

**EXHIBIT BJJ-54 TO THE
DIRECT TESTIMONY OF
BONNIE J. JOHNSON
ON BEHALF OF
INTEGRA TELECOM**

#	INTEGRA 2/20/11	QWEST 3/10/11	INTEGRA REPLY 3/18/11	QWEST 5/20/11 & 7/01/11	CLEC 7/18/11
	<p>facturer, identify Qwest.</p>		<p>why not. Choices on Qwest's part should not result in a shifting of expenses to CLECs to move systems when a move may not be or have been necessary.</p> <p>In any event, before CEMR/MEDIACC may be replaced, the company must adhere to the requirements of the merger settlement agreements, including paragraph 12 and subparts of the Integra agreement. This is true regardless of the reason for the replacement and regardless of whether any or all CLECs have migrated to a different system. See, e.g., Row 2(f) & §4.</p>	<p>[5/20/11 – 7/1/11 Matrix, p. 3] NOTE: Qwest is prepared to provide a brief review of this technical information with customer technical personnel at the beginning of the Ad hoc conference call scheduled for June 8, 2011. See notification number CMR.MEET.05.20.11.F.0 9163.MTG_MultipleAdHoc Meetings for further details.</p>	<p>CenturyLink have failed to explain, or accept the consequences of, their pre-merger representations to CLECs and regulators that CenturyLink would have no immediate need or be under any time pressure to make any alterations to Qwest's OSS (see Part C).</p> <p>As indicated by the 6/8/11 CMP Ad Hoc call meeting minutes, Qwest did not review this vendor information on the 6/8/11 call, though Qwest had indicated on 5/20/11 that it would do so.</p>
2	<p>b. Provide documentation from each vendor/ manufacturer, in the form of public information (posted to its website for example) or communication the vendor has provided to Qwest, indicating that there are problems</p>	<p>Qwest is continuing to work with appropriate vendors to gather this information.</p>	<p>... The document does not adequately support that the alleged situation exists or was unavoidable. See Row 1(a). For example, the Qwest document states that HP-UX10.20 Operating System support ended in June of 2003. Qwest does not explain why, if that is the case, it has taken Qwest more than <i>seven years</i> to do something about it. See also Row 2(l).</p>	<p>[5/20/11] See Qwest Response to Row 1.a above.</p>	<p>Qwest provided some information but did not specifically answer each question in (b) of Integra's 2/20/11 list of questions. CLEC reiterates its 3/18/11 reply. See also Row 1 above and Part C (separate matrix).</p>

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	<p>with CEMR/ MEDIACC or that they will not be supported (or support will be on a best effort basis). Also provide documentation to indicate when this change took place. (When did the vendor/major manufacturer take this position? How long has Qwest known of this situation?)</p>	<p>Qwest is continuing to work with appropriate vendors to gather this information.</p>	<p>The document does not adequately support that the alleged situation exists or was unavoidable. See Row 1(a). For example, the Qwest document states that HP-UX10.20 Operating System support ended in June of 2003. Qwest does not explain why, if that is the case, it has taken Qwest more than <i>seven years</i> to do something about it. See also Row 2(f).</p>	<p>[5/20/11] See Qwest Response to Row 1.a above. As stated above, Qwest is prepared to provide a brief review of this technical information with customer technical personnel at the beginning of the Ad hoc conference call scheduled for June 8, 2011.</p>	<p>Qwest provided some information but did not specifically answer each question in (c) of Integra's 2/20/11 list of questions. Moreover, regarding parts, Qwest said that all hardware is supported, at least to best efforts. If that is correct, then parts are available, which seems inconsistent with Qwest's powerpoint statement. Qwest did not review this information on the June 8 ad hoc CMP call. CLEC reiterates its 3/18/11 reply. See also Row 1 above and Part</p>
3	<p>c. Provide documentation from each vendor/manufacturer, in the form of public information (posted to its website for example) or communication the vendor has provided to Qwest, indicating that replacement parts are no longer available and parts must be cannibalized from used equipment purchased from dealers [Power Point (PP) presentation, p. 2.] How long has this been the case?</p>				

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	<p>Request. Will Qwest withdraw its retirement Change Request in CMP? If not, will Qwest defer it? If Qwest will defer it, we need to know the length of time it will be deferred. Will Qwest commit to defer it for at least two years? If not, for what time period does Qwest plan to defer it?</p>	<p>MTG, at which point Qwest will evaluate the transition of customers to MTG and working with the CLECs will determine next steps for retirement of both CEMR and MEDIACC. The deferral of the CEMR/MEDIACC CR occurred the week of February 28.</p> <p>To clarify: by deferring the MEDIACC CR until post implementation, the timeline for CEMR/MEDIACC retirements based on CMP requirements would be over 450 days from today. In addition to the 450 days. Qwest will work with each CLEC to ensure a successful migration to the new interface, whether GUI or app-to-app, prior to any retirement, including an additional 12 months on top of the</p>	<p>period for the length of the deferral. A deferral occurs when Qwest changes the status in the CR Detail on its website, and that did not occur until March.</p> <p><i>Second bullet (except last sentence):</i> Deferring the MEDIACC CR as described by Qwest is not fully documented and does not satisfy the terms of the Qwest-CenturyLink-CLEC merger settlement agreements. Qwest appears to be creating its own process and own timeline (potential "additional 12 months"), but Qwest is required to adhere to the processes outlined in the settlement agreements. If CLECs cannot rely upon the timeframes in the merger settlement agreements, how can CLECs rely on the 450-day or 12-month claim? (Regarding the "12 months," see Row 4c.)</p> <p>Additionally, does deferring the MEDIACC CR until post-implementation of a new system (MTG) cause the timeline changes that Qwest describes in its second bullet point, even if Qwest defers rather than withdraws its CR? An electronic search of the CMP Document shows there is no reference to "450," so presumably</p>	<p>installation and use of MTG is implicated in those merger settlements, Qwest will comply with the applicable commitments during any retirement process for MEDIACC.</p>	<p>Qwest's position as to the installation and use of MTG and with Qwest's position as to the manner in which Qwest is treating integration, retirement,² and replacement. MTG is the "replacement system," and the merger procedures, including sufficient acceptance of the replacement system, must occur before implementation of the replacement system, not after.</p> <p>CLECs recently asked Qwest/CenturyLink to suspend the MTG CR and all work on this project while the issues are being decided, but Qwest refused. Please reconsider this request.</p> <p>As indicated above, Qwest's actions are rendering the withdrawal of the change request to retire MEDIACC</p>

² At least Qwest admits here that it is retiring MEDIACC, though it refers to the timing as "eventual."

#	INTEGRA 2/20/11	QWEST 3/10/11 CMP requirement if necessary.	INTEGRA REPLY 3/18/11 Qwest selected and added together other timeframes, if Qwest is using the CMP Document. Please provide citations to the sections of the CMP Document supporting the 450-day time period and show how Qwest has calculated it. CLECs do not know at this time how Qwest may later claim a deferment affects the timeline. Specifically state how Qwest calculated the start of the 450-day period and whether it takes into account any activity to date (given that Qwest is deferring a CR and not initiating a new CR, as requested). When Qwest states that it will work with CLECs, does this include, for example, a majority vote of participants in CMP? It does not appear so, because Qwest refers to working with "each CLEC." Please address when a majority vote in CMP will occur before retirement/replacement of CEMR/MEDIAACC. Paragraph 12(c)(i) of the approved Qwest-Integra merger settlement agreement provides (with emphasis added) that the "replacement or retirement of a Qwest OSS Interface <i>may not occur</i> without sufficient acceptance <i>of the replacement interface</i> by CLECs to help assure that the replacement interface provides the level of wholesale service quality provided	QWEST 5/20/11 & 7/01/11 [5/20/11] As stated previously, questions regarding the Qwest-CenturyLink-CLEC merger settlement agreements are outside of the scope of CMP.	CLEC 7/18/11 meaningless. Integra disagrees. Qwest is unilaterally asserting its own position via CMP on the one hand and then refusing to discuss the same issues in CMP on the other hand. Regarding Qwest's 6/14/11 timeline, although CLECs have requested insertion of dates for merger-required steps <i>before</i> any MTG implementation, additional columns were added to the existing timeline for later dates, <i>after</i> MTG implementation. Under the revised timeline, therefore, steps that per the merger conditions and the Joint Applicants' representations to regulators should be taken before MTG implementation will not occur until after MTG implementation, and there are
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		<p>Qwest reserves the right under CMP requirements to request an earlier retirement of any application in the event all users have migrated off the old application.</p>	<p>by Qwest prior to the Closing Date.” There is no exception such as if CLECs have migrated off of a particular system earlier. According to its statement in Row 2(l), Qwest has been reviewing this issue since 2008, but Qwest requested and received no exception to paragraph 12 before Qwest executed the merger settlement agreement. Per Paragraph 12, Qwest must continue to use and offer, and can never retire or replace, CEMR and MEDIACC if Qwest does not comply with the commission-approved merger agreement procedures. Therefore, Qwest needs to answer Integra’s repeated question as to the timing of when Qwest will take each step outlined in paragraph 12. Integra needs this information to plan for its own business needs.</p> <p><i>Second bullet (last sentence):</i> Qwest does not have the right it claims to be reserving. Qwest’s commitments in the merger agreements include but also add to CMP requirements. There is a saying about seeking forgiveness rather than permission. That is not an acceptable approach here. These issues need to be dealt with in advance and not after the fact. In</p>		<p>duplicate steps that impose additional burdens on CLECs during a time when this activity should not be occurring. The revised timeline does not identify, for example, development of acceptance criteria, continued testing until acceptance criteria are met, a pre-implementation vote in CMP (with this omission indicating no intent to conduct a vote before the December 2011 MTG implementation), provision of aggregate transaction volume data, and use of a third party facilitator (not yet even identified). What process does Qwest propose for selection and use of a third party facilitator, and where is this reflected in Qwest’s timeline?</p> <p>Also, the timeline (post-implementation, columns D & E) shows Qwest issuing a notice</p>

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	<p>Once the improved system becomes available and is proven in testing with CLECS to provide full functionality, Qwest will measure PID/PAP performance based upon the new improved system.</p>	<p>fact, CLECs believe they <i>have</i> been dealt with, via the merger settlement agreements, and Qwest still has not explained why it is acting as though that is not the case. (See Section 4.) Qwest also fails to explain how implementing a new, replacement system and migrating all CLECs to that system is anything other than retiring and replacing the old system, except as a matter of semantics to avoid certain obligations.</p> <p><i>Third bullet:</i> Qwest refers to an “improved” system, but Qwest has not yet demonstrated that the new system will be an improvement. Qwest refers to “testing.” Qwest should perform parallel testing (old versus new) and compare the two. That way, CLECs will not have to wait until it is too late to learn whether the system replacement adversely affects wholesale performance. Will the testing conform to the requirements of paragraph 12 and subparts of the Qwest-Integra merger settlement agreement, as well as any longer timeframes or additional requirements in other merger settlement agreements? What steps will Qwest take to ensure that use of a new system will not change how PID/PAD data is collected,</p>			<p>to retire MEDIACC <i>three weeks before the parties vote</i> as to whether to accept MTG to replace MEDIACC. The timeframes are also unreasonably short and provide insufficient time for meaningful input. Even setting aside the problem of these events not occurring before MTG implementation (columns A and B of the timeline), when they do appear on the schedule (columns D and E of the timeline), the revised timeline is too compressed. For example, the Merged Company indicates that it will not perform a walk through until July 13 to July 18, CLEC Comments are due shortly after on Friday, July 20, 2011, and the company will issue “final” technical specifications on Tuesday, July 24 – only two business days after receiving CLEC comments. When Joint</p>

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7	<p>g. Provide any other reasons, with supporting documentation, for the need to replace CEMR/MEDIAACC at this time (and not after two years).</p>	<p>As stated in the February CMP meeting, the hardware, Operating system, database and software are old and thus more likely to fail (see above). Qwest would like to replace the systems before failure becomes a chronic problem that significantly impacts not only Qwest but the CLECs. This is a</p>	<p>See above. Integra requested information earlier and summarized its requests for Qwest on February 20, 2011. Although Qwest did not respond until March 10, 2011 (later for vendor information), Qwest provided little new information. To the extent that Qwest "would like to replace the systems" before the timeframes for replacing them in the merger settlement agreements, or with different or other procedures from those described in paragraph 12 and other settlement agreements, Qwest needs to work</p>	<p>[5/20/11] As stated previously, the MTG project is a proactive effort to develop a replacement system in an effort to prevent problems before they ramp up – given the age of the systems and the advice of our IT team. CenturyLink intends to honor its merger agreements.</p>	<p>Applicants represented that the "benefits granted the CLECs through the Department of Commerce and Integra settlements" include "cooperation" and "opportunities for CLEC... input." CLECs and regulators were lead to believe this opportunity would be meaningful and the input taken into account. As PAETEC's representative said in CMP, the short timeframes do not "bode well" as to the company's intent.</p> <p>Qwest's answer on 7/1/11 is identical to its answer on 5/20/11. Qwest did not address CLEC's concerns. Qwest did not answer these questions: "As Qwest is relying on the age of the OSS as its reason for the alleged replacement need, Qwest in some respects cannot distinguish this situation from other OSS of the same or</p>

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	<p>proactive effort to prevent problems before they ramp up – given the age of the systems and the advice of our IT team, when problems do occur they could ramp up quickly and impact our business, as Qwest uses CEMR and MEDIACC just like the CLECs do.</p>	<p>more collaboratively with CLECs to mutually agree upon a solution. To date, Qwest is announcing unilateral plans, rather than mutually developing them. Qwest's response indicates that issues could impact a CLEC's business, and impact it quickly, so CLECs need to be intimately involved. An alleged problem cannot become an excuse to provide less functionality or to ignore certain obligations without taking appropriate steps to have those obligations modified to meet the identified, specific need. (See Section 4.) As Qwest is relying on the age of the OSS as its reason for the alleged replacement need, Qwest in some respects cannot distinguish this situation from other OSS of the same or similar age. If Qwest sets a precedent in this situation of proceeding ahead of merger agreement timelines or without obtaining consent and approval for modifications of obligations, what precludes Qwest from doing so for any other OSS? Do Qwest and/or CenturyLink distinguish CEMR/MEDIACC and, if so, how?</p>	<p>similar age. If Qwest sets a precedent in this situation of proceeding ahead of merger agreement timelines or without obtaining consent and approval for modifications of obligations, what precludes Qwest from doing so for any other OSS? Do Qwest and/or CenturyLink distinguish CEMR/MEDIACC and, if so, how?"</p>		
<p>CLEC 2/20/11 Heading: 2. Transition to MIG. We need a detailed understanding of MIG and Qwest's plans to implement it. We need to know specifically what Qwest plans to implement and when, what testing is planned, how functionality will be confirmed by CLECs before implementation, and whether, how, and when CLECs will have a say/vote in accepting the replacement system (MIG) before implementation (emphasis added)</p>					

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	<p>example, regarding the ability of the new system to run in a high availability with failover system (see previous bullet), Qwest must have this information if Qwest has this system already running in its IT infrastructure. In CMP, the Qwest Director of IT Infrastructure said that Qwest did not know the platform and/or environment the MTG system is going to be residing in. However, if this is an existing system in the Qwest IT network, the expectation is that there should be minimum system requirements available on the existing system to allow Qwest to provide more information to CLECs at this time. Please explain why, if Qwest is using the existing solution (Qwest Portal), more information is not</p>	<p>functionality directed to Qwest in writing, responses will be returned in writing. Availability of QPortal is listed above.</p>	<p>is unclear why Qwest's QPortal "experts" were unprepared to answer certain questions. For example, on the CMP call, Integra asked whether, with MTG via QPortal, a CLEC will have to log out of the repair module to view a DLR, validate a CFA, or obtain demark information. Given that Qwest has represented that MTG will have at least the same functionality as CEMR/MEDIACC, the Qwest experts should have been able to answer immediately that, no, a CLEC would not have to log out for these tasks, because they do not have to log out to perform them today with CEMR. Qwest's failure to provide this response causes concern. When Qwest is able to answer questions, Qwest should provide detailed written materials in advance of a CMP meeting at which Qwest's QPortal experts will be prepared to answer questions. At a minimum, Qwest's QPortal expert should give a detailed presentation (with written materials provided in advance to allow CLEC preparation) describing the QPortal Platform, the "CEMR functionality" to be implemented in the new system MTG, how and when CEMR functionality will be added to QPortal/MTG, and when CEMR/MEDIACC will be replaced</p>	<p>The CEMR GUI will continue to be used and an interface will be established to MTG.</p>	<p>date. See Part B (Separate Matrix). Who will use CEMR? Will any or all CenturyLink entities use CEMR? In the next row, Qwest says that CEMR will be used "for the full time period required by the settlement agreements." Will MTG be used after that? If not, what will be used? Currently, Qwest attempts to distinguish CEMR from MEDIACC by claiming that MEDIACC is unstable, obsolete, and/or risky whereas CEMR is not or is no longer. Qwest's 5/20/11 statements that the Oracle database and operating system are not supported by the vendor, however, are contrary to Qwest's recent position. On pages 20-21 of Qwest's 7/1/11 matrix, Qwest states: "Running unsupported software</p>

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<p>available generally as to functionality and technical specifications. If information is available for this reason, please provide it.</p>	<p>QPortal is branded as QControl, and that is the name the system is known by for Qwest national customers.</p> <p>Qwest can provide the student guide for QControl to customers if they would like to see it. However, the functionality described in the QControl student guide only describes functionality in existence today, and does not yet include functionality for the replacement systems. Therefore, the QControl student guide would be an example of how the current</p>	<p>with the new system. A written comment cycle should be established afterward so that CLECs have a fair opportunity to comment on the information provided by Qwest's QPortal expert and for Qwest to respond.</p> <p><i>Second bullet:</i> Is Qwest saying that it developed QPortal and/or QControl? If not, please identify the vendor/owner/manufacturer (all, if different). Is QControl the name that the new system will be known to Qwest CLEC customers? If not, is "MTG" the equivalent branding for CLEC customers as "QControl" for national customers?</p> <p><i>Third bullet:</i> Please promptly provide the student guide for QControl. Qwest refers to an improved CEMR/MEDIACC release, but Qwest has not yet demonstrated the replacement system will be an improvement. The preliminary timeline provided in the February CMP meeting (and revised in March) is inadequate. See Row 2(c), second bullet.</p>		<p>on new hardware does not eliminate the risk. Our focus is on eliminating the risk of using unsupported software." A database and an operating system are not hardware and, per Qwest's statements regarding Vertel, the software used by CEMR, as well as MEDIACC, is not supported. Per Qwest's 7/1/11 statement, running new hardware does not eliminate the risk of using unsupported software. Per Qwest's 5/20/11 information, CEMR uses unsupported software. Therefore, applying Qwest's current logic, the risk has not been eliminated for CEMR. If there is a risk associated with unsupported software for CEMR, why hasn't the company notified regulators that it may not be able to meet its service quality merger commitments and</p>	

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		<p>system works, but would not represent any functionality for the improved CEMR/MEDIACC release at this time. Documentation and training will be provided according to the preliminary timeline provided in the presentation at the February CMP meeting, and it is posted as part of this response to comments.</p> <p>QControl is a web based system that can be accessed by any system that supports IE 7.0 or higher, or Firefox 3.5 or higher.</p>	<p><i>Fourth bullet:</i> See comment/question re. first bullet.</p>		<p>asked for procedures to address this problem uniformly for all? Integra has been raising the need to use the merger agreement procedures in CMP since at least January 5, 2011 – six months. Qwest could be six months into that process if it had acted promptly. See Part C (separate matrix)</p>
10	<p>c. Qwest first initiated its Change Request (CR) in 2008, and it was five months into the process before Qwest deferred its CR. Qwest said in CMP that the reason more information is not available at this point, even though Qwest was five months into</p>	<p>As discussed in the February CMP meeting, the prior solution was to build from scratch a replacement system, which was determined to be time consuming and costly. The new approach is to add existing CEMR/MEDIACC</p>	<p><i>First bullet:</i> Although Qwest refers to QPortal as an “existing” system, QPortal is not the existing system used for CLEC repair purposes. The existing system is CEMR/MEDIACC. Qwest is using “existing” to mean a platform that Qwest is familiar with due to Qwest’s use of the platform for other purposes. Qwest admitted on the March 16, 2011 that MTG is a new system, which Qwest happens</p>	<p>The CEMR GUI will continue to be used and an interface will be established to MTG.</p> <p>The QPortal Platform is no longer a part of the MTG development project.</p> <p>The CEMR application, with no loss of functionality or wholesale performance, will</p>	<p>Establishing an interface to MTG means Qwest will integrate a legacy Qwest OSS (CEMR) with a new system (MTG). Qwest cannot “integrate Qwest systems,” however, without first establishing and filing a detailed transition plan</p>

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			<p>vi. Does the "newer database" include both Qwest and CenturyLink data?</p>	<p>vi. MTG will include legacy Qwest data. We have made no definitive decision to include legacy CenturyLink data.</p>	<p>MEDIACC to MTG, will any of that customer's data be moved/converted to/integrated with MTG? Will Qwest (a) use two systems for that customer, creating a new one for their data and keeping the historical data in the old system (which Qwest says is unstable); or (b) integrate the historical data (from MEDIACC) with the data (in the new system, MTG)?</p> <p>vi. Characterizing a decision as not "definitive" does not change the fact that a decision has been made. CenturyLink told Integra on May 4, 2011 that a decision had been made. CenturyLink is backing away from this because of what it means for its legal arguments and not because a decision has not been made.</p>
				<p>vii. Please see our</p>	<p>vii. See above Rows</p>

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14	<p>g. What is Qwest's plan to ensure that data integrity is maintained?</p>	<p>Qwest will test this enhanced system to ensure data integrity, prior to implementation, and CLECs will have the opportunity to run in parallel, per the requirements of the CMP process, to ensure data integrity has been maintained in the transition.</p>	<p>Qwest's short answer, with no details, provides no comfort that data integrity will be maintained. Qwest argued in the merger proceedings that CMP procedures alone were sufficient; CLECs opposed that position; and, to resolve this issue, Qwest agreed to the merger settlement terms, which require steps in addition to CMP compliance to replace or integrate any legacy Qwest OSS. Qwest is arguing its previous CMP-only position while omitting any reference to the procedures in paragraph 12 and subparts of the Qwest-Integra merger settlement agreement. (See Rows 1(f) and 2(f) above.) The deal that was struck was that participating CLECs would have a say in the replacement or retirement of legacy Qwest OSS and that replacement/retirement would not proceed without that say, including a majority vote in CMP. The merger agreement procedures are supposed to help ensure that data integrity is maintained. See also Row 2(e).</p>	<p>The eventual retirement of MEDIACC will be done according to the requirements agreed to in the merger settlement agreements. While Qwest and Integra may still disagree whether the initial installation and use of MTG is implicated in those merger settlements, Qwest will comply with the applicable commitments during any retirement process for MEDIACC.</p> <p>In addition, Qwest will continue to strive to share as much information as practical with CLECs in order to ensure that all parties understand the impacts and that data integrity will be maintained.</p>	<p>Integra, PAETEC, tw telecom, POPP, TDSM, and Velocity disagree, as illustrated by the complaints filed with the PUCs in CO, MN, and WA (docket numbers provided above). Qwest's response is repeated from its earlier Row. See Response in earlier Row. CLEC's request is ongoing.</p> <p>It is not enough for CLECs to "understand the impacts." CLECs are entitled to have meaningful input and an ability to affect the result, including a vote <i>before</i> MTG implementation. Qwest has not shared as much information as it needs to share.</p>
15	<p>h. Does Qwest have contingency plans in the event Qwest encounters any significant problem with the planned</p>	<p>CEMR/MEDIACC and the improved system will be running in parallel until the improved system has been validated.</p>	<p>Qwest refers to an "improved" system, but Qwest has not provided any support indicating the new system will be an improvement. Qwest also fails to define "validated." Qwest's contingency</p>	<p>By maintaining MEDIACC in parallel with MTG, Qwest believes it is ensuring that a contingency exists.</p>	<p>Qwest said in the June monthly CMP meeting that MTG "it is not a fail safe. . . . For any other internal or external customers that</p>

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	transition to MTG and, if so, what are they?		plan is limited solely to running CEMR/MEDIACC and the new system at the same time, though Qwest has not committed to doing so for the entire OSS time period identified in the merger settlement agreements. If that is incorrect, please provide the correct information.		want to test or use the system, they can." The alleged contingency plan is an effort to force CLECs to build and/or move earlier than the merger OSS moratorium period, because MEDIACC users won't have the ability to move to the new system without first doing the re-coding and other work on their side that would allow them to use the new system. Also, the question CLEC asked was about a problem during the transition to MTG, which remains unanswered.
16	i. Please describe all testing of MTG that Qwest anticipates will occur and indicate when that testing will occur. It was unclear, but there was some	As mentioned in the CMP meeting, requirements were just completed in mid-February, and the system design phase of the project started this		As discussed above, Qwest's commitments under the merger settlement agreements will be kept with respect to the eventual retirement of MEDIACC.	CLECs disagree, as indicated above and in the CO, MN, and WA complaints.
	i. Please describe all testing of MTG that Qwest anticipates will occur and indicate when that testing will occur. It was unclear, but there was some	As mentioned in the CMP meeting, requirements were just completed in mid-February, and the system design phase of the project started this	First bullet: Qwest is allowing itself the time it needs without accommodating CLECs' needs. A month is too short, for example. (See Row 2(c), second bullet.) Under Qwest's revised (March) timeframe, Qwest still plans to	As required by CMP in Section 11.0, Qwest will be scheduling joint planning sessions to determine: • Connectivity (required)	Qwest omits the additional steps required before MTG implementation by the merger settlement agreements and orders.

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		The preliminary timeline is on slide 4.	needs to fully address the questions identified in Section 4 below.		
3.	Functionality of New System (MTG) After Implementation. We need a detailed understanding of the relative functionality of MTG to CEMR/MEDIACC. If Qwest believes that MTG is a more favorable system, then Qwest should provide specific information to persuade CLECs of the reasons to move to MTG at this time.				
21	a. Qwest described different functionalities for the existing (CEMR/MEDIACC) and proposed replacement (MTG) repair interface systems. (PP, pp. 5-10.) Although Qwest said that no functionality will be lost, Qwest needs to provide detailed information in advance to verify that is the case. Learning after the fact that functionality has been lost is too late.	The requirements for the improved system have derived from the existing CEMR/MEDIACC functionality. The system will be evaluated via formal testing against these requirements.	Qwest's two-sentence reply does not constitute the requested "detailed information." Qwest's response is in the past tense ("I have derived"). If they have been derived, then Qwest should be able to provide them. As indicated in Row 2(b) (first bullet), Qwest should have been able to answer questions about functionality of the new system, based on functionality of the existing system, during the March 16, 2011 CMP meeting, but Qwest could not answer those questions.	Qwest confirms that the existing functionality in MEDIACC will be included in MTG as discussed on the February 16, 2011 CMP meeting and subsequent meetings. The planned design reviews will allow CLEC SMEs to review and understand the anned functionality of MTG and compare it with existing MEDIACC functionality to evaluate and confirm that no functionality will be lost.	Qwest has made a number of conflicting statements. Qwest needs to provide data and details. Qwest has been promising details for a long time. It is very close to December 12, 2011 to have so little verifiable information.
22	b. When describing the products that the GUI (CEMR) supports currently, the Qwest presentation includes only POTS, Voicemail and Broadband and does not include designed services. (PP, p. 6.) Please confirm that MTG	All functions for design services that exist in the current CEMR/MEDIACC system will be included in the improved system. Designed Services will be included, and are detailed in slide 7 of the presentation posted	Qwest refers to the new system as "improved," but Qwest has not demonstrated that the new system will be equal or improved. Qwest did not go over a revised presentation at the March 16, 2011 CMP meeting. On slide 7 of its posted March presentation, Qwest identifies functions that exist with CEMR and that Qwest indicates will exist with MTG, but Qwest	CLECs will have the option to use CEMR with MEDIACC or MTG. See Qwest Response to Row 3.a above. The CEMR GUI is staying in place. All of the functionality currently	It is not a true "option" if CEMR and/or MEDIACC are unstable, obsolete, or risky. Either they are stable, and all carriers including Qwest may stay on them, or they are not and Qwest needs to take the regulatory steps needed.

#	INTEGRA 2/20/11	QWEST 3/10/11	INTEGRA REPLY 3/18/11	QWEST 5/20/11 & 7/01/11	CLEC 7/18/11
	<p>GUI will allow repair ticket submission for all CLEC products and services, including the services that Qwest refers to as "design" services.</p>	<p>associated with this response. This information was inadvertently omitted in the February CMP meeting copy of the presentation.</p>	<p>calls the latter "improvements." Qwest does not explain how maintaining a functionality by imposing the time and expense of changing systems upon CLECs is an "improvement."</p>	<p>present in CEMR will be present when MTG is implemented. The CEMR GUI is the system that has been upgraded as noted previously. Qwest is still concerned about the stability of MEDIACC.</p> <p>MTG and MEDIACC will both be in operation for some time as per the MTG Timeline issued on June 15, 2011.</p>	<p>to obtain a modified process that accommodates everyone's concerns.</p> <p>See above Rows, Row 54 of Part B, and Part C, separate matrix.</p>
23	<p>c. For each function listed in the Qwest CEMR User Guide, provide a status on whether MTG will have the function upon implementation and whether there are any changes to the manner and timing in which the CLEC performs the function or receives information. For example, under the section Prevalidation in the CEMR User Guide, there is a function titled "Viewing Facility Information." Compare CEMR to MTG as to this</p>	<p>The requirements for the improved system have derived from the existing CEMR/MEDIACC functionality. While the look and feel of the improved GUI may be slightly varied from CEMR, existing query capabilities will be maintained. The presentation provided in the February CMP meeting describes the functionality that will be provided. It is posted as part of this response to comments.</p>	<p>CLEC is concerned about Qwest's statement that the "look and feel" of MTG may be different from CEMR. CLEC does not agree to these difference(s). As the debate about functionality in the merger dockets show, CLECs and the Joint Applicants have different views as to functionality, and what Qwest and CenturyLink have said is the same functionality is not always in CLECs' view the same functionality. CLEC does not agree that the types of changes that Qwest is describing are "slight" variations.</p> <p>Qwest did not answer the questions posed by Integra. The answers to these specific questions are not in the February presentation (or the revised March version). Integra's requests for responses from Qwest</p>	<p>In response to all of the bulleted questions, to be clear, the CEMR GUI is staying in place. All of the functionality currently present in CEMR will be present when MTG is implemented.</p>	<p>See Row 9 above and Part C. separate matrix.</p>

#	INTEGRA 2/20/11	QWEST 3/10/11	INTEGRA REPLY 3/18/11	QWEST 5/20/11 & 7/01/11	CLEC 7/18/11
	<p>associated with the planned implementation and timeline for MTG in regard to the Merger Settlement Agreement executed by Qwest, CenturyLink and Integra should be referred to the Qwest or CenturyLink Legal Departments. Therefore, Integra contacted the Qwest and CenturyLink legal folks with questions and looks forward to their response.</p>		<p>CenturyLink has answered them. Integra's requests are ongoing. The company has to address each OSS and wholesale quality paragraph of the merger settlement agreement and when and how the company will comply with each provision with respect to repair OSS (CEMR/MEDIACC/MTG). If Qwest believes any questions are outside the scope of CMP, then someone else at Qwest and CenturyLink as to answer them. Please respond.</p>	<p>respect to the eventual retirement of MEDIACC. Qwest continues to disagree that the installation and use of MTG internally within Qwest raises any issues regarding the merger settlement agreements.</p>	<p>the PUCs in CO, MN, and WA (docket numbers provided above).</p>
27	<p>b. CLECs using CEMR/MEDIACC need detailed information, and CMP allows a forum for Qwest to provide that information at a detailed level with operational personnel who participate in CMP. These issues are important for Integra, and not having received sufficient information in CMP to date, Integra has also separately contacted</p>	<p>A preliminary timeline of the project and availability of documentation and training are provided in the presentation provided at the February CMP meeting and has also been posted as part of this response to comments.</p> <ul style="list-style-type: none"> If there are specific questions that Integra would like to state, please forward them. Answers will be 	<p><i>First bullet:</i> The preliminary timeline is inadequate. See Row 2(c), second bullet. Qwest needs to be forthcoming with more information and work in a more collaborative manner, if the proposed changes are to move forward, which they cannot do as proposed by Qwest, per the merger settlement agreements (see, e.g., Rows 1f and 2f above).</p> <p><i>Second bullet:</i> Integra has already forward specific questions, but as indicated in the other Rows in this column, Qwest has not answered them completely and in some cases not at all. The preliminary timeline is inadequate. Qwest cannot</p>	<p>Qwest will continue to provide information to CLECs as soon as is practical and continues to view this process as a collaborative process that seeks CLEC input for consideration and potential implementation. Qwest will answer any questions once it has the information necessary with which to answer the question.</p>	<p>CLECs disagree that Qwest is working in a collaborative manner and that Qwest is seeking CLEC input. Qwest is ignoring CLEC input and moving forward over CLEC objection.</p>

#	INTEGRA 2/20/11	QWEST 3/10/11	INTEGRA REPLY 3/18/11	QWEST 5/20/11 & 7/01/11	CLEC 7/18/11
		<p>Qwest reserves the right under CMP requirements to request an earlier retirement in the event all users have migrated off the old application.</p>	<p><i>replacement interface</i> by CLECs to help assure that the replacement interface provides the level of wholesale service quality provided by Qwest prior to the Closing Date.” There is no exception such as if CLECs have migrated off of a particular system earlier. According to its statement in Row 2(i), Qwest has been reviewing this issue since 2008, but Qwest requested and received no exception to paragraph 12 before Qwest executed the merger settlement agreement. Per Paragraph 12, Qwest must continue to use and offer, and can never retire or replace, CEMR and MEDIACC if Qwest does not comply with the commission-approved merger agreement procedures. Therefore, Qwest needs to answer Integra’s repeated question as to the timing of when Qwest will take each step outlined in paragraph 12. Integra needs this information to plan for its own business needs.</p> <p><i>Second bullet (last sentence):</i> Qwest does not have the right it claims to be reserving. Qwest’s commitments in the merger agreements include but also add to CMP requirements. There is a saying about seeking forgiveness</p>	<p>Under Section 9.1.1 and 9.2.1, Qwest continues to reserve the right under CMP to request an earlier retirement of any application in the event all users have migrated off the old</p>	<p>Qwest does not have this right under the merger agreements. That Qwest is anticipating a scenario</p>

#	INTEGRA 2/20/11	QWEST 3/10/11	INTEGRA REPLY 3/18/11	QWEST 5/20/11 & 7/01/11	CLEC 7/18/11
	<p>Once the improved system becomes available and is proven in testing with CLECS to provide full functionality, Qwest will measure PID/PAP performance based upon the new improved system.</p>	<p>rather than permission. That is not an acceptable approach here. These issues need to be dealt with in advance and not after the fact. In fact, CLECs believe they <i>have</i> been dealt with, via the merger settlement agreements, and Qwest still has not explained why it is acting as though that is not the case. (See Section 4.) Qwest also fails to explain how implementing a new, replacement system and migrating all CLECs to that system is anything other than retiring and replacing the old system, except as a matter of semantics to avoid certain obligations.</p> <p><i>Third bullet:</i> Qwest refers to an “improved” system, but Qwest has not yet demonstrated that the new system will be an improvement. Qwest refers to “testing.” Qwest should perform parallel testing (old versus new) and compare the two. That way, CLECs will not have to wait until it is too late to learn whether the system replacement adversely affects wholesale performance. Will the testing conform to the requirements of paragraph 12 and subparts of the Qwest-Integra merger settlement agreement, as well as any longer timeframes or additional requirements in other merger</p>	<p>application.</p> <p>The CEMR GUI is staying in place. All of the functionality currently present in CEMR will be implemented. The CEMR GUI is the system that has been upgraded as noted previously. Qwest is still concerned about the stability of MEDIACC.</p> <p>Qwest/CenturyLink intends to abide by the merger agreements.</p> <p>Please see the timeline issued on the June 15, 2011 CMP</p>	<p>when all users would have moved off the legacy Qwest OSS before the end of the OSS moratorium period highlights that Qwest is not complying with its merger commitments and is not acting consistently with its pre-merger representations to regulators.</p> <p>See Row 9 above and Part C, separate matrix.</p> <p>CLECs disagree, as indicated above.</p> <p>See Row 6 above.</p>	

#	INTEGRA 2/20/11	QWEST 3/10/11	INTEGRA REPLY 3/18/11	QWEST 5/20/11 & 7/01/11	CLEC 7/18/11
			<p>replacement with MTG. A minor wording change, after the fact (not until March 7, 2011), to the existing CR to delete the references to replacing MEDIACC is inadequate. It remains the case that Qwest intends to replace CEMR and MEDIACC with MTG, and Qwest's belated wording change does not change that reality.</p>		
31	<p>c. If Qwest intends to implement MTG, submit a new CR that contains a better, more detailed description.</p>	<p>Qwest will continue to provide additional information in the description of the CR for MTG as it becomes available throughout the project. Qwest does not intend to withdraw or re-submit a new CR.</p>	<p>Integra disagrees, and its request for Qwest to withdraw this CR is ongoing. See previous Row. Qwest should wait until it is prepared to provide detailed information before it proceeds with submitting a new CR. Qwest also needs to address the questions in Section 4 before it may proceed.</p>	<p>The current CR SCR121608-02 will continue to be used to support the implementation of MTG.</p>	<p>CLEC disagrees. In the February monthly CMP meeting, Qwest said it was taking a "completely different approach" with QPortal/QControl for MTG. In mid-June, Qwest said it is now no longer taking that approach but has been unclear about what it is doing. Qwest is making major shifts in its approach without submitting a new CR and without adjusting the timeline accordingly.</p>
32	<p>See Part B, separate matrix</p>	<p>See Part B, separate matrix</p>	<p>See Part B, separate matrix</p>	<p>See Part B, separate matrix</p>	<p>See Part B, separate matrix</p>
81					
82	<p>See Part C, separate matrix</p>	<p>See Part C, separate matrix</p>	<p>See Part C, separate matrix</p>	<p>See Part C, separate matrix</p>	<p>See Part C, separate matrix</p>
88					

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>technical discussions based on a collaboratively-developed timeline and approach. The type of call that we are describing would be a better use for that time slot on June 8th. It would have to be a preliminary call, given that the company is required via its merger commitments to file its proposed plan with regulators and CLECs are allowed to comment there, but perhaps some idea could be gained of what may or may not be acceptable to CLECs for proposal to regulators.</p>	<p>7/1/11</p>	
	<p>May 26, 2011 - Qwest 7/1/11 Heading: "5/26/11 additional email from Kim Isaacs - Integra The following questions were received from Integra following the distribution of notification SYST.MEDI.05.20.11.F.09159.Followup_Resp_Comments_MTG which provided the partial response on MIG Vendor issues."</p>		
38	<p>CLEC Note: Integra's email followed the May 18, 2011 CMP call, on which Qwest committed to provide information by May 25, 2011, but Qwest had not done so by May 26, 2011 (the date of this email). (On May 27, 2011, Qwest said that the delay was due to "compiling the example transactions and necessary documentation and getting legal approval.")</p> <p>S/26/11: . . .Also, before the merger, Qwest had directed certain questions to CenturyLink. Now that the merger is completed, we anticipate that you will respond in CMP, perhaps when you respond to the remainder of the matrix, if not earlier; for example:</p> <p>Matrix, Row 2(): "Integra understands that Embarq's repair system (WebRSS) cannot be used after the billing integration and that</p>	<p>Questions about Embarq and other CenturyLink's legacy systems are not relevant to this CR discussion.</p>	<p>Qwest's refusal to answer the questions raises the question of why Qwest would refuse. The refusal prevents carriers from gaining a full picture of the OSS situation and what factors CenturyLink is considering and from forming their own opinions as to potential impacts and relevancy. Qwest does not respond to all of the 2/20/11 questions:</p> <p>i. Is the merged company moving to MTG? If not, will CLECs have to move to MTG and move again? . . . If it is the case, please explain why the Merged Company is nonetheless already proceeding with MTG implementation at everyone's time and expense before the Merged</p>

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>CenturyLink's other entities basically use manual processes (calling in repairs by phone). Please confirm if that understanding is incorrect, and if incorrect, please let us know what repair systems are used by the merging entities."</p> <p>5/3/11 email: "Is the merged company moving to MTG? If not, will CLECs have to move to MTG and move again? You did not answer the latter question. Your email states that 'CenturyLink continues to evaluate MTG as a potential replacement solution for systems currently used by all CenturyLink affiliates.' 'All' affiliates includes Qwest Corporation. It appears that, including in Qwest territory, you are saying that CLECs may have to move to MTG and move again. Please confirm if that is the case. If it is the case, please explain why the Merged Company is nonetheless already proceeding with MTG implementation at everyone's time and expense before the Merged Company even decides upon a plan for how it intends to proceed."</p>	<p>7/1/11</p> <p>This project has nothing to do with merger integration. The timing of the replacement will be consistent with Qwest/CenturyLink's merger commitments as per the schedule that was published on June 15, 2011.</p>	<p><i>Company even decides upon a plan for how it intends to proceed.</i></p> <p>Now that CenturyLink is backing away from saying it has decided to use MTG (see Part A, Row 12), if it were true that a decision had not been made, then there would remain the problem of CLECs being asked to move to MTG and then move again. Please respond to the above questions.</p> <p>ii. Integra understands that Embark's repair system (WebRSS) cannot be used after the billing integration and that CenturyLink's other entities basically use manual processes (calling in repairs by phone). <i>Please confirm if that understanding is incorrect, and if incorrect, please let us know what repair systems are used by the merging entities.</i></p> <p>Can WebRSS be used going forward? Please respond.</p> <p>Qwest limits integration to "merger integration," but paragraph 12 applies whenever you "integrate Qwest systems." Qwest's timing is inconsistent with the merger agreement. (Part A, Row 6.) Qwest says that questions about Embark and CenturyLink legacy systems are irrelevant. This statement is inconsistent with Qwest's suggestion that the company has not made a final decision yet. In pre-merger testimony, Qwest and CenturyLink indicated that they would not be creating new systems, meaning that one of the legacy systems would be used. CLECs need to know what those systems are, whether</p>

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
			CenturyLink is considering their use; and if so their functionality; ² and if not why not? (e.g., does it relate to a billing integration or other system issue)? The merger procedures must occur before the replacement system (MTG) is implemented, not after.
39	Regarding the information that Qwest provided on Friday via CMP notice, which referenced an updated partial matrix, please address the following questions regarding that information: The Letter for Sybase which seems to be Qwest's basis for claiming a potential system failure is dated June of 2000 – more than ten years ago. If this is a problem, why did Qwest decide to wait 11 years to make a change? What about a ten-year-old problem makes this urgent now? Or, is this not the basis for Qwest's request for early implementation? Is the cause of the proposed timeline the Merged Company's plans to use MTG?	See Part C	See Part C, Vendor Information Matrix
40	In the Oracle information provided, we don't find support for Qwest's request. Please point more specifically to it, if there is something we missed. In any event, the information provided seems to suggest that Qwest is covered until at least 2013. If that	See Part C	See Part C

² See, e.g., A Guide to Embarq Online Wholesale Repair System, available at: <http://embarq.centurylink.com/wholesale/docs/webrs.app.pdf> (“For special access circuits or switched access circuits, customers continue to call 888-883-1484 to report trouble.”), cited in Joint CLEC (Gates/QSI) Responsive Testimony, WUTC Docket No. UT-100820 (Sept. 27, 2010), p. 60 (“CLECs can submit trouble tickets for special access circuits through Qwest’s CEMIR, which is not permitted through CenturyLink’s WebRRS”).

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>than it answers. We remain concerned that Qwest is going ahead with its repair system project despite CLEC objections and merger Orders. Your reference to "further minimize[ing] the impact of this project on customers" heightens our concerns. While at least Qwest finally recognizes that this project is impacting the Company's customers, your statement suggests that it is sufficient to "minimize" the impact, suggesting some impact is ok. It is not ok. If the Company were complying with the merger conditions and Orders, there would be no project and no impact or potential impact to customers, retail or wholesale. Our objections, and our request that you cease such activity and withdraw the pending CR relating to CEMR/MEDIA/ACC/MTG, are ongoing.</p>	<p>7/1/11 noted.</p>	<p>reference to "further minimize[ing] the impact of this project on customers" heightens our concerns, and Qwest has not mitigated those concerns.</p>
44	<p>We object to Qwest making changes "behind the scenes" without advance notice and opportunity to comment for CLECs. Whereas CenturyLink may have had a policy of not disclosing hardware or other upgrades that it unilaterally determines do not affect CLECs operationally, Qwest Corporation and thus</p>	<p>Qwest notifies CLECs of scheduled maintenance activity consistent with the requirements of CMP.</p>	<p>With respect to systems,³ Qwest must notify CLECs of changes to retail and back-end systems that may affect CLECs. In CMP Re-Design, CLECs raised concerns about ILEC changes to retail and back-end systems that may affect CLECs. (See, e.g., August 14-16, 2001 Re-design meeting minutes.⁴) In response, Qwest said that "CLECs will be notified on Retail driven changes that impact CLEC interfaces." (See <i>id.</i>) Additionally, in</p>

³ Qwest's failure to properly notify CLECs of scheduled maintenance activity is one of the issues in the Minnesota 1066 UNE Provisioning and Marketing Practices docket.

⁴ These minutes were attached as Exhibit TG-18 to the merger Arizona Rebuttal Testimony of Joint CLECs (Mr. Gates/QSI) (Nov. 10, 2010).

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>the Merged Company in legacy Qwest territory has an obligation to follow CMP and ICA procedures for changes, including back-end changes, that <u>may</u> affect customers, whether the changes ultimately operationally affect CLECs or not. While you may not expect an adverse impact, things happen. If an unexpected adverse impact occurs, the CLEC is left with an outage or other problem and no explanation or ability to prepare for it. Also, in this case, there is the added issue of whether the Company should be making the changes at all, given the merger conditions and Orders. As we have stated before, it is insufficient to seek forgiveness rather than permission. Although you refer to "open communication," it is not open communication to deliver minimal information after-the-fact, when disclosure and discussion before-the-fact is required.</p>	<p>7/1/11</p>	<p>response to CLECs' concerns about back-end system and other changes that may affect CLECs, their system capabilities, and CLECs' customers, the following footnote was added to every page of the CMP Document: "Throughout this document, OSS Interfaces are defined as existing or new gateways (including application-to-application interfaces and Graphical User Interfaces), <u>connectivity and system functions that support or affect</u> the pre-order, order, provisioning, <u>maintenance and repair</u>, and billing capabilities for local services (local exchange services) provided by CLECs to their end users." The CMP was re-designed as part of the 271 process and Qwest may not, consistent with its 271 obligations, backslide in this regard.</p> <p>This shows that Qwest's statement in other Rows of its matrix that "Qwest is not required by the CMP to notify CLECs of non CLEC facing system changes" is inaccurate. That Qwest denies this obligation shows that Qwest does not intend to comply with it. In fact, Qwest has already violated it, as shown by the facts in the next two Rows, which illustrate that Qwest made changes, causing outages, without notice in CMP. See also Part A, Row 8.</p>
45	<p>We ask that Qwest/CenturyLink promptly and expressly address not only our pending questions (in the matrix and in the email below, etc.), but also the following questions raised by your email below:</p> <p>Please fully describe the changes (which</p>	<p>Qwest is not required by the CMP to notify CLECs of non CLEC facing system changes.</p> <p>These are key components that were</p>	<p>Regarding Qwest's erroneous claim that Qwest is not required by the CMP to notify CLECs of non CLEC facing system changes, see previous Row. See also Part A, Row 8.</p> <p>Integra asked Qwest to state, for each "upgrade," <i>when</i> "they were made (e.g., when is "recently"?)." The only</p>

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
47	Are any applications/software, including in the back-end, on different hardware now? If so, please describe.	[See Row 44 above] [See Row 45 above]	center, which uses CEMR, and if an outage started during a maintenance window was long enough and affected customers during business hours, CLECs would not be able to use CEMR to report troubles then either. Advance notice to CLECs is required so that CLECs may be prepared if the unexpected occurs, just as Qwest itself knows of the work and potential outage so that it may be prepared. Qwest was fortunate if the outages in this particular instance were not lengthy, but good fortune cannot be relied upon in every case. Per CMP Re-Design and the CMP Document, Qwest must provide notice to CLECs of retail-driven and back-end system changes. See Row 44.
48	Qwest has claimed that the reason for its Change Request to implement MTG was the alleged instability of the existing system. CLECS requested verification of that claim and to date have not received sufficient verifying information to persuade us that this was the case. Qwest admitted in CMP that there were fewer outages last year than there have been in any other year since 2003. Per your email below, you state that the existing system "was recently upgraded to a stable	The CEMR GUI is the system that has been upgraded as noted previously. Qwest is still concerned about the stability of MEDIACC.	[See Row 44 above re. non-CLEC facing changes] [See Row 45 above re. CEMR "upgrades"] Although Qwest claims that CEMR GUI is the system that has been upgraded, the upgrades were, per Qwest, made before Qwest notified CLECs that it was retiring and replacing CEMR (later said to be due to instability) and before Qwest has said on a number of occasions that both CEMR and MEDIACC were unstable or obsolete. (See Row 45 above.) If Qwest is still concerned about the stability of MEDIACC, why did Qwest withdraw the Change Request to retire MEDIACC ⁷ instead of working with CLECs and regulators to work within the merger conditions, or

⁷ http://www.qwest.com/wholesale/cmp/gr/CR_SCR121608-01.htm (status changed to pending withdrawal on May 13, 2011) (see Part A, Row 30).

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
	<p>hardware and software platform.” Now that the only reason provided by the Company for replacing or integrating CEMR/MEDIACC (alleged instability) has been addressed, is the Company going to withdraw its pending CR to implement MTG? If not, why not? If the existing system is stable at this time, why do you desire to replace or integrate it before the end of the merger moratorium period?</p>	<p>Qwest does not intend to withdraw the pending SCR121608-02.</p>	<p>modify them as needed, given that CLECs have been asking this question for at least six months (see Row 35 above)? Why isn't Qwest also concerned about the stability of CEMR given that, per Qwest, CEMR and MEDIACC run on the same unsupported software (see Part C)? Is it because Qwest does not use CEMR itself?</p> <p>Integra, PAETEC, tw telecom, POPP, TDSM, and Velocity disagree with Qwest's decision, as illustrated by the complaints filed with the PUCs in CO, MN, and WA (docket numbers provided above). Even assuming Qwest is going to implement MTG over CLEC objection, what is the hurry to implement on December 12, 2011 (a date which has not changed, despite significant changes in Qwest's approach, see Part A, Row 31)? What is driving the December 12, 2011 date specifically? The vendor information provided by Qwest dates back to 2000-2003 (see Part C), so alleged obsolescence alone is not driving the December date. Given that Qwest has waited this long, why is it suddenly set on the December 2011 date? Please identify all other factors, including factors relating to other CenturyLink plans and entities, that have any impact, direct or indirect, on the desire to implement MTG by the end of this year.</p>
49	<p>Why did the Company make these changes now? Why did the Company choose to not take these steps to make the existing system more stable before? Why did the Company wait until recently to make these “upgrades,” when if there was an instability problem, the Company had these</p>	<p>See prior responses.</p>	<p>Although Qwest refers to its prior responses, its prior responses do not answer the questions asked. They remain unanswered. See also Row 45 above and Part C.</p>

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
51	<p>contain any integrated information? Does the re-write of the application or the database have any relationship to any billing system?</p> <p>Does any aspect of the recent "upgrades" or "MTG B2B application" have any relationship to a billing integration?</p>	No	<p>Qwest and CenturyLink have provided no data to verify this response. The many inconsistencies in their statements to date, as well as their refusal to answer questions (see Row 38 above), create questions about this response. If not a billing integration, then some other factor appears to be as yet undisclosed. If not, there is simply no valid reason why Qwest would not have said during the merger proceedings that it could not apply the moratorium period to repair OSS due to instability or obsolescence and, as with the billing integration, indicated it needed an exception, this time for repair OSS. Instead, after CenturyLink was also on notice of the alleged system instability (see December 20, 2011 AZ testimony quoted in above footnote), both Qwest and CenturyLink reaffirmed their commitment to both "use" and "offer" legacy Qwest OSS, including repair OSS, for a moratorium period and, in fact, agreed to lengthen that period from 24 to 30 months. (See March 3, 2011 Joint CLEC merger settlement agreement.)</p> <p>See Row 38 above.</p>
52	<p>Qwest did not respond to the following from our email below – Please respond: "Also, before the merger, Qwest had directed certain questions to CenturyLink. Now that the merger is completed, we anticipate that you will respond in CMP, perhaps when you respond to the remainder of the matrix, if not earlier: for</p>	See prior response.	

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
		agreements.	elsewhere) that it intends to retire MEDIACC. At that point, MTG is the only application-to-application system for MEDIACC users. MTG is the replacement system. Qwest's conduct violates the merger agreements.
55	Is Qwest going to proceed with moving itself or any carrier(s) to MTG, or any other integration with MTG, before the end of the merger's 30-month moratorium time period? If so, has notice been provided to regulators and, if not, when will it be provided?	Qwest continues to plan on first "moving" itself to the MTG system once it has been internally installed and tested.	Per paragraph 12 of the Integra Agreement as supplemented by the Joint CLEC Agreement, Qwest must "use" the legacy Qwest OSS for 30 months. MTG is not a legacy Qwest OSS. Qwest cannot stop using legacy Qwest OSS (e.g., MEDIACC) for itself during that time period consistent with its merger obligations. Joint CLECs expressly rejected a merger condition of not discontinuing existing systems for a period of time (e.g., the MN DOC settlement) as inadequate to meet their needs, and none of them settled on those terms. The Integra Agreement does not contain the more limited language ("not discontinue") and instead uses broader language ("use and offer") to avoid the very argument that Qwest and CenturyLink are nonetheless now making. The company's position violates the settlement agreements. Qwest may not discriminate in favor of itself, its customers, any of its subsidiaries or its Affiliates. When the company moves itself to MTG early, it will have a reduced incentive to properly maintain and support CEMR/MEDIACC, as it is required to do by the ICAs and the Act. A discriminatory situation arises as a result of this transition since Qwest may provide better service and support for itself with a new system than for the CLECs under the existing system. Because of the merger conditions to which both Qwest and CenturyLink committed, the solution to this problem is <i>not</i> to tell

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
			<p>CLECs that therefore they have the alleged "option" of moving to the new system early. Moving earlier than the agreed-upon moratorium places a burden on CLECs during a time when both companies agreed that burden would not occur. Moving earlier – due to scare tactics that, if CLECs don't move, the system will fail because the company is compelled due to system instability to make changes⁸ – forces a CLEC to expend time and resources now that the merger conditions should have allowed them to do later. It also forces a CLEC to forego settlement terms to which Qwest and CenturyLink very recently committed and from which they have received the benefits of merger approval. Moving earlier would also place all parties to the move in violation of filed and approved agreements and orders, without Qwest first having initiated any notice to, or requested any relief from, regulators. The regulators are entitled to know whether and how their orders are being implemented and complied with.</p> <p>[See Row 34 above re. merger agreements and orders, and "eventual" retirement of MEDIACC.] [See Row 54 above re. "alternative application"] [See Row 54 above re. actions as to an alternative application]</p>
56	<p>So that participants have access to the information, I have enclosed a courtesy copy of the recent joint filing of Integra, PAETEC, and tw in Colorado regarding CEMR/MEDIACC/MIG. The Company's</p>	<p>[See Row 34 above] [See Row 54 above] [See Row 54 above]</p>	

⁸In contrast, pre-merger, CenturyLink assured regulators that the Merged Company can operate both companies' systems indefinitely; that the company is not compelled to do anything quickly; and that "we are not compelled or forced in any way to change any system." OR Hrg. Tr., Docket No. UM1484 (Dec. 16, 2010), Vol. 1, p. 42, lines 4-17 & p. 64, lines 4-10 (Mr. Jones, CenturyLink).

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
	system (WebRSS) cannot be used after the billing integration		
66	10. (a) Does Qwest recognize that its plan to integrate MEDIACC and MTG falls within the merger agreements and orders and therefore falls within the 30-month moratorium on such changes? (b) What is Qwest's proposal, if any, for dealing with the 30-month moratorium? (c) If Qwest is requesting a waiver of that 30-month time period, what is Qwest's reason for the request (given that Qwest has recently indicated that the existing repair system is stable)?	CR #SCR121608-01 to retire MEDIACC was placed in withdrawn status on May 18, 2011. As previously stated, Qwest believes that the process used to implement MTG as an alternative to MEDIACC is entirely consistent with the merger agreements and it will comply with the merger process when MEDIACC is retired and replaced by MTG.	Qwest does not directly answer CLEC's questions. See Part A, Row 5 re. withdrawal of CR. See Row 54 above re. claimed "alternative." Note that, despite Qwest's claims that MTG is optional and the decision to retire MEDIACC has not necessarily been made, Qwest refers definitively to "when" (not "if") "MEDIACC is retired and replaced by MTG." See Part A, Rows 5-6 re. timeline and Qwest's violation of the merger agreements and orders.
67	11. If Qwest implements MTG as its alternative to or replacement for MEDIACC, doesn't this decide now the eventual replacement system for CEMR? In other words, when the merger agreement steps are eventually taken with respect to replacement of CEMR at a later date, will there be any flexibility as to what the replacement system will be or how it will be implemented, given that Qwest will already be using and wedded to MTG (before the end of the 30-month time merger time period)?	The question incorrectly assumes there is a replacement system for CEMR. To the contrary, the CEMR GUI is staying in place as previously indicated. All of the functionality currently present in CEMR will be present when MTG is implemented. Any potential future	Qwest incorrectly assumes that CEMR will continue to interface with MEDIACC, though Qwest has said that, after retirement of MEDIACC if not before, CEMR will interface with MTG. Therefore, the answer to the first question is yes, implementation of MTG before the merger procedures are used does decide now the eventual replacement system for CEMR or at least the eventual replacement system to which CEMR will interface. As to the suggestion in Qwest's answer that CEMR will be replaced, if at all, with something other than MTG, Qwest's conduct to date does not support that claim. Both the CMP and the merger procedures need to be used before implementation of any replacement system.

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
		replacement of CEMR will be designed and implemented in accordance with CMP.	Regarding CEMR, see Row 48 above and Part C.
68	<p>June 14, 2011 - Qwest 7/1/11 Heading: "6/14/11 additional email from Karen Clauson - Integra. The following questions were received from Integra following the CenturyLink email that provided the revised MTG Implementation Timeline."</p> <p>CLEC Note: Integra sent this email and forwarded the revised OSS timeline to Michael Hunsucker, attorney Jeff Nodland, attorney Linda Gardner, Carolyn Hammack, attorney Tim Goodwin, attorney Jason Topp. Qwest's interconnection agreement email address, and Qwest's CMP email address. Integra indicated that "Our objections, and our requests for answers to our previous questions, are ongoing."</p> <p>Enclosed is Qwest's "revised" OSS timeline, which Qwest just distributed via CMP email and posting to the web calendar, after we inquired today as to why Qwest had missed the CMP deadline for distributing these materials. Integra continues to object to your plan. If some respects, the revised timeline increases Integra's concerns about Qwest's and CenturyLink's plans and their lack of regard for the merger commitments and orders.</p> <p>Qwest continues to push full speed ahead with its plans to implement and integrate MTG by the end of this year, as shown in Columns A and B of the enclosed timeline. Per Columns D and E, only long after those steps have been completed will Qwest even begin the merger steps.</p>	<p>See prior responses. When MEDIACC is retired and replaced by MTG, the provisions of the settlement will be followed including any requirements regarding notice, transition plans, engagement of a 3rd party facilitator, testing and voting.</p>	<p>Per paragraph 12 of the Integra Agreement, Qwest must use, as well as offer, MEDIACC for the 30-month moratorium period, after which the procedures in the settlement agreement must be followed before implementation of any replacement system. (See Row 55 above.) Anything less would render the procedures meaningless, as the new system that is supposed to be developed and tested collaboratively will already be in place and in use. If the Merged Company unilaterally implements MTG without notice to regulators and a vote by CLECs, etc., CLECs will likely later be confronted with arguments by the company that MTG is an "existing system" and it would be "costly" to make changes to the manner in which the Merged Company chose to implement MTG. Any needed modifications, and any associated costs, would be unnecessary, however, if the Merged Company followed the steps in the merger agreement before implementing the new system. CLECs obtained the merger conditions in part to avoid being put in such a predicament after the fact.</p>

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>TIMELINE¹² 1. Please define “internal” and “external,” and please explain what is the difference. What is the purpose of “internal” tasks and of “external” tasks? Who does “internal” refer to? Qwest Corporation? And/or other CenturyLink entities? Any other carrier/company?</p>	<p>7/1/11 The “internal” timeline represents the initial implementation of MTG as an alternative. The “external” timeline represents milestones for the replacement and retirement of MEDIACC, consistent with the merger agreement.</p>	<p>Columns A and B of the 6/14/11 timeline are labeled “internal CMP task,” and “internal schedule due date,” and these tasks end with MTG release and deployment on 12/12/11 without first following the merger procedures. Qwest response confirms that, as of 12/12/11, the replacement system (MTG) will have been developed and implemented while CLECs that exercise their rights under the merger agreements will have had no say in the development and implementation of the replacement system. Qwest’s claim that MTG is an alternative and not a replacement system is not accurate. (See, e.g., Part A, Row 22, and Row 54 above.) Columns D and E of the 6/14/11 timeline are labeled “External MTG Implementation Task,” and these tasks end with “Retire Mediacc,” despite the fact that MEDIACC cannot be retired by a date certain, or at all if MTG does not receive sufficient acceptance. Qwest’s response confirms that it intends to implement the replacement system (MTG) without first following the merger procedures. To the extent that Qwest includes merger procedures in the timeline, they are not only too late but also inadequate and inconsistent with the merger agreements and orders. (See Part A, Row 6.)</p>
74	<p>2. There is an “internal” date of 5/2/2011 for “Begin Deployment” and “Begin Migration Planning” but you will not “begin working on draft tech specs” until</p>	<p>Qwest’s MTG timeline indicates “Begin Development” occurs on 5/2/11. Qwest’s MTG</p>	<p>“Begin Development” and “Begin Migration Planning” correspond to a date of 5/2/11 in Column B of the 6/14/11 Qwest timeline. Qwest’s response indicates that it needs no technical specifications for either of these tasks but</p>

¹² Footnote to Enclosure to Integra’s 6/14/11 email: “Integra has objected to Qwest proceeding with its pending CR and requested compliance with the merger agreements and orders. Nothing in this document or in Integra’s participation in CMP waives those objections. By proceeding over CLEC objection, Qwest has placed CLECs in a position of having to expend resources monitoring and commenting on Qwest’s activity, even though Qwest should not be proceeding in this manner.”

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>July 5, 2011. How does the company begin deployment and migration planning without even draft specs to guide deployment and migration planning? Is there anything else being deployed or migrated? What do deployment and migration planning involve, with no tech specs?</p>	<p>7/1/11 timeline indicates "Begin Deployment Process" occurs on 12/10/11. Migration planning is based on current IT design and existing Wholesale business processes assumptions. Tech Specs will be driven by development and migration planning activities.</p>	<p>instead begins both development and migration planning based on "current IT design and existing Wholesale business processes assumptions." Qwest states that "Tech Specs will be driven by development and migration planning activities." Did Qwest mean to insert "Draft" before "Tech Specs" here? Isn't it the case that Qwest has Tech Specs (the current IT design) and that what it says is being driven by development and migration planning activities is the "Draft Tech Specs" to be "published" to CLECs? Publishing Draft Tech Specs to CLECs is an activity external to Qwest, correct?</p>
75	<p>3. There is an "internal" date of 12/102/2011 for "Begin Deployment Process." What is being deployed and for whom? For example, assume no CLECs request the so-called "optional" testing/implementation. In that scenario, which carriers/entities will "begin deployment" on or after December 10, 2011, but before October 2, 1012?</p>	<p>December 12, 2011 is the date for deployment of the initial platform to establish MTG infrastructure for any customer that wishes to use MTG as an alternative to MEDIACC.</p>	<p>Qwest did not answer this question here: "Is there anything else being deployed or migrated?" It appears the answer is no. If the answer is yes, please say so and address what else is being deployed or migrated.</p>
76	<p>4. How can the specifications on September 2, 2011 be "final" but the specifications ten months later, on July 2, 2012, be "draft"? Please explain how Qwest views this work. What makes the later specs only "draft"? Won't much of it already be</p>	<p>The September 2, 2011 date is to finalize specification for initial release. The July 2, 2012 date provides draft specs for final deployment.</p>	<p>Qwest's answer here is non-responsive. In Row 55 above, Qwest admits that, assuming no CLECs request the so-called "optional" testing/implementation, the only carrier/entity to begin deployment on or after December 10, 2011, but before October 2, 1012, is Qwest. In Row 55, Qwest states: "Qwest continues to plan on first 'moving' itself to the MTG system once it has been internally installed and tested." See CLEC's response in Row 55 above.</p>
			<p>Qwest's semantics don't change the reality. The reality is that Qwest is implementing a new system that is not a legacy Qwest OSS without first complying with the merger procedures. Calling release of the new system "initial" does not change the fact that a new system will be released and Qwest will "integrate Qwest systems" for</p>

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
	implemented?		itself without first complying with the merger procedures. Using the term "initial" also does not indicate that Qwest will not later argue that MTG is already in place or that Qwest will not treat MTG as an "existing" system, when it should not exist without first using the merger procedures. See Row 72 above.
77	5.If, after December 12, 2011, changes are required to the replacement interface (MTG) to help assure that the replacement interface provides the level of wholesale service quality provided before the transaction closing date, what process will Qwest require for those changes? Will Qwest require CLECs to submit a change request? Will Qwest bear the cost of these changes?	When MEDIACC is replaced, the settlement process, including acceptance testing and majority vote, will require Qwest/CenturyLink to implement a replacement system that meets CLEC needs or it will not pass. Moreover, as Integra and the other CLECs know, Qwest/CenturyLink desires to encourage CLECs to voluntarily use MTG once it is implemented. In order to do so, MTG must be acceptable to CLECs which Qwest/CenturyLink understands would require it to engage in communication	Qwest is placing the cart before the horse and implementing a replacement system before sufficient acceptance of the replacement system. See Row 68 above. (Re. "when," not "if," see Row 66 above.) CLECs know that Qwest should not be encouraging CLECs to use a replacement system in violation of the merger agreements and orders without Qwest first obtaining regulatory approvals to vary those procedures. See also Part A, Row 6. Qwest's argument assumes there is some process in place before implementation of MTG by which to determine if MTG is "acceptable" to CLECs. If Qwest were complying with the merger agreements, that would be true. But, Qwest is not. Qwest is attempting to force (or scare/intimidate with threats of instability of a system that

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
		<p>and testing processes with CLECs similar to the settlement requirements. This is incentive enough for Qwest/CenturyLink to use a collaborative approach to address concerns as much as possible throughout development, recognizing too that in the end, the CLECs have the ability to veto it under the acceptance testing process if it later becomes the replacement system.</p> <p>No. Change request are not required through development. Qwest will evaluate and collaborate on requested changes consistent with the external implementation schedule and the settlement agreement. Qwest will bear the cost of agreed</p>	<p>only CLECs will be using and not Qwest per Qwest's current plan) CLECs into forgoing their rights under the merger agreement and having to expend resources now to participate in "communication and testing processes" that should not be occurring for 30 months. (Even Qwest describes the processes it is using here as "similar to the settlement requirements," rather than being the settlement requirements.) That Qwest is proceeding with its plan over CLEC objection shows that Qwest/CenturyLink has insufficient incentive to address CLEC concerns.</p> <p>It is insincere of Qwest to state, with respect to MTG: "if it later becomes the replacement system." In CMP, including in its own 7/1/11 matrix, even Qwest refers to MTG as the "replacement system." Although Qwest has given various responses as to the date that Qwest plans to retire MEDIACC and replace it with MTG, there is no question that is Qwest's plan. (See, e.g., references to "eventual" retirement of MEDIACC in 7/1/11 matrix and specific retirement date in Qwest's 6/14/11 timeline.¹³) When combined with Qwest's claims that it is still concerned about the stability of MEDIACC (see, e.g., Row 48 above and Part C), Qwest's suggestion here that somehow Qwest won't be replacing MEDIACC with MTG (making MTG the replacement system) is clearly not factual. Qwest's admission in Row 55 that it plans to move from MEDIACC to MTG first, starting in December, shows that MTG is the replacement system, and it is being implemented this year without first</p>

¹³ See also June 15, 2011 CMP meeting minutes (Tracy Strombotne, Qwest) ("with a plan to retire the system in 2013"), http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
		upon changes to MTG.	following the merger procedures. Qwest indicates that it will bear the cost of "agreed upon" changes to MTG, which indicates that Qwest does not intend to bear the costs of changes desired by CLEC that Qwest unilaterally rejects and implements over CLEC objection (just as Qwest is implementing MTG in December over CLEC objection). Qwest also fails to address, if one CLEC moves to MTG and other CLECs do not and then changes are required, will Qwest bear the cost of the one CLEC having to make changes at that time?
78	6. There is a "Retire Mediacc" external date of 10/7/2013 for "external" tasks, but no "retire Mediacc" task for the "internal" timeline. When is Mediacc replaced by MTG in part or entirely for "internal" users?	MTG and MEDIACC will both be in operation for some time as per the MTG Timeline issued on June 15, 2011.	Qwest's response is not accurate as to Qwest (i.e., "internal" users). MEDIACC is replaced by MTG for Qwest in December of 2011. Per Qwest's response in Row 55, Qwest will not use MEDIACC after it moves to MTG, which it plans to start in December of this year. MEDIACC is replaced by MTG for other CLEC(s) in December of 2011 or as soon after as they move to MTG. Sufficient acceptance of MTG as evidenced by a vote of all participants, however, will not occur until much later per Qwest's June 15, 2011 timeline. See Part A, Row 6. Regarding the continued use of MEDIACC though Qwest claims it is unstable, see Part C and Row 48 above.
79	7. Please explain why the timeframes are so compressed and how the company envisions working collaboratively or taking into account any CLEC input under such short timeframes. Even in 2012, under the "external" tasks, there is only a couple of days between the "walk through" and	Both the "internal" and the "external" schedule are consistent with CMP.	The parties agreed, via the merger settlement agreements, that CMP timelines alone are not enough to accommodate OSS changes made post-merger. CenturyLink's attorney specifically referred to a "freeze" on the wholesale OSS for the two-year period under the Integra Agreement. ¹⁴ Mr. Hunsucker testified regarding the Integra Agreement that this is "a 24-month or a few months <i>longer</i> " time

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

#	CLEC Question	QWEST Response	CLEC Reply July 18, 2011
	<p>"comments due," leaving almost no time to absorb the walk through and comment. Then, there are only four days, until July 24, 2012, before the final tech specs are issued. A time period of four days does not suggest any plan on the Company's part to thoughtfully review, take into account, and possibly adjust its plans before final specs are issued. What is the purpose of commenting, however, if the Company has no plan to take the comments into account?"</p>	<p>7/1/11</p>	<p>period before the company "can retire a system and go to a new system" than the "nine-month process" that otherwise would occur without the settlement agreement.¹⁵ Mr. Hunsucker concluded that condition 12 "goes well beyond the certainty and the status quo that CLECs have to date."¹⁶ In other words, he indicated that condition 12 provides a time period well beyond the CMP process. Additionally, Qwest and CenturyLink promised "cooperation" and "opportunities for CLEC . . . input."¹⁷ Qwest did not respond to CLEC's question: "A time period of four days does not suggest any plan on the Company's part to thoughtfully review, take into account, and possibly adjust its plans before final specs are issued. What is the purpose of commenting, however, if the Company has no plan to take the comments into account?"</p>
80	<p>8. The companies are supposed to work together to develop acceptance criteria for the replacement interface (MTG). We do not find this in the revised timeline. Is this step going to be part of the internal and/or external tasks? When will it occur?</p>	<p>The Acceptance Criteria is developed 8/3/2012 to 9/18/2012.</p> <p>Joint Test Planning Start Joint Test Planning Finish Testing Acceptance Criteria Finalized</p>	<p>CLEC does not agree that the revised timeline indicates dates for development of acceptance criteria. If those dates referred to acceptance criteria development, they would identify that expressly, just as the 9/18/2012 date expressly refers to "Testing Acceptance Criteria Finalized." There are two separate dates for "Joint Test Planning Finish" and "Testing Acceptance Criteria Finalized" and only one, in contrast, for "Joint Test Planning Start." As Qwest also needs to explain how it can identify a specific end date for a process that does not end without mutual agreement.</p>
81	<p>9. The revised timeline does not account for</p>	<p>The revised timeline is</p>	<p>CLEC does not agree with Qwest's characterization of the</p>

¹⁵ WA Hrg. Tr., Dkt. No. UT-100820 (Jan. 6, 2010), Vol. IV, p. 406, line 23 – p. 407, line 3 (emphasis added) (Mr. Hunsucker, CenturyLink).

¹⁶ WA Hrg. Tr., Dkt. No. UT-100820 (Jan. 6, 2010), Vol. IV, p. 407, lines 1-4 (Mr. Hunsucker, CenturyLink).

¹⁷ Joint Petitioners Reply Brief, MN Dkt. No. P-421, et al./PA-10-456 (Dec. 8, 2010), p. 3.

#	CLEC Question	QWEST Response 7/1/11	CLEC Reply July 18, 2011
	<p>all of the merger steps. For example, please address the steps in the Joint CLEC agreement, on pages 2-4 of the enclosed document), such as aggregate transaction data, third party facilitator, <i>etc.</i>, and when each will occur (on the internal and/or external steps).</p>	<p>designed to provide milestones for the retirement of MEDIACC and replacement with MTG and we understand that there is additional details or steps that must be provided. We will work collaboratively to add the steps to the process according to Section 11 of the CMP document and the merger agreements.</p> <p>See Part C, separate matrix</p>	<p>milestones and timeline. The merger steps, including provision of three years of most currently available transaction volume data, use of a third party facilitator, the facilitator's provision of a observe and report function, <i>etc.</i>, need to be part of the timeline before dates can even be estimated. That Qwest omits steps in Columns A and B shows, for example, that Qwest does not intend to comply with merger procedures before implementation and deployment of MTG in December of 2011. That Qwest has not worked collaboratively with CLECs to date and instead is acting over CLEC objections indicates that Qwest will not work collaboratively with CLECs going forward.</p> <p>See Part C, separate matrix</p>
82	See Part C, separate matrix		
88			

**PART C:
VENDOR INFORMATION**

QWEST 7/1/11 NOTE: "In addition to the original Integra questions and Qwest responses, this matrix now includes questions/concerns from multiple emails from Integra: May 23, 2011, May 26, 2011, June 1, 2011, June 9, 2011, June 14, 2011 (from Karen Clauson) and June 14, 2011 (from Bonnie Johnson). These additional questions and the Qwest responses have been added to the bottom of the matrix. The June 7, 2011 questions received from Integra have not been included in this matrix as they were specific to QPortal which is no longer included as part of MTG." On page 1 of Qwest's 7/1/11 matrix, Qwest also copied the contents of Integra's cover email for the 3/18/11 email to CMP in which Integra enclosed the 3/18/11 matrix.

CLEC NOTE: Due to the number of rounds of information and different formats, the document has become unwieldy. CLEC has attempted to organize the information by replying in three Parts: (A) Part A retains the original 31 rows of the 3/18/11 matrix exchanged in CMP and has added two columns, for Qwest's 5/20/11 & 7/1/11 response and CLEC's 5/26/11 & 7/18/11 replies, except information which has been moved as noted; (B) Part B includes the additional questions and responses (primarily questions from emails rather than the 3/18/11 matrix, except information which has been moved as noted); and (C) Part C includes vendor questions and answers. In some cases, formatting has been adjusted (deletion of bullets, spacing, order, etc.) and redundant information cross-referenced for space and readability considerations.

#	QWEST 3/10/11, 5/20/11	CLEC 5/26/11	QWEST 7/1/11	CLEC 7/18/11
1-31	See Part A (separate matrix)	See Part A (separate matrix)	See Part A (separate matrix)	See Part A (separate matrix)
32-81	See Part B (separate matrix)	See Part B (separate matrix)	See Part B (separate matrix)	See Part B (separate matrix)
MEDIACC ELECTRONIC BIDDING (EB) APPLICATION TO APPLICATION (EBB)				
82	"MEDIACC Operating system is HP-UX 10.20, which is not supported by the vendor. . . . The Sybase database runs on Operating system HP-UX-10.20, which is not	"The HP OS document (to which Qwest provided a link) does not discuss the version you are running. We do not find where it says that	"HP-UX-10.20: Please refer to page 3 of 15 on the following link:" ² [5/20/11 – 7/1/11 Matrix, pp. 4-5 & p. 12]	Page 3 of 15 of the referenced document shows that HP-UX 10.20 was discontinued (for purposes of new purchases) as of June of 2002 and was at "End of Support (Obsolescence)" in June of 2003. That was long before Qwest submitted its initial Change Request (CR) in 2008 and before Qwest chose to nonetheless

² See page 3 of 15 at http://h20238.www2.hp.com/hpux11/downloads/public_hp-ux_systems_support.pdf

#	<p>QWEST 3/10/11, 5/20/11 supported by the vendor.” (7/1/11 Matrix, pp. 1-2, bullets 1 & 5 & p. 12)</p> <p>Following hardware/software used to run MEDIACC: . . .</p> <p>HPK460 – For a latter operating system (HP-UX – 11i) there is support until 2013 that does not apply to the HPK460 being used in MEDIACC today because it is riding on the HP-UX 10.20 which is no longer supported. When support date has expired vendor will provide best effort support as needed.</p> <p>[5/20/11 – 7/1/11 Matrix, pp. 4-5]</p> <p>“During the March 16, 2011 CMP meeting, Qwest provided a document titled ‘MTG Vendor Support Information 031511’ in an effort to document that support does not exist. Some of that information</p>	<p>CLEC 5/26/11 there is not sufficient support for Qwest’s current version. If you believe it says that, please point more specifically to where it indicates that.”</p>	<p>QWEST 7/1/11</p>	<p>CLEC 7/18/11 defer its CR in 2009. Given the 2002-2003 information and Qwest’s 2008 CR, this is certainly a situation that Qwest was aware of in 2010 when Qwest and CenturyLink negotiated and signed the Integra Merger Settlement Agreement provision adding at least two years for legacy Qwest OSS; in 2011 when Qwest and CenturyLink in the Joint CLEC Merger Settlement Agreement extended their OSS commitment to thirty months; and in 2011 when both Qwest and CenturyLink induced regulators to approve the merger by representing that the company would have no immediate need or be under any time pressure to make any alterations to Qwest’s OSS and that the company could and would meet its merger commitments.</p> <p>After Qwest initially claimed that CEMR and MEDIACC needed replacing because there was no other solution, Qwest made “updates” that it has since claimed present a solution for CEMR. Qwest has not provided any verifiable facts showing that Qwest has made attempts to find a solution for MEDIACC and that nothing other than implementing MTG (to “eventually” replace MEDIACC) will work.</p> <p>Whatever the solution, it needs to work for all parties and cannot be a solution for Qwest while CLECs are left to exercise their merger agreement rights at their own risk. Qwest</p>
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#	QWEST 3/10/11, 5/20/11	CLEC 5/26/11	QWEST 7/1/11	CLEC 7/18/11
	<p>is repeated below however the full Vendor documents titled 'HP-UX 11i Support Matrix' and the 'ORACLE INFORMATION-DRIVEN SUPPORT' are in PDF format are not repeated here. Those documents will continue to be available on the Wholesale Calendar at...³¹ (5/20/11 - 7/1/11 Matrix, p. 2)</p>			<p>cannot consistent with those agreements move early (see Part B, Row 55). Qwest needs to use MEDIACC for the 30 month period, and cannot move itself or any CLEC to MTG during that moratorium time period, unless there is a solution for all affected parties, including regulators.</p>
83	<p>"MEDIACC hardware is HPK460 which is supported by the vendor at a best effort level." (7/1/11 Matrix, p. 1, bullet 2 & p. 12)</p> <p>Qwest attributed to a "HP Representative" that "HP will support hardware failures as quickly as possible but cannot guarantee that any replacement parts will be available locally and Qwest may have to wait</p>			<p>The HP document¹ provides, for K460, that "support is expected to continue until at least" December 31, 2013.</p> <p>Qwest provided no evidence that a HP Representative made the claimed statement or that the individual's statement, if made, was correct. The statement is contrary to HP's published information, which specifically states that HPK 460 is supported and support is expected to continue until at least the end of 2013. The same page of the HP document states that any final end of support life date is not even determined yet.</p>

¹ <http://wholesalecalendar.qwestbps.com/detail/289/2011-03-16>

⁴ See page 10 of 15 at http://h20338.www2.hp.com/hpux11/downloads/public_hp-ux_systems_support.pdf

#	QWEST 3/10/11, 5/20/11	CLEC 5/26/11	QWEST 7/1/11	CLEC 7/18/11
	extra time while a part is shipped to the Qwest location." ³ (7/1/11 Matrix, p. 12 – 5/20/11 Qwest summary re. vendors)			
84	<p>“The database used by MEDIACC is Sybase 11.5.1, which is not supported by the vendor. The Sybase database runs on HPK460 servers which are supported by the vendor at a best effort level.” (7/1/11 Matrix, pp. 1-2, bullets 3-4)</p> <p>“In regard to Sybase database support, the following link provides the “End of Support Notification for Enterprise Solutions Enterprise Solutions Division products on the eleven series of Sybase Adaptive Server IQ” from June 2001. (5/20/11 - 7/1/11 Matrix, p. 2 – same link as in footnote to next note)</p>	<p>“The Letter for Sybase, which seems to be Qwest’s basis for claiming a potential system failure, is dated June of 2000 – more than ten years ago. If this is a problem, why did Qwest decide to wait 11 years to make a change? What about a ten-year-old problem makes this urgent now? Or, is this not the basis for Qwest’s request for early implementation? Is the cause of the proposed timeline the Merged Company’s plans to use MTG?”</p>	<p>See discussion in the CMP February 2011 System meeting minutes where Ross Rutledge discussed the Typical Electronic Component Failure Rate as a Component of Time.</p>	<p>Qwest is relying on a June 31, 2000 notice that “provides notification of the end of support for certain older versions of Sybase product offerings.” In the year 2000 notice, Sybase said they “strongly recommend that you upgrade to the newer version.” Qwest has provided no reason why it did not follow that recommendation at any point in the eleven years since then. Given the 2000 notification, this is another situation that Qwest was aware of in 2010 when Qwest and CenturyLink negotiated and signed the Integra Merger Settlement Agreement provision adding at least two years for legacy Qwest OSS; in 2011 when Qwest and CenturyLink in the Joint CLEC Merger Settlement Agreement extended their OSS commitment to thirty months; and in 2011 when both Qwest and CenturyLink induced regulators to approve the merger by representing that the company would have no immediate need or be under any time pressure to make any alterations to Qwest’s OSS and that the company could and would meet its merger commitments.</p>

³ Page 11 of Document #4 (“MTG-Integra Partial Matrix Qwest Response.052011”) at http://www.qwest.com/wholesale/cmp/review_archivesystemian1.html

#	QWEST 3/10/11, 5/20/11 [5/20/11 – 7/1/11 Matrix, pp. 4-5] Following hardware/software used to run MEDIACC: Sybase 11.5.1: Please see letter. ⁵	CLEC 5/26/11	QWEST 7/1/11	CLEC 7/18/11
				<p>Qwest does not answer CLEC's 5/26/11 questions. On 7/1/11, Qwest referred to the discussion reflected in the February 2011 CMP meeting minutes to the effect that, the longer the time, the higher the potential risk. If true, that was as true at year five as at year ten, but Qwest did nothing then. Qwest waited until two days after the first filing of the Integra Agreement before, on November 10, 2010, Qwest, via a web posting, indicated that Qwest planned to retire and replace Qwest's legacy OSS for repair (CEMR/MEDIACC) with a new repair system (MTG). Obviously, MEDIACC had not aged sufficiently in two days to significantly change the system's position on the timeline discussed in the February 2011 CMP meeting. Similarly, when compared to the eleven years that Qwest has not acted since the June 2000 Sybase letter, a matter of months would not significantly change the position on that timeline, yet Qwest holds steadfastly to the December 2011 implementation date for MTG.</p>
	CEMR – GRAPHICAL USER INTERFACE (GUI)			
85	<p>The database used by CEMR is Oracle 10.2.0.4, which is not supported by the vendor. The operating system for the Oracle DBMS is Redhat AS 3, which is not supported by</p>	<p>"In the Oracle information provided, we don't find support for Qwest's request. Please point more specifically to it, if there is something we</p>	<p>Oracle is a component of the CEMR platform (not used within MEDIACC). The CEMR GUI is staying in place. All of the functionality</p>	<p>Qwest did not answer Integra's 5/26/11 question as to why Qwest said on 3/10/11 that these are not supported but then provided vendor information on 5/20/11 suggesting they are supported. These types of inconsistencies should be explained. Instead, Qwest appears to suggest that the issue is moot because.</p>

<http://www.svbase.com/detail?id=1008925>

#	<p>QWEST 3/10/11, 5/20/11 the vendor.” (7/1/11 Matrix, p. 2, bullets 6-7)</p> <p>7/1/11 Matrix, pp. 12-13 - 5/20/11 - Oracle information⁶</p>	<p>CLEC 5/26/11 missed. In any event, the information provided seems to suggest that Qwest is covered until at least 2013. If that is not the case, where in the information provided does it show something different?”</p>	<p>QWEST 7/1/11 currently present in CEMR will be present when MTG is implemented. The CEMR GUI is the system that has been upgraded as noted previously.</p>	<p>CLEC 7/18/11 currently, Qwest says that CEMR is staying in place. Based on experience to date, that decision could change at any time.</p> <p>Until recently, Qwest said that both CEMR and MEDIACC were unstable or obsolete.⁷ Currently, Qwest attempts to distinguish CEMR from MEDIACC by claiming that MEDIACC is unstable, obsolete, and/or risky whereas CEMR is not or is no longer. Qwest’s 5/20/11 statements that the Oracle database and operating system are not supported by the vendor, however, are contrary to Qwest’s recent position. On pages 20-21 of Qwest’s 7/1/11 matrix, Qwest states: “Running unsupported software on new hardware does not eliminate the risk. Our focus is on eliminating the risk of using unsupported software.” A database and an operating system are not hardware and, per Qwest’s statement below regarding Vertel, the software used by CEMR, as well as MEDIACC, is not supported. Per Qwest’s 7/1/11 statement, running new hardware does not eliminate the risk of using unsupported software. Per Qwest’s 5/20/11 information, CEMR uses unsupported software. Therefore,</p>
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⁶ Pp. 11-12 of Document #4 (“MTG-Integra Partial Matrix Qwest Response 052011”) at http://www.qwest.com/wholesale/cmp/review_archive/systemplan11.html
⁷ 1/19/11 Qwest presentation (“MEDIACC/CEMR hardware, database and operating systems are at end of life. Qwest needs to replace these systems.”) <http://wholesalecalendar.qwestapps.com/detail/287/2011-01-19>; Mr. Hunsucker AZ Hrg. Tr. Vol. II, p. 338 (12/20/10) (CEMR); Qwest May 2, 2011 email (“CenturyLink continues to have concerns that a catastrophic failure could result with **MEDIACC and CEMR**”). These statements were made after the third quarter 2010 upgrades.

#	QWEST 3/10/11, 5/20/11	CLEC 5/26/11	QWEST 7/1/11	CLEC 7/18/11
				<p>applying Qwest's current logic, the risk has not been eliminated for CEMR.</p> <p>Although Qwest's 7/1/11 response refers to CEMR having been "upgraded," those "upgrades" per Qwest took place in July, August, or September of 2010 (third quarter 2010), and the list of upgrades does not refer to Oracle. (See page 56 of Qwest 7/1/11 matrix; Part B, Row 45.) Qwest does not explain why, given that CEMR upgrades occurred by the end of September 2010, if instability or obsolescence were the real issue, Qwest nonetheless included retirement and replacement of CEMR in its November 10, 2010 OSS changes and why Qwest did not partially⁸ remove CEMR from those planned changes until June of 2011 (per its announcement during the 6/8/11 CMP ad hoc call).</p> <p>Also, Qwest previously said that it takes roughly 9-12 months for a hardware upgrade (and Integra asked Qwest about this statement in Integra's 2/2/11 CMP comments). If it takes 9-12 months for a hardware upgrade, how were the upgrades completed in one three-month quarter?</p>

⁸ CLECs understands from Qwest that, if a CLEC that uses both CEMR and MEDIACC were to move to MTG, Qwest would move both to MTG and not allow the CLEC's CEMR to point to MEDIACC, with only MEDIACC being replaced by MTG. Also, CLEC understands from Qwest that, currently, CEMR points to, or interfaces with, MEDIACC, rather than directly with Qwest's back-end systems. Please let us know if either of these understandings is incorrect.

#	QWEST 3/10/11, 5/20/11	CLEC 5/26/11	QWEST 7/1/11	CLEC 7/18/11
86	<p>The hardware for the Oracle DBMS is an IBM Blade HS20 type 8842 Model 11u, which is supported by the vendor. The CEMR Operating system is Redhat 5.5, which is supported by the vendor. The CEMR hardware is IBM LADE HS21 type 8853 Model L5U, which is supported by the vendor, and HP Blade BL640C G1 which is supported by the vendor." (7/1/11 Matrix, p. 2, bullets 8-10)</p>			<p>Although on 3/10/11 Qwest indicated that the hardware for CEMR is supported by the vendor, Qwest later indicated that hardware upgrades were made to stabilize the system. According to Qwest's 7/1/11 matrix (pages 50-51 and 56), the upgrades were made by the end of September 2010 (third quarter 2010). As discussed above, this leaves unexplained why Qwest took action to retire, implement, and replace CEMR on November 10, 2010 and December 17, 2010 (later said to be due to instability problems), if the upgrades to stabilize the system were completed before then.</p>
BOYI MEDIACC (APPLICATION TO APPLICATION) AND CEMR (GD)				
87	<p>The software used by both systems is CMIP Toolkit: Vertel 2.1.1, which is not supported by the vendor, which is no longer in business. Both CEMR and MEDIACC</p>			<p>Although Qwest first said that Vertel is no longer in business, Vertel's website suggests otherwise.⁹ CLECs have been requesting vendor documentation to verify Qwest's statements for some time, but Qwest provided no documentation for its assertion that support for the current setup will be limited.</p>

⁹ <http://www.vertel.com/>

#	<p>QWEST 3/10/11, 5/20/11 are Qwest developed applications, running on the hardware and operating systems specified above, using the databases specified above, and using the CMIP Toolkit specified above.” (7/1/11 Matrix, p. 2, bullets 11-12)</p> <p>Following hardware/software used to run MEDIACC: ... CMIP Toolkit: Vertel 2.1.1: was acquired by Xelas Software in January of 2004. That acquisition included the software IPR and customer contracts. Vendor has indicated support for current setup will be limited. [5/20/11 - 7/1/11 Matrix, p. 5]</p>	<p>CLEC 5/26/11</p>	<p>QWEST 7/1/11</p>	<p>CLEC 7/18/11</p> <p>If, however, Qwest’s information is correct and both CEMR and MEDIACC are using unsupported software, then Qwest cannot distinguish CEMR from MEDIACC on the grounds that MEDIACC uses unsupported software and CEMR does not. On pages 20-21 of Qwest’s 7/1/11 matrix, Qwest states: “Running unsupported software on new hardware does not eliminate the risk. Our focus is on eliminating the risk of using unsupported software.” Per Qwest, both CEMR and MEDIACC are running on unsupported software, and therefore the risk has not been eliminated for either. The claimed risk or obsolescence does not explain Qwest’s conduct.</p> <p>Both CEMR and MEDIACC currently use CMIP. There are CLEC ICAs specifically referencing CMIP. (See, e.g., PAETEC WA ICA ¶12.2.2.3; ELI WA ICA ¶(H)2.2.2.) Qwest’s new system, MTG, in contrast, will not use CMIP protocol.</p>
88	<p>A review of the information provided to date does not show any real difference in status from at least four years ago. Other than Qwest’s merger with CenturyLink and</p>	<p>See discussion in the CMP February 2011 System meeting minutes where Ross Rutledge discussed the Typical Electronic Component Failure Rate as a Component of Time.</p>	<p>Qwest does not answer CLEC’s 5/26/11 question. The timeline is discussed above. Something else appears to be driving the December 2011 date, and if the company would explain it, then the parties would be better able to address whatever it is.</p>	