

**EXHIBIT BJJ-32 TO THE  
DIRECT TESTIMONY OF  
BONNIE J. JOHNSON  
ON BEHALF OF  
INTEGRA TELECOM**

**From:** Clauson, Karen L. [mailto:klclauson@integratelecom.com]  
**Sent:** Monday, March 28, 2011 11:19 AM  
**To:** Butler, Daphne; Gardner, Linda K; Topp, Jason; 'ahern.michael@dorsey.com'; Masterton, Susan S; 'cmpcr@qwest.com'  
**Cc:** Denney, Douglas K.; Johnson, Bonnie J.; Oxley, J. Jeffery; Johnson, Bonnie J.  
**Subject:** RE: CEMR/MEDIACC and MTG

Qwest and CenturyLink:

On March 21<sup>st</sup>, I sent you the email below, in which I confirmed that Qwest and CenturyLink remain on notice that potential litigation is pending, and the companies should ensure that all documents that relate to this matter are retained. Only a few days later, on March 25<sup>th</sup>, Qwest provided the meeting minutes that it prepared for the monthly CMP meeting held by telephone on March 16<sup>th</sup>. Notably absent from those minutes is the vast majority of the CMP discussion of CEMR/MEDIACC/MTG, though Qwest acknowledged in the minutes that this discussion was "considerable." The omission of minutes provided to CLECs on this issue increases the importance of Qwest retaining all documents, including any contemporaneous or nearly contemporaneous record of CMP communications. Also, please ensure that any documentation relating to whether and at what level of detail to provide minutes to CLECs, and which individuals at Qwest and/or CenturyLink participated in such decisions or communications, is retained.

The obligation to retain any contemporaneous or nearly contemporaneous record of CMP communications includes the March 16<sup>th</sup> CMP meeting. As you can see from the enclosed minutes, the discussion of topics other than CEMR/MEDIACC/MTG are more detailed and more similar to the level of detail typically provided in CMP minutes. This suggests that Qwest, via handwritten notes or other means, recorded the full discussion at a greater level of detail than was ultimately provided to CLECs on this particular topic in the minutes. Those notes or other means of recording need to be retained. Although both Integra and PAETEC have previously asked for as much information on this topic as possible and both objected to the omission of minutes of this discussion (see enclosed email exchanges), Qwest has not explained why Qwest singled out the CEMR/MEDIACC/MTG discussion for omission. Please compare the level of detail of the February CMP discussion of this topic (enclosed) to the lack of detail on this topic in the March CMP minutes (enclosed). If there is an intervening event, other than my email to you, that explains this significant change in approach, please identify the intervening event.

In its enclosed email, Qwest cited language in the CMP Document for its claim that it need not provide detailed minutes. Qwest, however, relied upon the same language on an earlier occasion, and CLECs asked the CMP Oversight Committee at that time to resolve the issue of whether that language allowed Qwest to refuse to provide detailed minutes. As indicated in the enclosed email exchange, the CMP Oversight Committee rejected Qwest's position. Qwest is clearly required to provide detailed CMP minutes. That Qwest is aware of this obligation is shown both by the minutes of the CMP Oversight discussion and also by Qwest's own minutes which are in other respects and for other meetings more detailed. The CMP Document provides a longer time for Qwest to prepare minutes than for CLECs to comment on them because Qwest is allowed the additional time to provide detailed minutes.

Even if Qwest were to disregard the CMP Document, the Oversight Committee's decision, and past practice, Qwest has not explained why it refused the requests by Integra and PAETEC to provide the minutes on a business and service quality basis, because CLECs need this information. In paragraph 11

of the Qwest-CenturyLink-Integra merger agreement, Qwest and CenturyLink committed to sufficiently support Wholesale and CLEC operations. Reducing the level of support, such as by reducing the amount of information provided in CMP (including via meeting minutes), is inconsistent with the companies' merger commitments. Particularly as CenturyLink takes over and as it implements merger commitments via CMP, detailed minutes are even more important.

Qwest circulated a notice to CLECs indicating that the merger would be effective on April 1<sup>st</sup>. Linda, we ask that at its earliest opportunity, CenturyLink respond both to the issues raised in my emails below and regarding the meeting minutes (specifically as to whether the company will provide revised meeting minutes for the March 16<sup>th</sup> CMP meeting and generally as to whether the company will provide meeting minutes at a level of detail consistent with past practice and the Oversight Committee's decision).

Karen

**From:** Gardner, Linda K [mailto:Linda.Gardner@CenturyLink.com]  
**Sent:** Tuesday, March 29, 2011 10:53 AM  
**To:** Clauson, Karen L.; Denney, Douglas K.; Johnson, Bonnie J.  
**Cc:** Oxley, J. Jeffery; Butler, Daphne; Hunsucker, Mike R; Hammack, Carolyn  
**Subject:** RE: CEMR/MEDIACC and MTG

Karen, we will get back with you after the merger closes and we have an opportunity to review in more depth. In the interim, I understand that the information provided by Warren Mickens is being reviewed internally by Integra and that the offer has been extended for further discussions and a meeting. I suspect any meeting would be post-close and we would certainly participate. Despite the threats of litigation, I trust we are both looking for a solution that is in the best of interests of all concerned and we look forward to continuing that discussion to resolution.

We would like to schedule an in-person meeting with you, Bonnie, and Doug in the coming weeks to discuss a variety of topics. I know for the first few weeks after closing we have tight schedules but if you would let us know availability in April or early May, we can meet you in Minnesota.

Thanks,  
Linda

**From:** Clauson, Karen L.  
**Sent:** Tuesday, March 29, 2011 12:34 PM  
**To:** 'Gardner, Linda K'; Butler, Daphne; Hunsucker, Mike R; Hammack, Carolyn  
**Cc:** Oxley, J. Jeffery; Johnson, Bonnie J.; Denney, Douglas K.  
**Subject:** RE: CEMR/MEDIACC and MTG

Linda,

Integra has already reviewed the information internally and provided our responses in my emails and the matrix that we sent to you and CMP recently. Qwest/CenturyLink needs to provide responses and additional information before we can proceed further internally.

I am concerned about your characterization of our concerns as "threats of litigation." Qwest's responses to date have provided little or no evidence of willingness to work collaboratively with CLECs or to look for a solution that is in the best interests of all concerned. When faced with a brick wall, there is no alternative but litigation. If forced into that position, Integra would have to exercise its rights, and it is only reasonable that we should be up front about that and take steps to ensure documentation is retained. The recent incident with the CMP minutes (see enclosed) shows that there is legitimate basis for concern. Litigation is not the path we desire, but we have to protect our interests. Qwest's position to date needs to change substantially if resolution without litigation is to be achieved. We hope that CenturyLink intends to respond with a change in direction.

If CenturyLink would like to schedule calls or meetings with Integra to discuss these issues, we are happy to participate. We need to be clear, however, that any such meetings do not replace full discussion and exchange of information in CMP. These issues affect other carriers in addition to Integra. There are a variety of issues/topics that may be going through CMP as the merger closes and settlement agreement and merger order terms are implemented, and CMP needs to be a vital, very real avenue for discussion and implementation. Part of the problem is that Qwest has not been taking a collaborative approach in CMP. If information is more forthcoming through that venue, then less outside discussion would be needed.

Bonnie, Doug, and I, along with our IT person in Minnesota, have available times on April 26, 27, or 28, if any of those dates work for you. To the extent that the discussion would be about CEMR/MEDIACC/MTG, it would be helpful if we receive your responses before the meeting so that we may prepare for the meeting. If those dates do not work, let us know dates in May that may work for you.

Karen