

June 30, 2010

David S. Danner
Secretary and Executive Director
c/o Washington Utilities and Transportation Commission
Records Department
1300 S. Evergreen Park Drive S.W.
Olympia, WA 98504-7250

VIA UPS NEXT DAY AIR AND E-FILE

Re: *Qwest Communications and CenturyTel – For Approval of Indirect
Transfer of Control*
WUTC Docket No. UT-100820

Dear Mr. Danner:

Enclosed for filing in the above-referenced docket are the original and twelve (12) copies of Exhibits A and C to the Protective Agreement signed by Gregory L. Rogers on behalf of Level 3 Communications.

Electronic copies were filed with the WUTC Records Department as of this date. All Parties of Record were served as outlined on the Certificate of Service included with this letter.

If you have any questions, please feel free to contact me.

Sincerely,

ATER WYNNE LLP



Susan Carpenter
Assistant to Arthur A. Butler

Enclosures

cc: Parties of Record

967436/1/AAB/101637-0015

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CERTIFICATE OF SERVICE

I hereby certify that I have this 30th day of June, 2010, served the true and correct original, along with the correct number of copies, of the foregoing document upon the WUTC, via the method(s) noted below, properly addressed as follows:

David S. Danner
Secretary and Executive Director
Washington Utilities and Transportation Commission
1300 S Evergreen Park Drive SW
PO Box 47250
Olympia, WA 98504-7250

- Hand Delivered
- U.S. Mail (first-class, postage prepaid)
- Overnight Mail (UPS)
- Facsimile (360) 586-8203
- Email (records@wutc.wa.gov)

I hereby certify that I have this 30th day of June, 2010, served a true and correct copy of the foregoing document upon parties of record, via the method(s) noted below, properly addressed as follows:

On Behalf Of 360networks:

Michel L. Singer Nelson
360 Networks
Suite 600
370 Interlocken Boulevard
Broomfield CO 80021

Confidentiality Status:

- Hand Delivered
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- Facsimile (303) 854-5100
- Email (michel.nelson@360.net)

On Behalf Of Integra, twtc, Covad, XO, Pac-West, and PAETEC:

Gregory J. Kopta
Davis Wright Tremaine LLP
Suite 2200
1201 Third Avenue
Seattle WA 98101-3045

Confidentiality Status: Highly Confidential

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- Overnight Mail (UPS)
- Facsimile (206) 757-7700
- Email (gregkopta@dwt.com)

On Behalf Of Qwest Communications:

Lisa A. Anderl
Qwest Corporation
Room 3206
1600 7th Avenue
Seattle WA 98191

Confidentiality Status:

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- Facsimile (206) 343-4040
- Email (lisa.anderl@qwest.com)

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On Behalf Of Public Counsel:

Simon J. ffitc
Attorney General of Washington
Public Counsel Section
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800 Fifth Avenue
Seattle WA 98104-3188

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On Behalf Of Sprint Nextel:

Judith A. Endejan
Graham & Dunn, PC
Pier 70
2801 Alaskan Way, Suite 300
Seattle WA 98121-1128

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On Behalf Of DoD/FEA:

Charles King
Snavey King Majoros O'Connor & Bedell, Inc.
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Washington DC 20005

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On Behalf Of DoD/FEA:

Stephen S. Melnikoff
U.S. Army Litigation Division
Regulatory Law Office, Suite 700
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Arlington VA 22203-1837

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Snavey King Majoros O'Connor & Bedell, Inc.
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Washington DC 20005

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On Behalf Of Comcast Cable Communications:

Michael C. Sloan
Davis Wright Tremaine LLP
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1919 Pennsylvania Avenue NW
Washington DC 20006

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On Behalf Of Charter Communications:

K.C. Halm
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On Behalf Of PAETEC Communications:

William A. Haas
McLeodUSA Telecommunications Services, Inc.
1 Martha's Way
Cedar Rapids IA 52233

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 Email (william.haas@paetec.com)

On Behalf Of Integra Telecom:

Karen L. Clauson
Integra Telecom, Inc.
6160 Golden Hills Drive
Golden Valley MN 55416

Confidentiality Status:

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 Email (klclauson@integratelecom.com)

On Behalf Of XO Communications:

Rex Knowles
XO Communications Services, Inc.
Suite 400
7050 Union Park Avenue
Midvale UT 84047

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 Email (rex.knowles@xo.com)

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On Behalf Of Level 3 Communications:

Greg Rogers
Level 3 Communications, LLC
1025 El Dorado Boulevard
Bloomfield CO 80021-8869

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 Facsimile (720) 888-5134
 Email (greg.rogers@level3.com)

On Behalf Of tw telecom:

Lyndall Nipps
tw telecom
845 Camino Sur
Palm Springs CA 92262-4157

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On Behalf Of CenturyLink:

Cal Simshaw
CenturyLink
PO Box 9901
Vancouver WA 98668-8701

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On Behalf Of Integra:

Gregory Merz
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On Behalf Of Covad Communications:

Katherine K. Mudge
Covad Communications Company
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On Behalf Of Commission Staff:

Jennifer Cameron-Rulkowski
Attorney General of Washington
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On Behalf Of Charter Communications:

Michael R. Moore
Charter Communications
12405 Powerscourt Drive
St. Louis MO 63131

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 Email (michael.moore@chartercom.com)

On Behalf Of Pac-West Telecomm:

James C. Falvey
Pac-West Telecomm, Inc.
Suite 2-I
420 Chinquapin Round Road
Annapolis MD 21401

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 Facsimile
 Email (jfalvey@pacwest.com)

On Behalf Of Sprint Nextel:

Kristin L. Jacobson
Sprint Nextel
Suite 1500
201 Mission Street
San Francisco CA 94105

Confidentiality Status: Confidential

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On Behalf Of Sprint Nextel:

Kenneth Schifman
Sprint Nextel
6450 Sprint Parkway
Overland KS 66251

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On Behalf Of Sprint Nextel:

Diane C. Browning
Sprint Nextel
6450 Sprint Parkway
Overland KS 66251

Confidentiality Status: Confidential

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 Overnight Mail (UPS)
 Facsimile
 Email (diane.c.browning@sprint.com)

On Behalf Of 360networks:

Penny Stanley
360 Networks
11th Floor
2401 4th Avenue
Seattle WA 98121

Confidentiality Status:

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 Overnight Mail (UPS)
 Facsimile (206) 239-4365
 Email (penny.stanley@360.net)

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct.

DATED this 30th day of June, 2010, at Seattle, Washington.

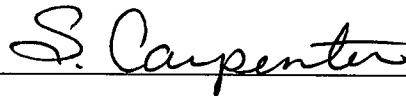


EXHIBIT A (ATTORNEY AGREEMENT)

AGREEMENT CONCERNING CONFIDENTIAL INFORMATION
IN DOCKET UT-100820
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

I, Gregory L. Rogers, as attorney in
this proceeding for Level 30 Communications, LLC (party to this
proceeding) agree to comply with and be bound by the Protective Order entered by
the Washington Utilities and Transportation Commission in Docket UT-100820, and
acknowledge that I have reviewed the Protective Order and fully understand its terms
and conditions.

Signature

Date

Address

1025 E 10th Ave Blvd.

Broomfield, CO 80021

6/22/10

Employer Level 3 Communications

Sr. Corporate Counsel
Position and Responsibilities

1025 E. Dorado Blvd.
Permanent Address

Broomfield, CO 80021

The following portion is to be completed by the responding party and filed with the Commission within 10 days of receipt. Failure to do so will constitute a waiver and the above-named person will be deemed a person having access to Highly Confidential Information under the terms and conditions of the protective order.

_____ No objection.

_____ Objection. The responding party objects to the above-named person having access to Highly Confidential Information. The objecting party shall file a motion with the Commission, supported by affidavit, setting forth the basis for objection and asking exclusion of the person from access to Highly Confidential Information.

Signature

Date