

**EXHIBIT CH-1 TO THE  
DIRECT TESTIMONY OF  
CHRISTOPHER HANSEN  
ON BEHALF OF  
MCLEODUSA TELECOMMUNICATIONS SERVICES L.L.C.  
D/B/A PAETEC BUSINESS SERVICES**



September 21, 2011

**VIA ELECTRONIC FILING**

Burl W. Haar  
Minnesota Public Utilities Commission  
350 Metro Square Building  
121 Seventh Place East  
St. Paul, MN 55101-2147

Re: In the Matter of the Joint Petition for Approval of Indirect Transfer of control of Qwest Operating Companies to CenturyLink; Docket No. P-421, et al./PA-10-456

Dear Dr. Haar:

Enclosed for filing in this matter is a proposal that PAETEC has made to Qwest/CenturyLink to address their claims regarding potential failure of the legacy Qwest repair operational support systems (“OSS”), along with related email correspondence.<sup>1</sup> The documents for filing are attached to this letter as Attachment 1.

Qwest/CenturyLink’s claims of a potential OSS failure as the basis for the alleged need to create a new OSS early contradict their sworn testimony before this Commission in the merger proceeding<sup>2</sup> and Qwest’s testimony in the commingling docket,<sup>3</sup> as well as the merger agreement terms.<sup>4</sup> Nevertheless, CLECs are left with the practical problem of protecting themselves and their end user customers<sup>5</sup> from a potential Qwest repair OSS failure, despite the Joint Applicants’ previous assurances and despite the settlement agreement terms.

The Commission recognized this dilemma in its September 6, 2011 Order Barring Implementation of New Operational Support Systems and Requiring Cooperation and Filings in this matter. As a result, the Commission did not simply require Qwest and CenturyLink to comply with the merger settlement agreements, but also required Qwest and CenturyLink to (1) “make a compliance filing within 30 days detailing the specific concerns and risks associated with the Merged Company’s current operational support systems;” and (2) “work with the CLECs in developing MTG or other alternatives.”<sup>6</sup> Pursuant to these rulings, PAETEC has asked the Merged Company to work with PAETEC and other CLECs<sup>7</sup> on an alternative that is more narrowly tailored to the potential problem identified by Qwest and CenturyLink (potential repair OSS failure) than the approach of Qwest and Centurylink.<sup>8</sup>

PAETEC made its proposal to CenturyLink on August 9, 2011.<sup>9</sup> The Commission voted to require Qwest and CenturyLink to work with CLECs in developing MTG *or other alternatives* on August 11, 2011. On August 16, 2011, PAETEC submitted the enclosed written proposal to Qwest’s Change Management Process (“CMP”).<sup>10</sup> The Commission’s written order was issued more than two weeks ago, on September 6, 2011. Qwest and CenturyLink, however, have not

responded to PAETEC's proposal or worked with CLECs on any other alternative to the course set by Qwest and CenturyLink before the Commission voted and issued its Order.

Time is of the essence. Although Qwest/CenturyLink at times minimize the likelihood of a repair OSS failure,<sup>11</sup> at other times Qwest/CenturyLink emphasize the likelihood of imminent failure. For example, they indicated that "MEDIACC system is currently stable, but . . . will *likely* begin experiencing problems *in the near future*."<sup>12</sup> Additionally, the Merged Company recently said to this Commission:

Our people say that there's a risk that's important that needs to be addressed. . . . [I]f that risk comes to fruition, it would have been this Commission that issued an order that would cause the type of concerns that we're attempting to proactively address.<sup>13</sup>

These representations by Qwest/CenturyLink suggest the need to act quickly in spite of pre-merger assurances that there were no impending problems and would be no need for OSS changes anytime soon.<sup>14</sup> Given the potential urgency now suggested by CenturyLink, PAETEC is compelled to file its proposal now. Unlike CenturyLink, PAETEC is attempting to proactively address the stated risk with a solution that is tailored to the alleged problem – potential repair OSS failure that could affect carriers and end user customers.<sup>15</sup> The enclosed proposal<sup>16</sup> explains why PAETEC's approach is truly a backup in the event of a system failure, whereas CenturyLink's proposal is not. As a compromise to address CenturyLink's claims of potential system failure, PAETEC's proposal allows CenturyLink to develop MTG, but to develop it truly as a backup to be implemented in the event of system failure, while also requiring that CenturyLink ensure that MTG speaks two languages (XML and CMIP) instead of just one (XML). CenturyLink's proposal, in contrast, requires PAETEC to do to use XML instead of CMIP. As stated in PAETEC's proposal:

If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, somebody is going to have to perform additional work and expend additional resources during the 30 month OSS moratorium period. Because Qwest and CenturyLink did not disclose this issue earlier, and they are the parties causing the resources to be spent, they are the proper parties to perform that work and bear those costs.<sup>17</sup>

PAETEC asks the Commission to consider the enclosed proposal when evaluating next steps to address the Qwest/CenturyLink claims regarding potentially catastrophic and disastrous failure of the legacy Qwest repair OSS. PAETEC would prefer that the upcoming compliance filing made by Qwest/CenturyLink include acceptance of this proposal as part of that filing. To date, however, PAETEC has received no indication to that effect and, as discussed, time is of the essence. Additionally, in the September 6, 2011 Order, the Commission indicated that interested parties may file reply comments according to a procedural schedule established by the Executive Secretary.<sup>18</sup> PAETEC respectfully requests that a procedural schedule be established promptly.

Burl W. Haar  
September 21, 2011  
Page 3

Sincerely,



Dan Lipschultz  
Attorney At Law  
(612) 877-5306  
LipschultzD@moss-barnett.com

DL/cm  
Enclosures  
cc: Service List

#### ***Endnotes***

<sup>1</sup> CenturyLink May 2, 2011 email, JC000294 (quoted in Joint CLEC Comments in this matter, June 28, 2011, p. 43); CenturyLink Colorado Preliminary Injunction Response, CO Dkt. No.11F-436 (Aug. 2, 2011), p. 5.

<sup>2</sup> CenturyLink and Qwest testified that there would be no need to create new OSS post-merger (Rebuttal Testimony of John Jones, CenturyLink, MN Dkt. No. P-421, et al./PA-10-456, p. 20, lines 2-3; see also Rebuttal Testimony of Robert Brigham, Qwest, MN Dkt. No. P-421, et al./PA-10-456, p. 5, footnote 8). CenturyLink also testified that "CenturyLink and Qwest have **fully operational and tested systems**." (Rebuttal Testimony of John Jones, CenturyLink, MN Dkt. No. P-421, et al./PA-10-456, p. 18, lines 6-7, emphasis added.) Mr. Jones did not limit his testimony to CenturyLink systems. He affirmatively represented to the Commission that Qwest's systems are "fully operational and tested systems." (*Id.*) He expressed no exception for repair OSS. Mr. Jones testified that, as CenturyLink's Vice President of State Government Affairs, he has worked in various regulatory positions over nearly 17 years with the company, that he has been active in numerous state and federal proceedings, and that in his present role he leads the state field teams that are responsible for regulatory, legislative and government activities in 33 states. (Direct Testimony of John Jones, CenturyLink, MN Dkt. No. P-421, et al./PA-10-456, p. 1, lines 4-23.) If any discussions with Qwest folks were needed before he could affirmatively represent these facts to the Commission, then it was fair to assume, based on his experience with regulatory matters, that the necessary due diligence had been performed or that, if not performed, he would have limited his testimony to CenturyLink systems or said he did not know as to Qwest systems. Commissions were entitled to rely on the sworn testimony of Mr. Jones in this respect when considering whether to approve the merger subject to commitments as to the length of time post-merger that Qwest would both use and offer to CLECs legacy Qwest OSS, including repair OSS.

<sup>3</sup> MN Surrebuttal Testimony of Renee Albersheim, Qwest, MN Dkt. No. P421/C-07-370; P421/C-07-371 (Oct. 16, 2009), p. 32, line 14 – p. 33, line 3, emphasis added ("Importantly, **the fact that some systems have been in use for multiple years does not mean that they are antiquated. Qwest augments and updates its systems on a regular basis to incorporate the latest technology** and to allow Qwest to provision the latest products and services to all of its customers."); see also MN Surrebuttal Testimony of Rachel Torrence, Qwest, MN Dkt. No. P421/C-07-370; P421/C-07-371 (Oct. 16, 2009), p. 3, line 19 – p. 4 line 16 & p. 7, lines 14-16, emphasis added ("Qwest's OSS are not antiquated, obsolete or inefficient ... Furthermore, Qwest's repair systems are fully capable of handling post-conversion repairs of converted services and repairs of commingled EELs, with no changes needed. ... It is important not to equate complicated with antiquated. Qwest's operational support systems ('OSS') are not antiquated. ... Moreover, as the telecommunications landscape has changed, Qwest has deployed state-of-the-art OSS technology to ensure that its systems are current, as described in the testimony that Telcordia is filing in this proceeding. This technology facilitates automated provisioning, remote monitoring and testing capabilities,

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automated record updates, and other operational efficiencies. The deployment of this type of technology allows CLEC systems to interact directly with Qwest's systems and to carry out the ordering, provisioning, billing, *and repair processes* through efficient, automated functions. *These functions and the technologies that permit them are consistent with current industry standards*, contradicting any suggestion that Qwest's systems are 'antiquated.'").

<sup>4</sup> See September 6, 2011 Order Barring Implementation of New Operational Support Systems and Requiring Cooperation and Filings ("September 6, 2011 Order"); see also Joint CLEC June 28, 2011 Comments in this matter.

<sup>5</sup> See Answer Testimony of Renee Albersheim of CenturyLink, CO Docket No. 11F-436T (Sept. 15, 2011), p. 23, line 13 – p. 24, line 2. Under the heading "The Harm That Could Result if MEDIACC Fails," Ms. Albersheim testifies: "If MEDIACC fails and MTG is not available, all CLECs will have to submit repair requests to Qwest/CenturyLink by telephone. This is true of both MEDIACC users and CEMR users, as CEMR relies on MEDIACC to perform repair functions." *Id.* In response to the question "Would this ultimately impact end-user customers?," Ms. Albersheim responds: "Yes. This would impact the CLECs' end-user customers, and it would impact Qwest/CenturyLink end-user customers." *Id.*

<sup>6</sup> September 6, 2011 Order, p. 8, ¶¶3-4.

<sup>7</sup> E.g., Attachment 1 at JC001045-JC001046.

<sup>8</sup> CLECs have asked Qwest and CenturyLink to recognize the Minnesota September 6, 2011 Order in CMP by, for example, updating its "status," which does not even mention ceasing the planned implementation of MTG during the 30-month period in Minnesota (Attachment 1 at JC001034 and JC001035) and noting on the schedule identifying a December 2011 implementation date an exception for Minnesota (Attachment 1 at JC001038.) CLECs have also asked Qwest and CenturyLink to review what steps they are taking to implement the Minnesota order, given their testimony that legacy Qwest OSS are not state-specific basis [see CO Rebuttal Testimony of Mr. Hunsucker, CenturyLink, CO Dkt. No. 10A-350T (Oct. 15, 2010), p. 12; see also MN Hrg. Tr. Vol. 2B, Mr. Hunsucker, CenturyLink, MN Dkt. No. P-421, et al./PA-10-456 (Oct. 6, 2010), p. 9, lines 5-7]. (Attachment 1 at JC001033, JC001036, and JC001038-JC001039.) Qwest and CenturyLink have not been responsive to these requests. See Attachment 1.

<sup>9</sup> Transcript, Aug. 11, 2011 PUC hearing, p. 49, lines 17-21 (Mr. Lipschultz); *id.* p. 73, lines 6-7 (Mr. Topp); see also Attachment 1 at JC001045.

<sup>10</sup> Attachment 1, first three pages and JC001040-JC001042.

<sup>11</sup> See, e.g., Preliminary Injunction Response, CO Dkt. No. 11F-436 (Aug. 2, 2011), p. 11 (emphasis added) (It "is possible though perhaps *unlikely* that MEDIACC would experience an unrecoverable failure.").

<sup>12</sup> CO Answer, Dkt. No. 11F-436, p. 2, ¶2, 2<sup>nd</sup> paragraph (emphasis added).

<sup>13</sup> Transcript, Aug. 11, 2011 PUC hearing, p. 31, line 20 – p. 32 line 2 (Mr. Topp).

<sup>14</sup> Qwest and CenturyLink represented to this Commission that, post-merger, "CenturyLink will have *no immediate need (or be under any time pressure)* to make *any* alterations to OSS in Qwest areas." Joint Petitioners' Post-Hearing Brief, MN Dkt. No. P-421, et al./PA-10-456, (Nov. 24, 2010), p. 26 (emphasis added).

<sup>15</sup> CenturyLink July 22, 2011 Reply Comments, p. 3 ("If the current system fails, it will force a manual repair process that would impact customers in multiple states served by CLECs and CenturyLink alike."); see also Answer Testimony of Renee Albersheim of CenturyLink, CO Docket No. 11F-436T (Sept. 15, 2011), p. 23, line 13 – p. 24, line 2 (quoted in above note).

<sup>16</sup> Attachment 1, first three pages and JC001040-JC001042.

<sup>17</sup> Attachment 1 at JC001041-JC001042.

<sup>18</sup> September 6, 2011 Order, p. 8, ¶3. PAETEC does not object to Qwest/CenturyLink responding to this letter as part of those reply comments, if CenturyLink or the Commission desires.

# **ATTACHMENT 1**

**From:** Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]

**Sent:** Tuesday, August 16, 2011 6:03 PM

**To:** Johnson, Bonnie J.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mimi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal (Jamal.Boudhaouia@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconl@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com)

**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.

**Subject:** RE: Please address MN PUC Vote and PAETEC Option - Repair OSS

CMP,

PAETEC also believes it would be helpful if you would address the Minnesota decision on the CMP call.

In addition, on the call, PAETEC would like to discuss an option that PAETEC previously raised with your business folks, and believes should be addressed in CMP, regarding a backup plan in the event of a MEDIACC failure. Although PAETEC should be able to rely fully on the merger settlement agreement terms, PAETEC has been put in the position of exploring this option due to CenturyLink's recent claims of repair OSS instability. PAETEC is not taking a position at this time on whether the legacy Qwest repair OSS are in fact unstable, but is simply addressing the possibility, which CenturyLink has raised, that they may not be stable. The option is for the Merged Company to provide a CMIP interface to MTG, in addition to the planned XML interface to MTG, which would alleviate the need for application-to-application MEDIACC users to switch to the new XML interface at this time and reduce the risk of impacting the business in case of a MEDIACC failure. In other words, CenturyLink would build MTG so that it basically speaks two languages, CMIP and XML. MTG would not be available to any party at least until it was available to all parties using the two languages. With this option, MTG would actually be a backup. There is no backup without a CMIP interface to MTG, as discussed in the next paragraph.

CenturyLink at times says that it is developing MTG as a backup system. PAETEC cannot stress enough that this is not the case. As an e-bonded user, PAETEC needs time to build to a new interface for our back office systems. PAETEC estimates that, even if it dropped everything and devoted all available resources to that task (something it is not in a position to do, has not budgeted to do, and should not have to do under the merger agreements), it would take a minimum of six months to do the necessary work. During that six-month or longer time period, there would be *no* equivalent backup for PAETEC's use and PAETEC would be forced into a manual process. In other words, if MEDIACC went down tomorrow, PAETEC would not have an e-bonded interface available to it for at least six months and then only after expending resources (to do the manual work for processing trouble tickets and to develop an

interface) it should not have to expend at this time. The merger agreement between PAETEC and CenturyLink says that Qwest will provide functionally equivalent support, data, functionality, performance, electronic flow through, and electronic bonding. PAETEC recently met with CenturyLink to try to make sure it's IT experts understand the automation that our back office systems are able to perform due to the e-bonding of our system with various Qwest OSS and related databases, including MEDIACC. Certain PAETEC trouble tickets can be addressed from initiation through resolution without any manual intervention, up to and including an automatically dialed call to the customer. In other words, they automatically flow through from initiation through resolution of the trouble. Without a CMIP interface to MTG, we would lose this automated functionality, which is not available with, for example, CEMR or calls to service centers. PAETEC's and Qwest's systems talk to each other today, but they would not be able to talk to each other in this scenario for at least six months. This would be an additional breach of the merger agreement terms. Other e-bonded or application-to-application repair interface users are in basically the same position as PAETEC, because they also could not use MTG without first building an interface. So, MTG is not a backup for them in the meantime either.

PAETEC's proposed option addresses CenturyLink's recent claims of repair system instability. The vendor information provided by the company shows that the claimed problem is not CMIP itself. Rather, to the extent there is a problem, CenturyLink says that the problem is with hardware, database levels, servers, etc. (for lack of a better word – the platform). To address this problem, the Merged Company is placing MTG on a new/different platform that does not have the alleged instability problem. Per CenturyLink, this change resolves the instability problem. Separately, the Merged Company has made a "design decision" to implement MTG with an XML interface rather than a CMIP interface or both XML and CMIP interfaces. There is no reason there cannot be two interfaces to MTG on a stable platform. With PAETEC's option, CenturyLink would develop MTG on the new/different platform to address the instability problem, while also building MTG so that PAETEC could continue to use a CMIP interface. A CMIP interface may be obtained from a vendor, and PAETEC has provided a vendor name to CenturyLink. In this manner, MTG would be implemented early, but only as a true backup for all carriers in the event of a MEDIACC failure. Eventually, MTG with an XML interface could then be implemented in an orderly manner, consistent with the timeframes and procedures of the merger agreements.

Although CenturyLink sometimes claims that it is making available both MEDIACC and an MTG, that is not the case, because CenturyLink also says that MEDIACC is unstable (or stable but likely to begin experiencing problems in the near future), with potentially disastrous or catastrophic MEDIACC failure. If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, remaining on MEDIACC for 30 months is hardly a viable course, even though CLECs should be able to do so under the merger agreements. This puts CLECs, such as PAETEC, that bargained for a period of at least 30 months of stability and uncertainty in a difficult position of enforcing their rights under the agreements at the risk of a catastrophic failure, the potential for which Qwest and CenturyLink did not disclose in the merger proceedings. CenturyLink appears to assume that, if it convinces others that the repair OSS are unstable, this means that CenturyLink may unilaterally determine the solution or fix for that instability, including as part of that solution disregarding the merger terms. That is not the case. System instability

does not equate to a license to violate the merger agreements. PAETEC's option shows that, even assuming a genuine system instability or viability issue exists, there are other ways to address the problem. PAETEC's option, while still a compromise, is less burdensome and more consistent with the merger conditions than CenturyLink's approach.

CenturyLink said that it had not planned for the additional cost of using both CMIP and XML to interface with MTG. CLECs did not plan for the additional cost of addressing claims of OSS instability so soon after CenturyLink promised to use legacy Qwest OSS for at least 30 months, while also promising to meet or exceed the average wholesale performance provided by Qwest to CLEC before the closing date. If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, somebody is going to have to perform additional work and expend additional resources during the 30 month OSS moratorium period. Because Qwest and CenturyLink did not disclose this issue earlier, and they are the parties causing the resources to be spent, they are the proper parties to perform that work and bear those costs.

Exploring this option is a compromise on PAETEC's part. With this option, Qwest would still be receiving an exception to the merger agreement terms (which may require notice to regulators and/or their approval) and would be developing MTG as a backup for everyone in the event of a MEDIACC failure. PAETEC reserves its rights under the merger commitments, and its rights to any remedies associated with violation of those commitments. If, for example, this option is used, its use does not mean that, when the merger procedures are followed for any post-moratorium period implementation of MTG and retirement of MEDIACC and/or CEMR, that CLECs would be bound by any choices made by Qwest at this time as to how to implement MTG or as to its functionality. The Merged Company bears the burden of, and any costs associated with, its decision to proceed with MTG as a backup at this time.

Please post this request to the CMP calendar for tomorrow's CMP call.

Thank you,

Julia Redman-Carter



Julia Redman-Carter  
Carrier Relations Manager  
(319) 790-2250 Office  
(319) 790-7901 Fax  
[julia.redman-carter@paetec.com](mailto:julia.redman-carter@paetec.com)

**From:** Johnson, Bonnie J.

**Sent:** Tuesday, August 16, 2011 1:18 PM

**To:** 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Bilow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mimi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal (Jamal.Boudhaouia@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com)

**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Johnson, Bonnie J.; Clauson, Karen L.; Prull, Stephanie A.

**Subject:** Please address MN PUC Vote - Repair OSS

As the Merged Company is aware, a PUC hearing was held on Thursday in Minnesota. The Minnesota Commissioners voted 4-0 to adopt the Staff's recommendation "B," with two additions. Staff recommended Option B provides:

"Determine that the CLEC interpretation of the Commission's March 31, 2011 Order is consistent with the intent of the Commission, and direct the Merged Company to:

- 1) immediately cease its planned implementation of the MTG during the 30 month moratorium period established in the March 31, 2011 Order;
- 2) fully comply with all of the substantive and procedural provisions of the Integra and Joint CLEC Settlement Agreements as outlined in the Commission's March 31, 2011 Order."

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

CenturyLink (Michael Hunsucker) testified in a number of states in the merger proceedings that "CenturyLink and Qwest wholesale operations . . . systems, services and staffing requirements are based on national operations . . . , not state-specific requirements."

See, e.g., CO Rebuttal Testimony of Mr. Hunsucker, CenturyLink, CO Dkt. No. 10A-350T (Oct. 15, 2010), p. 12; see also MN Hrg. Tr. Vol. 2B, Mr. Hunsucker, CenturyLink, MN Dkt. No. P-421, et al./PA-10-456 (Oct. 6, 2010), pp. 27-28, p. 9, lines 5-7; Mr. Hunsucker OR Rebuttal Testimony (Sept. 21, 2010), p. 8; Mr. Hunsucker WA Rebuttal Testimony (Nov. 1, 2010), pp. 12-13.

Please review on the CMP call how the Merged Company will comply with and implement the Minnesota Commission's decision, using the CLEC interpretation of the Commission's March 31, 2011 Order, which the Commission found reflects its intent. Please discuss impacts on the timeline, etc.

Thank you,

JC001033

**Bonnie Johnson** | Director Carrier Relations  
direct 763.745.8464 | fax 763.745.8459  
Integra Telecom | 6160 Golden Hills Drive | Golden Valley, MN 55416-1020  
[bjohnson@integratelecom.com](mailto:bjohnson@integratelecom.com)



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**From:** Johnson, Bonnie J.  
**Sent:** Wednesday, August 17, 2011 3:37 PM  
**To:** 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Bilow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mimi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaoula, Jamal (Jamal.Boudhaoula@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'Mvasconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.; Johnson, Bonnie J.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

In the materials posted by Qwest before today's CMP meeting, Qwest inserted its own view of the status relating to MTG, stating: "The development effort is moving forward consistent with the anticipated order from the Minnesota Commission." See 8/17/2011 CMP System Distribution Package at <http://wholesalecalendar.centurylinkapps.com/download/document/762>.

Integra disagrees with Qwest's "status," which does not even mention ceasing the planned implementation of MTG during the 30-month merger moratorium period. Integra requests that Qwest revise its erroneous "status" to specifically refer to ceasing planned implementation of MTG during the 30-month merger moratorium period, which is the language voted upon by the MN PUC, and deleting Qwest's characterization of the order not reflected in the recommendation voted upon.

Additionally, Qwest posted our email but not the enclosures, and the enclosures should be posted as well, particularly in light of Qwest's "status."

Bonnie

**Bonnie Johnson** | Director Carrier Relations  
direct 763.745.8464 | fax 763.745.8459  
Integra Telecom | 6160 Golden Hills Drive | Golden Valley, MN 55416-1020  
[bjohnson@integratelecom.com](mailto:bjohnson@integratelecom.com)



JC001034

**From:** New Cr, Cmp [mailto:cmpcr2@CenturyLink.com]  
**Sent:** Thursday, August 18, 2011 3:52 PM  
**To:** Johnson, Bonnie J.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Bilow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mml.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVasconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

Bonnie,

Though these legal documents are publicly available, the Integra enclosures have been posted to the Wholesale Calendar for yesterday's CMP monthly meeting as requested.

In regard to your request to modify the CenturyLink status provided in the August CMP System Distribution package, CenturyLink stands by the position as stated in Attachment I.

Susan Lorence  
Wholesale – CMP  
402 422-4999  
CenturyLink

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**From:** Johnson, Bonnie J.  
**Sent:** Friday, August 19, 2011 7:36 AM  
**To:** 'New Cr, Cmp'; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Bilow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mml.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVasconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.; Johnson, Bonnie J.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

Susan,  
Integra's objections and request are ongoing.

We simply do not know what it means for you to "stand by the position," when the position completely omits any reference to the MN PUC's vote to "immediately cease its planned implementation of the MTG during the 30 month moratorium period established in the March 31, 2011 Order." Your "status" is misleading.

JC001035

Bonnie

**Bonnie Johnson** | Director Carrier Relations  
direct 763.745.8464 | fax 763.745.8459  
Integra Telecom | 6160 Golden Hills Drive | Golden Valley, MN 55416-1020  
[bjohnson@integratelecom.com](mailto:bjohnson@integratelecom.com)



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**From:** Isaacs, Kimberly D.  
**Sent:** Wednesday, September 07, 2011 9:47 AM  
**To:** Johnson, Bonnie J.; 'New Cr, Cmp'; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Bilow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mmi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmprc@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Clauson, Karen L.; Prull, Stephanie A.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

Attached is the order of the Minnesota Public Utilities Commission that was issued in the Merger Compliance docket. Note that, at page 6, the Commission states:

"The Merged Company denies that developing and offering new operational support systems to function in parallel with the old ones would conflict with its legal duties. In contrast, the CLECs and the Department argue that the act of developing, implementing, and shifting operations to the new MTG is inconsistent with the order's requirements.

The Commission concurs with the CLECs and the Department."

Please post the order and, where you have indicated that status, please add a cross reference to the order.

Please let CLECs know what steps Qwest/CenturyLink is taking to comply with the enclosed order.



**Kim Isaacs** | ILEC Relations Process Specialist  
NEW ph: 763-745-8463 | fax 763-745-8459  
6160 Golden Hills Dr | Golden Valley, MN 55416

JC001036

**From:** New Cr, Cmp [mailto:cmpcr2@CenturyLink.com]  
**Sent:** Thursday, September 08, 2011 2:12 PM  
**To:** Isaacs, Kimberly D.; Johnson, Bonnie J.; New Cr, Cmp; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Blow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mimi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVasconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Clauson, Karen L.; Prull, Stephanie A.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

Kim,

This is to acknowledge receipt of your request. It will be responded to in the context of the Minnesota Docket.

Susan Lorence  
Wholesale – CMP  
402 422-4999  
CenturyLink

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**From:** Johnson, Bonnie J.  
**Sent:** Thursday, September 08, 2011 2:45 PM  
**To:** 'New Cr, Cmp'; Isaacs, Kimberly D.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; 'julia.redman-carter@paetec.com'; 'Haas, William'; 'Hansen, Christopher (Chris)'; 'Blow, Joyce'; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mimi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVasconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Clauson, Karen L.; Prull, Stephanie A.; Johnson, Bonnie J.  
**Subject:** Please address MN PUC Vote - Repair OSS

Susan,

We appreciate that Qwest/CenturyLink will respond in the context of the Minnesota Docket, as it is required to do by the Minnesota Order. In addition, however, Qwest/CenturyLink needs to respond in CMP. Qwest/CenturyLink chose to address the Minnesota ruling in CMP when it posted its view of the status of that matter, to which Integra objected. Having raised the issue, Qwest/CenturyLink needs to provide accurate information in CMP.

JC001037

CLECs participating in CMP need to know what information being provided in CMP applies to which states. For example, the schedule that Qwest/CenturyLink has currently posted for implementation of MTG indicates an implementation date of December, with no exception for Minnesota. The posted information is inaccurate for Minnesota. The CMP materials need to be clear what steps apply and do not apply in Minnesota. Not all CLECs that do business in Minnesota are part of that docket, and they need information as to what steps Qwest/CenturyLink is taking for Minnesota.

Also, in the merger dockets, Joint Applicants provided testimony that Qwest OSS are "national" OSS. To prepare for any changes, CLECs need to understand how Qwest/CenturyLink will proceed on a state-specific basis, given the national nature of its OSS. The merger agreement applies to integration, which includes integration with other Qwest systems, and Qwest needs to explain how this may be accomplished on a state-specific basis.

Bonnie

**Bonnie Johnson** | Director Carrier Relations  
direct 763.745.8464 | fax 763.745.8459  
Integra Telecom | 6160 Golden Hills Drive | Golden Valley, MN 55416-1020  
[bjjohnson@integratelecom.com](mailto:bjjohnson@integratelecom.com)



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**From:** Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]  
**Sent:** Friday, September 09, 2011 10:06 AM  
**To:** Johnson, Bonnie J.; 'New Cr, Cmp'; Isaacs, Kimberly D.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mimi.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASCONI@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Clauson, Karen L.; Prull, Stephanie A.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

CMP and Susan,  
PAETEC agrees with Integra's comments. It is not enough to correct the CMP documentation to show that Minnesota is an exception to implementation. Qwest/CenturyLink has said that it is concerned about potentially catastrophic and disastrous failure of the Qwest repair OSS. Therefore, Qwest also has to address the potential instability of MEDIACC and CEMR in CMP for all states, including Minnesota. In Minnesota, Qwest cannot implement MTG (which, for the reasons discussed in PAETEC's proposal, is not a backup anyway). The Minnesota order requires Qwest to address the claimed instability issue and work with CLECs on alternatives. PAETEC proposed its suggestion to the company in business meetings on August 9, and I submitted a written proposal later, on August 16, to CMP as well. (Proposal in

JC001038

attached email.) The company has had a month to review it. Particularly in light of Qwest's projections of the potential for catastrophic and disastrous failure, Qwest's intent to take an additional several weeks to respond to PAETEC's proposal is too long. Based on the same urgency created by Qwest, PAETEC urges Qwest to prioritize consideration of our proposal and respond ASAP.

Julia Redman-Carter



Julia Redman-Carter  
Carrier Relations Manager  
(319) 790-2250 Office  
(319) 790-7901 Fax  
[julia.redman-carter@paetec.com](mailto:julia.redman-carter@paetec.com)

JC001039

**From:** Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]

**Sent:** Tuesday, August 16, 2011 6:03 PM

**To:** Johnson, Bonnie J.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mml.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal (Jamal.Boudhaouia@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com)

**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.

**Subject:** RE: Please address MN PUC Vote and PAETEC Option - Repair OSS

CMP,

PAETEC also believes it would be helpful if you would address the Minnesota decision on the CMP call.

In addition, on the call, PAETEC would like to discuss an option that PAETEC previously raised with your business folks, and believes should be addressed in CMP, regarding a backup plan in the event of a MEDIACC failure. Although PAETEC should be able to rely fully on the merger settlement agreement terms, PAETEC has been put in the position of exploring this option due to CenturyLink's recent claims of repair OSS instability. PAETEC is not taking a position at this time on whether the legacy Qwest repair OSS are in fact unstable, but is simply addressing the possibility, which CenturyLink has raised, that they may not be stable. The option is for the Merged Company to provide a CMIP interface to MTG, in addition to the planned XML interface to MTG, which would alleviate the need for application-to-application MEDIACC users to switch to the new XML interface at this time and reduce the risk of impacting the business in case of a MEDIACC failure. In other words, CenturyLink would build MTG so that it basically speaks two languages, CMIP and XML. MTG would not be available to any party at least until it was available to all parties using the two languages. With this option, MTG would actually be a backup. There is no backup without a CMIP interface to MTG, as discussed in the next paragraph.

CenturyLink at times says that it is developing MTG as a backup system. PAETEC cannot stress enough that this is not the case. As an e-bonded user, PAETEC needs time to build to a new interface for our back office systems. PAETEC estimates that, even if it dropped everything and devoted all available resources to that task (something it is not in a position to do, has not budgeted to do, and should not have to do under the merger agreements), it would take a minimum of six months to do the necessary work. During that six-month or longer time period, there would be *no* equivalent backup for PAETEC's use and PAETEC would be forced into a manual process. In other words, if MEDIACC went down tomorrow, PAETEC would not have an e-bonded interface available to it for at least six months and then only after expending resources (to do the manual work for processing trouble tickets and to develop an interface) it should not have to expend at this time. The merger agreement between PAETEC and CenturyLink says that Qwest will provide functionally equivalent support, data, functionality, performance, electronic flow through, and electronic bonding. PAETEC recently met with CenturyLink to try to make sure it's IT experts understand the automation that our back office systems are able to perform due to the e-bonding of our system with various Qwest OSS and related databases, including MEDIACC. Certain PAETEC trouble tickets can be addressed from initiation through resolution without

JC001040

any manual intervention, up to and including an automatically dialed call to the customer. In other words, they automatically flow through from initiation through resolution of the trouble. Without a CMIP interface to MTG, we would lose this automated functionality, which is not available with, for example, CEMR or calls to service centers. PAETEC's and Qwest's systems talk to each other today, but they would not be able to talk to each other in this scenario for at least six months. This would be an additional breach of the merger agreement terms. Other e-bonded or application-to-application repair interface users are in basically the same position as PAETEC, because they also could not use MTG without first building an interface. So, MTG is not a backup for them in the meantime either.

PAETEC's proposed option addresses CenturyLink's recent claims of repair system instability. The vendor information provided by the company shows that the claimed problem is not CMIP itself. Rather, to the extent there is a problem, CenturyLink says that the problem is with hardware, database levels, servers, etc. (for lack of a better word – the platform). To address this problem, the Merged Company is placing MTG on a new/different platform that does not have the alleged instability problem. Per CenturyLink, this change resolves the instability problem. Separately, the Merged Company has made a "design decision" to implement MTG with an XML interface rather than a CMIP interface or both XML and CMIP interfaces. There is no reason there cannot be two interfaces to MTG on a stable platform. With PAETEC's option, CenturyLink would develop MTG on the new/different platform to address the instability problem, while also building MTG so that PAETEC could continue to use a CMIP interface. A CMIP interface may be obtained from a vendor, and PAETEC has provided a vendor name to CenturyLink. In this manner, MTG would be implemented early, but only as a true backup for all carriers in the event of a MEDIACC failure. Eventually, MTG with an XML interface could then be implemented in an orderly manner, consistent with the timeframes and procedures of the merger agreements.

Although CenturyLink sometimes claims that it is making available both MEDIACC and an MTG, that is not the case, because CenturyLink also says that MEDIACC is unstable (or stable but likely to begin experiencing problems in the near future), with potentially disastrous or catastrophic MEDIACC failure. If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, remaining on MEDIACC for 30 months is hardly a viable course, even though CLECs should be able to do so under the merger agreements. This puts CLECs, such as PAETEC, that bargained for a period of at least 30 months of stability and uncertainty in a difficult position of enforcing their rights under the agreements at the risk of a catastrophic failure, the potential for which Qwest and CenturyLink did not disclose in the merger proceedings. CenturyLink appears to assume that, if it convinces others that the repair OSS are unstable, this means that CenturyLink may unilaterally determine the solution or fix for that instability, including as part of that solution disregarding the merger terms. That is not the case. System instability does not equate to a license to violate the merger agreements. PAETEC's option shows that, even assuming a genuine system instability or viability issue exists, there are other ways to address the problem. PAETEC's option, while still a compromise, is less burdensome and more consistent with the merger conditions than CenturyLink's approach.

CenturyLink said that it had not planned for the additional cost of using both CMIP and XML to interface with MTG. CLECs did not plan for the additional cost of addressing claims of OSS instability so soon after CenturyLink promised to use legacy Qwest OSS for at least 30 months, while also promising to meet or exceed the average wholesale performance provided by Qwest to CLEC before the closing date. If CenturyLink's claim of potentially disastrous or catastrophic failure has any validity, somebody is going to have to perform additional work and expend additional resources during the 30 month OSS moratorium period. Because Qwest and CenturyLink did not disclose this issue earlier, and they are the

parties causing the resources to be spent, they are the proper parties to perform that work and bear those costs.

Exploring this option is a compromise on PAETEC's part. With this option, Qwest would still be receiving an exception to the merger agreement terms (which may require notice to regulators and/or their approval) and would be developing MTG as a backup for everyone in the event of a MEDIACC failure. PAETEC reserves its rights under the merger commitments, and its rights to any remedies associated with violation of those commitments. If, for example, this option is used, its use does not mean that, when the merger procedures are followed for any post-moratorium period implementation of MTG and retirement of MEDIACC and/or CEMR, that CLECs would be bound by any choices made by Qwest at this time as to how to implement MTG or as to its functionality. The Merged Company bears the burden of, and any costs associated with, its decision to proceed with MTG as a backup at this time.

Please post this request to the CMP calendar for tomorrow's CMP call.

Thank you,  
Julia Redman-Carter



Julia Redman-Carter  
Carrier Relations Manager  
(319) 790-2250 Office  
(319) 790-7901 Fax  
[julia.redman-carter@paetec.com](mailto:julia.redman-carter@paetec.com)

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**From:** Clauson, Karen L.  
**Sent:** Wednesday, August 17, 2011 1:46 PM  
**To:** 'Anderl, Lisa'; 'Tim.Goodwin@CenturyLink.com'; 'Topp, Jason'  
**Cc:** 'Merz, Gregory R.'; Lipschultz, Dan; 'Mark Davidson'; Jensen, Linda S; 'jsww@state.co.us'; 'jcameron@utc.wa.gov'; 'Haas, William'  
**Subject:** PAETEC Proposal - Repair OSS

Lisa, Tim, and Jason,

Please review PAETEC's proposal below, which was made in CMP and was previously made to CenturyLink. PAETEC indicated in its Colorado testimony (enclosed) that it had discussed this option with Centurylink before PAETEC filed its testimony last Friday. Nonetheless, the Merged Company indicated in CMP today that it was not prepared to discuss it. The Merged Company has claimed that repair OSS instability or potential failure is the issue, and PAETEC's proposal goes directly to that issue, unlike the Merged Company's approach in CMP.

Time is of the essence. Please provide the Merged Company's response as soon as possible.

Karen

JC001042

**From:** Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]  
**Sent:** Tuesday, August 30, 2011 3:20 PM  
**To:** Redman-Carter, Julia; Johnson, Bonnie J.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_lohnes@mml.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal (Jamal.Boudhaouia@qwest.com); Albersheim, Renee (Renee.Albersheim@qwest.com); andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com)  
**Cc:** Denney, Douglas K.; Isaacs, Kimberly D.; Clauson, Karen L.; Prull, Stephanie A.  
**Subject:** RE: Please address MN PUC Vote and PAETEC Option - Repair OSS

CMP,

Time is of the essence: PAETEC seeks a response as to our proposal below. Please provide a date as to when CenturyLink will be responding.

Julia Redman-Carter



Julia Redman-Carter  
Carrier Relations Manager  
(319) 790-2250 Office  
(319) 790-7901 Fax  
[julia.redman.carter@paeter.com](mailto:julia.redman.carter@paeter.com)

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**From:** Clauson, Karen L.  
**Sent:** Tuesday, August 30, 2011 3:43 PM  
**To:** 'Anderl, Lisa'; 'Tim.Goodwin@CenturyLink.com'; 'Topp, Jason'  
**Cc:** 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia (Julia.Redman-Carter@PAETEC.com); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' (barbara.anders@dora.state.co.us); 'jcameron@utc.wa.gov'; 'MVASconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S (Linda.S.Jensen@state.mn.us); 'Doyle, Greg (COMM)' (greg.doyle@state.mn.us); Bahn, Andrew (COMM) (andrew.bahn@state.mn.us)  
**Subject:** RE: PAETEC Proposal - Repair OSS

Enclosed is an email sent today by PAETEC to CMP asking when Qwest will respond to PAETEC's proposal, which PAETEC submitted to CenturyLink earlier and to CMP on August 16<sup>th</sup>. I sent that email with PAETEC's proposal to you on August 17, as indicated in the emails below.

August 16 was two weeks ago, and yet the company has not responded. The company has made a number of claims relating to system instability or age potentially leading to disastrous or catastrophic

JC001043

results. This suggests some urgency to addressing the instability possibility. There is also the time factor introduced by Qwest's insistence on continuing with its CMP schedule and MTG implementation by December over CLEC objection.

As indicated below, time is of the essence. Please provide the Merged Company's response.

Karen

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**From:** Anderl, Lisa [<mailto:Lisa.Anderl@CenturyLink.com>]  
**Sent:** Wednesday, August 31, 2011 2:43 PM  
**To:** Clauson, Karen L.; Goodwin, Tim; Topp, Jason  
**Cc:** 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia ([Julia.Redman-Carter@PAETEC.com](mailto:Julia.Redman-Carter@PAETEC.com)); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' ([barbara.anders@dora.state.co.us](mailto:barbara.anders@dora.state.co.us)); 'jcameron@utc.wa.gov'; 'MVASconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S ([Linda.S.Jensen@state.mn.us](mailto:Linda.S.Jensen@state.mn.us)); 'Doyle, Greg (COMM)' ([greg.doyle@state.mn.us](mailto:greg.doyle@state.mn.us)); Bahn, Andrew (COMM) ([andrew.bahn@state.mn.us](mailto:andrew.bahn@state.mn.us))  
**Subject:** RE: PAETEC Proposal - Repair OSS

Hi Karen – We are aware of the PAETEC proposal, which has previously been submitted through CMP and forwarded to others on this distribution. Qwest/CenturyLink is currently evaluating this proposal, which will take some time. The proposal is being considered by our internal IT department, and is also being reviewed with our outside vendor. Both processes will evaluate the technical and financial feasibility of this proposal. We are working the issue quickly, but in order to provide a response it will realistically be another several weeks before the analysis is complete. We commit to respond to PAETEC through the CMP process just as soon as we have a response ready.

Lisa A. Anderl  
Associate General Counsel  
CenturyLink Regulatory Law Department  
206-345-1574

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**From:** Clauson, Karen L.  
**Sent:** Wednesday, August 31, 2011 3:10 PM  
**To:** 'Anderl, Lisa'; Goodwin, Tim; Topp, Jason  
**Cc:** 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia ([Julia.Redman-Carter@PAETEC.com](mailto:Julia.Redman-Carter@PAETEC.com)); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' ([barbara.anders@dora.state.co.us](mailto:barbara.anders@dora.state.co.us)); 'jcameron@utc.wa.gov'; 'MVASconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S ([Linda.S.Jensen@state.mn.us](mailto:Linda.S.Jensen@state.mn.us)); 'Doyle, Greg (COMM)' ([greg.doyle@state.mn.us](mailto:greg.doyle@state.mn.us)); Bahn, Andrew (COMM) ([andrew.bahn@state.mn.us](mailto:andrew.bahn@state.mn.us)); Johnson, Bonnie J.; Denney, Douglas K.  
**Subject:** RE: PAETEC Proposal - Repair OSS

Another several weeks is too long, particularly as the company has not extended its own schedule by several weeks while it considers the proposal. More IT resources would be available to focus on the proposal, if IT was not busily working on a project that we believe violates the merger settlement agreements and orders. We ask that CenturyLink/Qwest re-consider its approach and prioritize this request.

JC001044

Karen

**From:** Clauson, Karen L.  
**Sent:** Friday, September 09, 2011 11:21 AM  
**To:** 'Anderl, Lisa'; Goodwin, Tim; Topp, Jason  
**Cc:** 'Merz, Gregory R.'; 'Lipschultz, Dan'; 'Mark Davidson'; 'Jensen, Linda S'; 'Haas, William'; Redman-Carter, Julia (Julia.Redman-Carter@PAETEC.com); 'jsww@state.co.us'; 'lynn.notarianni@dora.state.co.us'; 'barbara.anders@dora.state.co.us' (barbara.anders@dora.state.co.us); 'jcameron@utc.wa.gov'; 'MVASconi@utc.wa.gov'; 'WWeinman@utc.wa.gov'; 'TZawisla@utc.wa.gov'; Jensen, Linda S (Linda.S.Jensen@state.mn.us); 'Doyle, Greg (COMM)' (greg.doyle@state.mn.us); Bahn, Andrew (COMM) (andrew.bahn@state.mn.us); Johnson, Bonnie J.  
**Subject:** RE: PAETEC Proposal - Repair OSS

Enclosed is an email sent by PAETEC to CMP today in which PAETEC agrees that an additional several weeks, over and above the month that the merged company has already had to review PAETEC's proposal, is too long.

Jason – Please see the comments relating to Minnesota in the enclosed email string.

Karen

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**From:** Redman-Carter, Julia [mailto:Julia.Redman-Carter@PAETEC.com]  
**Sent:** Friday, September 09, 2011 10:06 AM  
**To:** Johnson, Bonnie J.; 'New Cr, Cmp'; Isaacs, Kimberly D.; 'Lynn.Notarianni@dora.state.co.us'; 'Barbara.Anders@dora.state.co.us'; 'mitch.moore@state.or.us'; Haas, William; Hansen, Christopher (Chris); Bilow, Joyce; 'Brenda\_Bloemke@cable.comcast.com'; 'jeanne.kulesa@synchronoss.com'; 'Liz Tierney'; 'rgarth@libertybelltelecom.com'; 'mary\_johnes@mml.net'; 'Shelly.Pedersen@twtelecom.com'; 'jeff.sonnier@sprint.com'; Strombotne, Tracy; 'Michael E Mccarthy (Michael.Mccarthy@state.mn.us)'; Boudhaouia, Jamal; Albersheim, Renee; andrew.bahn@state.mn.us; greg.doyle@state.mn.us; cmpcr@qwest.com; Greg Darnell (greg.darnell@cbeyond.net); jim.hickle@velocitytelephone.com; 'stephen.hayes@state.or.us'; rod.cox@tdsmetro.com; 'MVASconi@utc.wa.gov'; WWeinman@utc.wa.gov; Kathy Troughton (kathy.troughton@chartercom.com); (kwillis@popp.com); Benjamin Silver (bsilver@popp.com); Burke, Loriann (Loriann.M.Burke@xo.com)  
**Cc:** Denney, Douglas K.; Clauson, Karen L.; Prull, Stephanie A.  
**Subject:** RE: Please address MN PUC Vote - Repair OSS

CMP and Susan,  
PAETEC agrees with Integra's comments. It is not enough to correct the CMP documentation to show that Minnesota is an exception to implementation. Qwest/CenturyLink has said that it is concerned about potentially catastrophic and disastrous failure of the Qwest repair OSS. Therefore, Qwest also has to address the potential instability of MEDIACC and CEMR in CMP for all states, including Minnesota. In Minnesota, Qwest cannot implement MTG (which, for the reasons discussed in PAETEC's proposal, is not a backup anyway). The Minnesota order requires Qwest to address the claimed instability issue and work with CLECs on alternatives. PAETEC proposed its suggestion to the company in business meetings on August 9, and I submitted a written proposal later, on August 16, to CMP as well. (Proposal in attached email.) The company has had a month to review it. Particularly in light of Qwest's projections of the potential for catastrophic and disastrous failure, Qwest's intent to take an additional several weeks to respond to PAETEC's proposal is too long. Based on the same urgency created by Qwest, PAETEC urges Qwest to prioritize consideration of our proposal and respond ASAP.

JC001045

Julia Redman-Carter



**Julia Redman-Carter**  
Carrier Relations Manager  
(319) 790-2250 Office  
(319) 790-7901 Fax  
[julia.redman-carter@paetec.com](mailto:julia.redman-carter@paetec.com)