJJ-67 REGARDING THE MERGED COMPANY'S**

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<sup>102</sup> See, for example, email from the Merged Company attorney "Qwest/CenturyLink is currently evaluating the proposal", BJJ-64 at JC001044 and CMP 8/17/11 monthly meeting minutes, "...that it is under review by CenturyLink and that is all we can share at this time Those options are being evaluated", Exhibit BJJ-8A at JC001096.

<sup>103</sup> It is also available on the Minnesota PUC website at <https://www.edockets.state.mn.us/EFiling/edockets/searchDocuments.do?method=showeDocketsSearch&searchType=new&userType=public> (edockets,10-456, Search) (JC001025-JC001032).

<sup>104</sup> See also Exhibit BJJ-2 (Chronology) at Row No. 143.

1       **COLORADO TESTIMONY STATING THAT THERE WILL BE**  
2       **CHANGES TO CEMR .**

3       A.     Exhibit BJJ-67 contains Integra/CMP email exchange on 9/26/11 and 10/12/11  
4       regarding CEMR in light of CenturyLink Colorado testimony indicating that there  
5       will be changes to CEMR and PAETEC's 9/30/11 email joining Integra's request  
6       for detailed information.

7       **Q.     PLEASE DESCRIBE EXHIBIT BJJ-68, WHICH CONTAINS**  
8       **STATEMENTS BY QWEST/CENTURYLINK REGARDING USE OF**  
9       **MEDIACC AND CEMR.**

10       A.     Exhibit BJJ-68 contains Qwest/CenturyLink statements regarding the company's  
11       use of MEDIAC and CEMR and its planned use of MTG. Mr. Denney discusses  
12       these statements in Section VI(A) of his direct testimony.

14       **Q.     PLEASE DESCRIBE EXHIBIT BJJ-69, WHICH CONTAINS EXCERPTS**  
15       **OF CLEC REQUESTS AS TO THE AGE, STABILITY, AND POTENTIAL**  
16       **FAILURE OF OTHER, NON-REPAIR OSS.**

17       A.     The excerpts in Exhibit BJJ-69 reflect that Integra has been asking  
18       Qwest/CenturyLink about the age, stability, and potential risk of failure for other,  
19       non-repair legacy Qwest OSS since at least February 2011. These inquiries  
20       started after Mr. Hunsucker of CenturyLink testified in December of 2010  
21       regarding instability of CEMR.<sup>105</sup>

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<sup>105</sup> AZ Hrg. Tr., Dkt. No. T-01051B-10-0194, etc., (Dec. 20, 2010), Vol. II, p. 338, lines 19-25 (Mr.

1 Mr. Denney discusses this with respect to the context in which the settlement  
2 agreements were negotiated in Section IV, and with respect to the age of the  
3 systems in Section IV(D), of his direct testimony.

4 **Q. PLEASE DESCRIBE EXHIBIT BJJ-70 WHICH IS EXCERPTS FROM**  
5 **MS. ALBERSHEIM'S SEPTEMBER 15, 2011 TESTIMONY IN**  
6 **COLORADO.**

7 A. Exhibit BJJ-70 is excerpts from Merged Company testimony regarding changes to  
8 CEMR from Colorado Docket No. 11F-436T.

9 **Q. EXHIBIT BJJ-71 CONTAINS EXCERPTS OF INTEGRA OFFERS SINCE**  
10 **FEBRUARY OF 2011 OF POTENTIAL EXCEPTION TO THE MERGER**  
11 **TIME PERIOD. CAN YOU DESCRIBE THIS EXHIBIT?**

12 A. Yes. Exhibit BJJ-71 contains quotations regarding Integra offers since February  
13 2011 of potential exception to merger time period, if repair is distinguished (based  
14 on claimed potential risk of failure) and if exception is acceptable to CLECs and  
15 regulators.<sup>106</sup>

16  
17 **Q. DOES THIS CONCLUDE YOUR TESTIMONY?**

18 A. Yes.

19

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Hunsucker, CenturyLink) [JC000700].

<sup>106</sup> Although footnotes 3 and 4 in this exhibit refer you to CO Exhibit BJJ-17, you can also find the information in Exhibit BJJ-17 to this testimony.