

Suite 1501 601 Union Street Seattle, WA 98101-3981 206-623-4711 Fax: 206-467-8406 www.aterwynne.com

Arthur A. Butler E-Mail: aab@aterwynne.com

VIA UPS NEXT DAY AIR AND E-FILE

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

Re: <u>Owest Communications and CenturyTel – For Approval of Indirect</u>

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

David Danner June 30, 2010 Page 2

#### **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) X Overnight Mail (UPS) Facsimile (360) 586-8203 X Email (records@wutc.wa.gov)
I hereby certify that I have this 30th day of the foregoing document upon parties of record, addressed as follows:	June, 2010, served a true and correct copy of , via the method(s) noted below, properly
On Behalf Of 360networks:	
Michel L. Singer Nelson 360 Networks Suite 600 370 Interlocken Boulevard Broomfield CO 80021	Hand Delivered  X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (303) 854-5100
Confidentiality Status:	X 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	Hand Delivered  X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (206) 757-7700 X Email (gregkopta@dwt.com)
On Behalf Of Qwest Communications:	
Lisa A. Anderl Qwest Corporation Room 3206 1600 7th Avenue Seattle WA 98191  Confidentiality Status:	Hand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile (206) 343-4040  X Email (lisa.anderl@qwest.com)

On E	Behalf Of Public Counsel:		
	Simon J. ffitch Attorney General of Washington		Hand Delivered
	Public Counsel Section	X	U.S. Mail (first-class, postage prepaid)
	Suite 2000 800 Fifth Avenue		Overnight Mail (UPS)
	Seattle WA 98104-3188		Facsimile (206) 389-2079
	Confidentiality Status:	X_	Email (simonf@atg.wa.gov)
On I	Behalf Of Sprint Nextel:		
	Judith A. Endejan		Hand Delivered
	Graham & Dunn, PC		•
	Pier 70	<u>X</u> _	U.S. Mail (first-class, postage prepaid)
	2801 Alaskan Way, Suite 300 Seattle WA 98121-1128		Overnight Mail (UPS)
	Seattle WA 98121-1128		Facsimile (206) 340-9599
	Confidentiality Status: Highly Confidential	<u> </u>	Email (jendejan@grahamdunn.com)
On I	Behalf Of DoD/FEA:		
	Charles King		п 15.1
	Snavely King Majoros O'Connor & Bedell, Inc.		Hand Delivered
	Suite 300		U.S. Mail (first-class, postage prepaid)
	1111 14th Street NW		Overnight Mail (UPS)
	Washington DC 20005		Facsimile (202) 842-4966
	Confidentiality Status:	X	Email (CharlieKing@snavely-king.com)
On E	Behalf Of DoD/FEA:		
	Stephen S. Melnikoff		Hand Dallarand
	U.S. Army Litigation Division		Hand Delivered
	Regulatory Law Office, Suite 700	X	
	901 N Stuart Street Arlington VA 22203-1837		Overnight Mail (UPS)
	Attington VA 22203-1837		Facsimile (703) 696-2960
	Confidentiality Status:	X_	Email (stephen.melnikoff@hqda.army.mil)
On I	Behalf Of Dod/FEA:		
	Robert W. Spangler		H 15" 1
	Snavely King Majoros O'Connor & Bedell, Inc.	-	Hand Delivered
	Suite 300		U.S. Mail (first-class, postage prepaid)
	1111 14th Street NW		Overnight Mail (UPS)
	Washington DC 20005		Facsimile (202) 842-4966
	Confidentiality Status:	X	Email (rwspang@centurytel.net)

On Benail Of Comcast Cable Communications:	
Michael C. Sloan Davis Wright Tremaine LLP Suite 200 1919 Pennsylvania Avenue NW Washington DC 20006  Confidentiality Status:	Hand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile (202) 973-4499  X Email (michaelsloan@dwt.com)
On Behalf Of Charter Communications:	
K.C. Halm Davis Wright Tremaine LLP Suite 200 1919 Pennsylvania Avenue NW Washington DC 20006  Confidentiality Status:	Hand Delivered  X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (202) 973-4487 X Email (kchalm@dwt.com)
On Behalf Of PAETEC Communications:	
William A. Haas McLeodUSA Telecommunications Services, Inc. 1 Martha's Way Cedar Rapids IA 52233	Hand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)
Confidentiality Status:	Facsimile (319) 790-7901  X 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:	Hand Delivered  X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (763) 745-8459 X Email (klclauson@integratelecom.com)
On Behalf Of XO Communications:	
Rex Knowles XO Communications Services, Inc. Suite 400 7050 Union Park Avenue Midvale UT 84047	Hand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile (801) 951-2133
Confidentiality Status:	X Email (rex.knowles@xo.com)

On Benaif Of Level 3 Communications:	
Greg Rogers	Hand Delivered
Level 3 Communications, LLC 1025 El Dorado Boulevard	X U.S. Mail (first-class, postage prepaid)
Bloomfield CO 80021-8869	Overnight Mail (UPS)
Confidentiality Status:	Facsimile (720) 888-5134
сопристану заназ.	X Email (greg.rogers@level3.com)
On Behalf Of tw telecom:	
Lyndall Nipps	Hand Delivered
tw telecom	X U.S. Mail (first-class, postage prepaid)
845 Camino Sur Palm Springs CA 92262-4157	
	Overnight Mail (UPS)
Confidentiality Status:	Facsimile
	X Email (lyndall.nipps@twtelecom.com)
On Behalf Of CenturyLink:	·
Cal Simshaw	Hand Delivered
CenturyLink PO Box 9901	X U.S. Mail (first-class, postage prepaid)
Vancouver WA 98668-8701	Overnight Mail (UPS)
	Facsimile
Confidentiality Status:	X Email (calvin.simshaw@centurytel.com
On Behalf Of Integra:	
Gregory Merz	W 15 V
Gray, Plant, Mooty, Mooty & Bennett, P.A.	Hand Delivered
500 IDS Center	X U.S. Mail (first-class, postage prepaid)
80 South Eight Street Minneapolis MN 55402	Overnight Mail (UPS)
•	Facsimile (612) 632-4257
Confidentiality Status: Highly Confidential	X Email (gregory.merz@gpmlaw.com)
On Behalf Of Covad Communications:	
Katherine K. Mudge	H 1 D-1 1
Covad Communications Company	Hand Delivered
2nd Floor	X U.S. Mail (first-class, postage prepaid)
7000 N Mopac Expressway Austin TX 78731	Overnight Mail (UPS)
	Facsimile (512) 514-6520
Confidentiality Status:	X Email (kmudge@covad.com)

Jennifer Cameron-Rulkowski Attorney General of Washington 1400 S Evergreen Park Drive SW PO Box 40128 Olympia WA 98504-7250  Confidentiality Status: Confidential  Mand Delivered  Lus. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile Email (jeameron@utc.wa.gov)  On Behalf Of DoD/FEA: Harry Gildea Snavely King Majoros O'Connor & Bedell, Inc. Suite 300 1111 14th Street NW Washington Dc 20005 Confidentiality Status:  Michael R. Moore Charter Communications: Michael R. Moore Charter Communications 12405 Powerscourt Drive St. Louis MO 63131 Confidentiality Status:  Mand Delivered Last Mail (UPS) Facsimile (202) 842-4966 Email (hgildea@snavely-king.com)  On Behalf Of Pac-West Telecomm: James C. Falvey Pac-West Telecomm, Inc. Suite 2-1 420 Chinquapin Round Road Annapolis MD 21401 Confidentiality Status:  Mand Delivered Last Michael R. Moore Last Michael R. Moore Charter Communications  Lado Sprint Nextel: Kristin L. Jacobson Sprint Nextel: Kristin L. Jacobson Sprint Nextel: Kristin L. Jacobson Sprint Nextel: Suite 1500  Mand Road Annapolis MD 21401  Confidentiality Status:  Mand Delivered Last Michael R. Moore Charter Communications  Lado Delivered Last Michael R. Moore Last Michae	On Behalf Of Commission Staff:	
Harry Gildea Snavely King Majoros O'Connor & Bedell, Inc. Suite 300  1111 14th Street NW Washington DC 20005  Confidentiality Status:  Michael R. Moore Charter Communications:  Michael R. Moore Charter Communications  Michael R. Moore Charter Communications  X U.S. Mail (first-class, postage prepaid)  V.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile (202) 842-4966  Email (hgildea@snavely-king.com)   Michael R. Moore Charter Communications  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Confidentiality Status:  Facsimile (314) 965-6640  X Email (michael.moore@chartercom.com)   On Behalf Of Pac-West Telecomm:  James C. Falvey Pac-West Telecomm, Inc. Suite 2-1  420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile  Confidentiality Status:  X Email (jfalvey@pacwest.com)   On Behalf Of Sprint Nextel:  Kristin L. Jacobson Sprint Nextel Suite 1500  201 Mission Street San Francisco CA 94105  Facsimile	Attorney General of Washington 1400 S Evergreen Park Drive SW PO Box 40128 Olympia WA 98504-7250	X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile
Snavely King Majoros O'Connor & Bedell, Inc. Suite 300  U.S. Mail (first-class, postage prepaid)  1111 14th Street NW Washington DC 20005  Confidentiality Status:  Michael R. Moore Charter Communications:  Michael R. Moore Charter Communications  12405 Powerscourt Drive St. Louis MO 63131  Confidentiality Status:  Mehalf Of Pac-West Telecomm:  James C. Falvey Pac-West Telecomm, Inc. Suite 2-1  420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  X U.S. Mail (first-class, postage prepaid)  Novernight Mail (UPS)  Facsimile  W.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile  Confidentiality Status:  X U.S. Mail (first-class, postage prepaid)  Vernight Mail (UPS)  Facsimile  Confidentiality Status:  X Email (jfalvey@pacwest.com)  Non Behalf Of Sprint Nextel:  Kristin L. Jacobson Sprint Nextel:  Kristin L. Jacobson Sprint Nextel:  Kristin L. Jacobson Sprint Nextel:  V.S. Mail (first-class, postage prepaid)  Vernight Mail (UPS)  Facsimile  U.S. Mail (first-class, postage prepaid)  Vernight Mail (UPS)  Facsimile  V.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile  Facsimile  Overnight Mail (UPS)  Facsimile	On Behalf Of DoD/FEA:	
Michael R. Moore Charter Communications 12405 Powerscourt Drive St. Louis MO 63131  Confidentiality Status:  On Behalf Of Pac-West Telecomm:  James C. Falvey Pac-West Telecomm, Inc. Suite 2-1 420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  X Email (first-class, postage prepaid)  Overnight Mail (UPS)  Hand Delivered  Lus. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile  Confidentiality Status:  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile  Confidentiality Status:  X Email (jfalvey@pacwest.com)  On Behalf Of Sprint Nextel:  Kristin L. Jacobson Sprint Nextel Suite 1500 201 Mission Street San Francisco CA 94105  Can Class Annapolis Mail (UPS) Facsimile	Harry Gildea Snavely King Majoros O'Connor & Bedell, Inc. Suite 300 1111 14th Street NW Washington DC 20005	U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (202) 842-4966
Charter Communications 12405 Powerscourt Drive St. Louis MO 63131  Confidentiality Status:  Dames C. Falvey Pac-West Telecomm.  James C. Falvey Pac-West Telecomm, Inc. Suite 2-I 420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  X U.S. Mail (first-class, postage prepaid)  West Telecomm, Inc. Suite 2-I 420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  X Email (jfalvey@pacwest.com)  Con Behalf Of Sprint Nextel:  Kristin L. Jacobson Sprint Nextel Suite 1500 201 Mission Street San Francisco CA 94105  Email (irst-class, postage prepaid) Overnight Mail (UPS) Facsimile  Overnight Mail (UPS) Facsimile	On Behalf Of Charter Communications:	
James C. Falvey Pac-West Telecomm, Inc. Suite 2-I  420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  We status:  Confidentiality Status:  We	Charter Communications 12405 Powerscourt Drive St. Louis MO 63131	X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (314) 965-6640
James C. Falvey Pac-West Telecomm, Inc. Suite 2-I  420 Chinquapin Round Road Annapolis MD 21401  Confidentiality Status:  We status:  Confidentiality Status:  We	On Behalf Of Pac-West Telecomm:	
Kristin L. Jacobson Sprint Nextel Suite 1500 201 Mission Street San Francisco CA 94105  Kistin L. Jacobson  Mand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile	James C. Falvey Pac-West Telecomm, Inc. Suite 2-I 420 Chinquapin Round Road Annapolis MD 21401	X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile
Kristin L. Jacobson Sprint Nextel Suite 1500 201 Mission Street San Francisco CA 94105  Kistin L. Jacobson  Mand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile	On Behalf Of Sprint Nextel:	
	Kristin L. Jacobson Sprint Nextel Suite 1500 201 Mission Street San Francisco CA 94105	U.S. Mail (first-class, postage prepaid)     Overnight Mail (UPS)     Facsimile

David Danner June 30, 2010 Page 7

On Behalf Of Sprint Nextel:	
Kenneth Schifman Sprint Nextel 6450 Sprint Parkway Overland KS 66251 Confidentiality Status: Confidential	Hand Delivered  X U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile X Email (kenneth.schifman@sprint.com)
On Behalf Of Sprint Nextel:	•
Diane C. Browning Sprint Nextel 6450 Sprint Parkway Overland KS 66251  Confidentiality Status: Confidential	Hand Delivered  X U.S. Mail (first-class, postage prepaid)  Overnight Mail (UPS)  Facsimile  X Email (diane.c.browning@sprint.com)
On Behalf Of 360networks:	
Penny Stanley 360 Networks 11th Floor 2401 4th Avenue Seattle WA 98121  Confidentiality Status:	Hand Delivered U.S. Mail (first-class, postage prepaid) Overnight Mail (UPS) Facsimile (206) 239-4365 X 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.

S. Carpenter

#### **EXHIBIT A (ATTORNEY AGREEMENT)**

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

this proceeding for Love 3 Common Lines. We (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, an acknowledge that I have reviewed the Protective Order and fully understand its term and conditions.		/	. /	$\mathcal{O}$	
the Washington Utilities and Transportation Commission in Docket UT-100820, an acknowledge that I have reviewed the Protective Order and fully understand its term and conditions.	Ĭ,	L-rea	ory L.	Fogers	, as attorney i
the Washington Utilities and Transportation Commission in Docket UT-100820, an acknowledge that I have reviewed the Protective Order and fully understand its term and conditions.	this proceeding for	Level 30	Commin	"Lattons Le	(party to this
the Washington Utilities and Transportation Commission in Docket UT-100820, an acknowledge that I have reviewed the Protective Order and fully understand its term and conditions.	proceeding) agree to	comply with an	d be bound by	the Protective Or	der entered by
acknowledge that I have reviewed the Protective Order and fully understand its term and conditions.					
and conditions. $6/22/10$					
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				6/2	410
Signature / Date /	Signature		]	Date /	
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1025 Elvano Blvd.	(025° E	(U Trado	BIVD.		
Address	Address				
		11			•

### EXHIBIT C (HIGHLY CONFIDENTIAL INFORMATION AGREEMENT)

AGREEMENT CONCERNING HIGHLY CONFIDENTIAL INFORMATION IN DOCKET UT-100820

IN DOCKET UT-100820
BEFORE THE
WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION
I, Gregory L. Rogers, as
✓ In-house attorney
In-house expert
Outside counsel
Outside expert
n this proceeding for Level 3 Communications 120
proceeding) hereby declare under penalty of perjury under the laws of the State of
Washington that the following are true and correct:
I am not now involved, and will not for a period of two years involve myself
in, competitive decision making with respect to which the documents or
information may be relevant, by or on behalf of any company or business
organization that competes, or potentially competes, with the company or
business organization from whom they seek disclosure of highly confidential
information with respect to the pricing, marketing, and sales of
telecommunications services in the state of Washington; and
I have read and understand, and agree to be bound by, the terms of the
Protective Order in this proceeding, including this Section C of the Protective
Order.
6/22/10
Signature Date
Broomfill, CO YOOZI
City/State where this Agreement was signed

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

Objection. The responding party objects to the above-named person

Date