

**EXHIBIT BJJ-74 TO THE
RESPONSE TESTIMONY OF
BONNIE J. JOHNSON
ON BEHALF OF
INTEGRA TELECOM**

CenturyLink Wholesale Change Management Process Document -

CHANGE MANAGEMENT PROCESS (CMP) FOR LOCAL SERVICES

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CHANGE MANAGEMENT PROCESS (CMP)

1.0 INTRODUCTION AND SCOPE

This document defines the processes for change management of Operations Support Systems (OSS) Interfaces, products and processes (including manual) as described below. CMP provides a means to address changes that support or affect pre-ordering, ordering/provisioning, maintenance/repair and billing capabilities and associated documentation and production support issues for local services (local exchange services) provided by Competitive Local Exchange Carriers (CLECs) to their end users. This CMP is applicable to CenturyLink's 14 state in-region serving territory.

This CMP is managed by CLEC and CenturyLink Points of Contact (POCs) each having distinct roles and responsibilities. The CLECs and CenturyLink will hold regular meetings to exchange information about the status of existing changes, the need for new changes, what changes CenturyLink is proposing, how the process is working, etc. The process also allows for escalation to resolve disputes, if necessary.

CenturyLink will track changes to OSS Interfaces, products and processes. This CMP includes the identification of changes and encompasses, as applicable, Design, Development, Notification, Testing, Implementation, Disposition of changes, etc. (See Change Request Status Codes, Section 5.8). CenturyLink will process any such changes in accordance with this CMP.

In cases of conflict between the changes implemented through this CMP and any CLEC interconnection agreement (whether based on the CenturyLink SGAT or not), the rates, terms and conditions of such interconnection agreement shall prevail as between CenturyLink and the CLEC party to such interconnection agreement. In addition, if changes implemented through this CMP do not necessarily present a direct conflict with a CLEC interconnection agreement, but would abridge or expand the rights of a party to such agreement, the rates, terms and conditions of such interconnection agreement shall prevail as between CenturyLink and the CLEC party to such agreement.

This CMP is dynamic in nature and, as such, is managed through the regularly scheduled meetings. The parties agree to act in Good Faith in exercising their rights and performing their obligations pursuant to this CMP. This document may be revised through the procedures described in Section 2.0.

Any opinions expressed at the CMP meetings by representatives of government agencies such as state Public Utilities Commissions (PUC), Federal Communications Commission (FCC), and the Department of Justice (DOJ) do not bind such government agencies.

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Throughout this CMP document, terms such as “agreement” or “consensus” are used to identify instances when participants attempt to informally arrive at a unanimous decision by the CMP group at a noticed CMP Meeting. At any time, when the parties cannot informally reach a decision, the parties may continue to work together to reach resolution or conduct a vote in accordance with Section 17.0.

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2.0 MANAGING THE CHANGE MANAGEMENT PROCESS

2.1 Managing the Change Management Process Document

Proposed modifications to this CMP framework shall be originated by a change request submitted by CLEC or CenturyLink in accordance with Section 5.0. Acceptance of such changes will be discussed at a regularly scheduled Monthly CMP Product/Process Meeting.

The originator of the change will send proposed redlined language and the reasons for the request with the change request at least fourteen (14) days in advance of the Monthly CMP Product/Process Meeting. The request originator will present the proposal to the CMP participants. The parties will develop a process for input into the proposed change including when the vote will be taken. Incorporating a change into this CMP requires unanimous agreement using the Voting Process, as described in Section 17.0. Each CMP change request will be assigned a CR number that contains a suffix of “CM” and will be included in the Monthly CMP Product/Process Meeting distribution package. The CMP change request and redlined language will be included in the Monthly CMP Product/Process Meeting distribution package and the CMP change request will be identified as a proposed change to the CMP framework on the agenda. The requested change will be reviewed at a Monthly CMP Product/Process Meeting and voted on no earlier than the following CMP Product/Process meeting. The agenda for the Monthly CMP Product/Process Meeting, at which the vote will be taken, will indicate that a vote will be taken.

There will be a standing agenda item for each monthly CMP Meeting for discussion about issues relating to the operation and effectiveness of CMP. This discussion is intended to be open and receptive to all input with the goal of constantly evaluating and improving this CMP.

2.2 Change Management Point-of-Contact (POC)

CenturyLink and each CLEC will designate primary, secondary, and, if desired, tertiary change management POC(s), who will serve as the official designees for matters regarding this CMP. CLECs and CenturyLink will exchange primary, secondary and tertiary POC information including items such as:

- Name
- Title
- Company
- Telephone number
- E-mail address
- Fax number
- Cell phone/Pager number
- POC designation (e.g., primary, secondary, or tertiary)

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document (e.g., the same PCAT or Technical Publication) that is not yet effective; and (2) a link to the Document Review Web site. For the duration of the agreed upon comment period as specified in this CMP, CLECs may submit comments on the proposed documentation change. At the CenturyLink CMP Document Review Web site, CLECs may submit their comments on a specific document by selecting the “Submit Comments” link associated with the document. The “Submit Comments” link will take CLECs to an HTML comment template. If for any reason the “Submit” button on the site does not function properly, CLECs may submit comments to cmpcomm@CenturyLink.com. After the conclusion of the applicable CLEC comment period, CenturyLink will aggregate all CLEC comments with CenturyLink responses and distribute to all CLECs via Notification e-mail within the applicable period.

In some instances, a CLEC or CenturyLink may wish to include proprietary information in a CR. To do this the CLEC or CenturyLink must identify the proprietary information with bracketed text, in all capitals, preceded and followed by the words “PROPRIETARY BEGIN” and “PROPRIETARY END,” respectively. CenturyLink will blackout properly formatted proprietary information when the CR is posted to the CR Database and distributed in the CMP Monthly Meeting distribution packet.

If a CLEC or CenturyLink wishes to ask a question, submit a comment, or provide information that is of a proprietary nature, the CLEC or CenturyLink must communicate directly with the CMP Manager via e-mail, cmpcr@CenturyLink.com. Such e-mails must have a subject line beginning with PROPRIETARY.

This CMP contains references to required notifications. Such references typically identify specific information that must be included in such notifications. Such information is not an exclusive list. CenturyLink will use reasonable efforts to include such other information in its possession that may be useful in aiding CLECs to understand the scope and purpose of the notification.

2.6 CMP Relationship with Management of Performance Indicator Definitions (PIDs)

CenturyLink Performance Indicator Definitions (PIDs) have been established through collaboration among CenturyLink, CLECs and state public utilities commissions in a forum known as the Regional Oversight Committee Technical Advisory Group (ROC TAG). This activity was performed in order to test CenturyLink’s performance in connection with CenturyLink’s application to obtain approval under Section 271 of the Telecommunications Act of 1996. The parties anticipate that the ROC TAG (or similar industry group separate from the CMP body) will continue in some form after approval of CenturyLink’s Section 271 application. The parties expect that this industry group will be responsible for change management of the CenturyLink PIDs (the “PID Administration Group”).

The parties acknowledge that the operation of PIDs may be impacted by changes to CenturyLink OSS Interfaces, products or processes that are within the scope of CMP.

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Conversely, CenturyLink OSS Interfaces, products or processes may be impacted by changes to, or the operation of, PIDs that are within the scope of the PID Administration Group. As a result, efficient operation of this CMP requires communication and coordination, including the establishment of processes, between the PID Administration Group and the CMP body.

The parties recognize that if an issue results from CMP that relates to the PIDs (e.g., CenturyLink denies a CR with reference to PIDs, discussion of PID administration is needed in order to implement a CR, etc.), any party to this CMP may take the issue to the PID Administration Group for discussion and resolution as appropriate under the procedures for that Group. At the time any party brings such an issue to the PID Administration Group, such party shall notify CenturyLink and CenturyLink will distribute an e-mail notification to the CMP body. CenturyLink shall also distribute to the CMP body all correspondence with the PID Administration Group relating to the issue at the time such correspondence is exchanged with the PID Administration Group (if CenturyLink is not copied on such correspondence, the involved CLEC will forward such correspondence to CenturyLink for distribution to the CMP body). CenturyLink or an interested CLEC will bring any resolution or recommendation from the PID Administration Group relating to such issues to the CMP body for consideration in resolving related CMP issues.

It is possible that the PID Administration Group will identify issues that relate to CMP. In that case, the CMP body would expect the PID Administration Group (or a party from that group) to bring such issues to the CMP body for resolution or a recommendation. Such issues may be raised in the form of a CR, but may be raised in a different manner if appropriate. CenturyLink or an interested CLEC will return to the PID Administration Group any resolution or recommendation from the CMP body on such issues. CenturyLink and CLECs participating in the PID Administration Group agree that they will propose, develop, and adopt processes for the PID Administration Group that will enable the coordination called for in this Section. One such process may include joint meetings, on an as needed basis, of the PID Administration Group and the CMP body to address issues that affect both groups.

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3.0 CHANGE MANAGEMENT PROCESS MEETINGS

Change Management Process meetings will be conducted on a regularly scheduled basis. The CMP Product/Process and Systems Meetings will be conducted on the same day of each month or on at least two (2) consecutive days on a monthly basis, unless other arrangements are agreed upon by the CLECs and CenturyLink. Meeting participants can choose to attend meetings in person or participate by conference call.

Meetings are held to review, manage the implementation of Product/Process and System changes, and address Change Requests. CenturyLink will review the status of all applicable Change Requests. The meeting may also include discussions of CenturyLink's OSS Interface Release Calendar.

CLEC's request for additional agenda items and associated materials must be submitted to CenturyLink at least five (5) business days by noon (MT) in advance of the meeting. CenturyLink is responsible for distributing the agenda and associated meeting materials and will be responsible for preparing, maintaining, and distributing meeting minutes. Attendees with any walk-on items should bring hard copy materials of the walk-on items to the meeting and should, at least two (2) hours prior to the meeting, provide copies of such materials electronically (soft copy) to the CMP Manager, cmpr@CenturyLink.com, for distribution to all parties.

All attendees, whether in person or by phone, must identify themselves and the company they represent.

Additional meetings may be held at the request of CenturyLink or any CLEC. Meeting notification must contain an agenda plus any supporting meeting materials. Notification for these meetings will be distributed at least five (5) business days prior to their occurrence. CenturyLink will record and distribute meeting minutes, unless otherwise noted in this CMP as further described in Section 3.2.

3.1 Meeting Materials (Distribution Package) for Monthly Change Management Process Meetings

Meeting materials will include the following information:

- Meeting Logistics
- Minutes from previous meeting
- Agenda
- Change Requests and responses, as applicable
 - New/Active
 - Updated
- Issues, Action Items Log and associated statuses
- Release Summary, as applicable

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- OSS Interface Release Calendar, as described in Section 6.0
- Date TBD Trouble Tickets, as described in Section 12.3
- Any other material to be discussed

CenturyLink will provide Meeting Materials (distribution package) electronically, by noon (MT), three (3) business days prior to the Monthly CMP Meeting. In addition, CenturyLink will provide hard copies of the distribution package at the Monthly CMP Meeting.

3.2 Meeting Minutes for Change Management Process Meetings

CenturyLink will record and distribute meeting minutes for all Change Management Process meetings, unless otherwise noted in this CMP.

CenturyLink will summarize discussions in meeting minutes and include any revised documents such as issues, action items and statuses. Minutes will be distributed to meeting participants for comments or revisions no later than five (5) business days by noon (MT) after the meeting. CLEC comments will be provided by noon (MT) two (2) business days after receiving draft minutes to the CenturyLink CMP Manager, cmpcr@CenturyLink.com. Revised minutes, if CLEC comments are received, will be posted to the CMP Web site within nine (9) business days by noon (MT) after the meeting.

To the extent that informal conversations occur between CenturyLink and a CLEC(s) that do not fall within the meetings described in this CMP, CenturyLink is not required to record and distribute meeting minutes.

3.3 CenturyLink Wholesale CMP Web Site

To facilitate access to CMP documentation, CenturyLink will maintain CMP information on its Web site. The Web site should be easy to use and will be updated in a timely manner. The Web site will be a well organized central repository for CLEC notifications and CMP documentation. Active documentation, including meeting materials (distribution package), will be maintained on the Web site. Change Requests and notifications will be identified in accordance with the agreed upon naming conventions to facilitate ease of identification. CenturyLink will maintain closed and old versions of documents on the Web site's Archive page for 18 months before storing off line. Information that has been removed from the Web site can be obtained by contacting the CenturyLink CMP Manager, cmpcr@CenturyLink.com. At a minimum, the CMP Web site will include:

- Current version of the CenturyLink Wholesale Change Management Process Document
- OSS Interface Release Calendar
- OSS Interface hours of availability
- Links to related Web sites, such as IMA, CEMR, Document Review and Notifications
- Change Request Form and instructions to complete form

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7.0 INTRODUCTION OF A NEW OSS INTERFACE

The process for introducing a new OSS Interface will be part of this CMP. Introduction of a new OSS Interface may include an application-to-application or a Graphical User Interface (GUI).

It is recognized that the planning cycle for a new OSS Interface, of any type, may be greater than the time originally allotted. In that case, discussions between CLECs and CenturyLink will be held prior to the announcement of the new OSS Interface.

With a new OSS Interface, CLECs and CenturyLink may define the scope of functionality introduced as part of the OSS Interface.

7.1 Introduction of a New Application-to-Application Interface

At least two hundred and seventy (270) calendar days in advance of the planned Release Production date of a new application-to-application interface, CenturyLink will issue a Release Notification, post the Preliminary Interface Implementation Plan on CenturyLink's Web site, and host a design and development meeting.

7.1.1 Initial Release Notification

The Initial Release Notification will include:

- Where practicable, the Release Announcement and Preliminary Interface Implementation Plan will include: Proposed functionality of the OSS Interface including whether the OSS Interface will replace an existing OSS Interface
- Proposed implementation timeline (e.g., milestone dates, CLEC/CenturyLink comment cycle)
- Proposed meeting date to review the Preliminary Interface Implementation Plan
- Exceptions to industry guidelines/standards, if applicable
- Planned Release Production Date

7.1.2 CLEC Comments to Initial Release Notification

CLECs have fourteen (14) calendar days from the Initial Release Notification to provide written comments/questions on the documentation. CLECs may submit comments via the CenturyLink CMP comment Web site at <http://www.CenturyLink.com/wholesale/cmp/comment.html>.

7.1.3 CenturyLink Response to CLEC Comments

CenturyLink will respond with written answers to all CLEC issues within twenty-one (21) calendar days after the Initial Release Notification.

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16.0 EXCEPTION PROCESS

CenturyLink and CLECs recognize the need to allow occasional exceptions to this CMP described herein. Extenuating circumstances affecting CenturyLink or the CLECs may warrant deviation from this CMP. An exception request will be addressed on a case-by-case basis where CenturyLink and CLECs may decide to handle the exception request outside of the established CMP. An exception request must be presented to the CMP community for acceptance in accordance with this section to determine if the request shall be treated as an exception.

16.1 Exception Initiation and Acknowledgement

If CenturyLink or a CLEC wishes that any request within the scope of CMP be handled on an exception basis, the party who makes such a request will issue an exception request (“Exception Request”). Exception Requests will be submitted in one of two ways:

- If the request pertains to a single, previously submitted, open CR, the Exception Requestor must follow the process described in Section 16.1.1.
- If the Exception Request is not currently addressed in a single, previously submitted, open CR or if the request involves two or more previously submitted, open CRs, the Exception Requestor must complete a CR form and e-mail it to the CMP Manager, cmpcr@CenturyLink.com. The Exception Requestor must complete the following sections of the CR form: date submitted, company, originator, proprietary (if applicable), optional available dates/times for meetings, area of request, description of exception requested. The description of the exception must contain the information listed in Section 16.1.1.

16.1.1 Requestor Submits an Exception Request

If the Exception Request pertains to a previously submitted CR, the Exception Requestor must send an e-mail to the CMP Manager, cmpcr@CenturyLink.com, with “EXCEPTION” in the subject line. The text of the request must contain the following information:

- Change Request number(s) of an existing Change Request(s) or a completed Change Request form (See Section 5.0)
- Description of the request with good cause for seeking an exception
- A clear statement outlining the course of action the Exception Requestor wishes parties to follow and the desired outcome, if the Exception Request is granted (e.g., timeframe or targeted release)
- Supporting documentation
- Primary contact information
- Whether the Requestor wishes to have the request considered at the next Monthly CMP Meeting, or requests an Exception Call/Meeting pursuant to Section 16.2 prior to the next Monthly CMP Meeting
- If a CLEC requests an Exception Call/Meeting, the CLEC should indicate whether it desires a pre-meeting with CenturyLink, including the CLEC’s desire to have certain CenturyLink subject matter experts attend the pre-meeting and/or Exception Call/Meeting.

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16.1.2 Tracking of an Exception Request

Exception Requests will be identified by adding the suffix “EX” to the CR number. If an Exception Request references existing CRs, and the Exception Request is granted, the CR numbers of the referenced CRs will then be modified to include the “EX” suffix.

Within one (1) business day after receipt of an Exception Request, CenturyLink's CMP Manager will acknowledge receipt of the Exception Request by e-mail to the Requestor. The CMP Manager will include in the acknowledgement an indication of whether an Exception Call/Meeting will be scheduled. If an Exception Call/Meeting is not requested, the Exception change request will be presented to the CMP community as described in Section 16.3 below. The acknowledgement will also include the CR or tracking number.

16.2 Exception Notification

Within three (3) business days after receipt of the request, if an Exception Call/Meeting is requested, the CMP Manager will issue a notification to the CMP community for an Exception Call/Meeting (the “Exception Notification”). The Exception Call/Meeting shall be held on a date agreed to by the Requestor, provided that it shall not be held less than seven (7) business days after issuance of the Exception Notification.

The subject line of the Exception Notification must include:

- “EXCEPTION NOTIFICATION”

The content of the Exception Notification will include:

- Requestor
- Logistics for Exception Call/Meeting
- Agenda
- Change Request number on which the exception is sought
- Description of the request with good cause for seeking an exception
- Desired outcome (e.g., timeframe or targeted release)
- Supporting documentation
- Primary contact information
- A clear statement that a decision is required to accept, or decline this request as an Exception during this Exception Call/Meeting.
- Logistics for a pre-meeting, in accordance with Section 16.2.1
- An initial assessment from CenturyLink regarding the impact if the Exception Request is granted, if available.

16.2.1 Pre-Meeting

The pre-meeting shall be held on a date agreed to by the Requestor, provided that it shall not be held less than two (2) business days after issuance of the Exception Notification. CenturyLink shall conduct the pre-meeting with the Exception Requestor, any CLECs that wish to participate, CenturyLink SMEs, and specially requested CenturyLink personnel, or their equivalents. In all

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instances, the pre-meeting is exempt from the five (5) business day advance notification requirement described in Section 3.0. The purpose of the pre-meeting is to enable CenturyLink and CLECs to discuss options for the vote, determine the additional SMEs to invite to the Exception Call/Meeting, and develop a clear statement delineating what “Yes” and “No” votes will mean.

No later than three (3) business days following the pre-meeting, CenturyLink will distribute an Exception Voting Notification. The subject line of the notification will contain:

- “PRE-MEETING RESULTS – VOTING INSTRUCTIONS”

The body of the notification will contain:

- A clear statement outlining the course of action parties will follow if the Exception Request is granted
- A description of any modifications to the Exception Request made during the pre-meeting
- A clear statement delineating what “Yes” and “No” votes will mean
- Logistics for the Exception Meeting or the Monthly CMP Meeting, at which the vote will be held
- Logistics for additional pre-meetings, if applicable

16.2.2 Conduct Exception Call/Meeting

CenturyLink will conduct the Exception call/meeting to allow the Requestor to clarify the Exception Request. The Exception Requestor shall present the request and provide good cause as to why such a request should be treated as an exception. CenturyLink and CLECs present will be given the opportunity to comment on the request. Discussion may also include substantive issues and potential solutions, and schedules for subsequent activities (e.g., meeting, deliverables, milestones, and implementation dates). After the discussion, CenturyLink will conduct a vote as described in Section 16.4.

CenturyLink will write, distribute and post minutes as part of the Exception Request Disposition Notification no later than five (5) business days after the Exception Call/Meeting. The minutes will include the disposition and schedule of the implementation of the Exception Request.

16.3 Notification of Exception Request Discussion and Vote at Upcoming Monthly CMP Meeting

If an Exception Requestor desires that the vote be taken at the next Monthly CMP Meeting, the Exception Request must be submitted no later than thirteen (13) business days prior to that Monthly CMP Meeting. If an Exception Call/Meeting is not requested by the Exception Requestor, within three (3) business days after receipt of the request CenturyLink will notify the CLECs by e-mail that an Exception Request has been received by the CMP Manager.

The subject line of the notification must include:

- “EXCEPTION NOTIFICATION”

The notification content shall include:

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- Requestor
- Change Request number on which the exception is sought
- Description of the request with good cause for seeking an exception
- Desired outcome (e.g., timeframe or targeted release)
- Supporting documentation
- A clear statement that this request will be discussed and a decision is required to accept, or decline this request as an Exception, at the upcoming Monthly CMP Meeting
- Logistics for a pre-meeting, in accordance with Section 16.2.1
- An initial assessment from CenturyLink regarding the impact if the Exception Request is granted, if available

16.3.1 Discussion and Vote Taken at the Monthly CMP Meeting

If an Exception Call/Meeting is not requested, CenturyLink will note on the agenda of the next Monthly CMP Meeting that an Exception Request has been submitted, and that a decision is required to accept or decline this request as an Exception. CenturyLink will include the Exception Request and supporting documentation as part of the Monthly CMP Meeting distribution package.

The Exception Requestor shall present the request and provide good cause as to why such a request should be treated as an exception. CenturyLink and CLECs present will be given the opportunity to comment on the request. Discussion may also include substantive issues and potential solutions, and schedules for subsequent activities (e.g., meeting, deliverables, milestones, and implementation dates). After the discussion, CenturyLink will conduct a vote as described in Section 16.4.

16.4 Vote on Exception Request

A vote on whether an Exception Request will be handled on an exception basis will take place at the Exception Call/Meeting, if one is held (See Section 16.2.2). If an Exception Call/Meeting is not held, the vote will be taken at the Monthly CMP Meeting (See Section 16.3.1). The standards for determining whether a request will be handled on an exception basis are as follows:

- If the Exception Request is for a general change to the established CMP timelines for Product/Process changes, a two-thirds majority vote will be required unless CenturyLink or a CLEC demonstrates, with substantiating information, that one of the criteria for denial set forth in Section 5.3 is applicable. If one of the criteria for denial is applicable, the request will not be treated as an exception.
- If the Exception Request is for a Systems change or seeks to alter any part of this CMP (other than a particular instance of a Product/Process timeline change), a unanimous vote will be required.

Voting will be conducted pursuant to Section 17.0.

Any party that disagrees with results of a vote may initiate dispute resolution pursuant to the CMP Dispute Resolution provisions.

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16.5 Exception Request Disposition Notification

CenturyLink will issue a disposition notification, including meeting minutes, within five (5) business days after the close of the Exception Call/Meeting, or the Monthly CMP Meeting, at which the vote was taken. The disposition notification will be posted on the Web site.

16.6 Processing of the Exception Disposition

If the outcome of the vote is to grant the Exception Request, then CenturyLink may proceed with the agreed to disposition. If the outcome of the vote is not to treat the proposed change as an Exception, the originator may withdraw the Exception designation and continue to pursue its change under the established CMP. The originator of the change may also withdraw the change and discontinue pursuit of the requested change.

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