

BEFORE THE WASHINGTON UTILITIES AND
TRANSPORTATION COMMISSION

In the Matter of the Joint Application of

QWEST COMMUNICATIONS
INTERNATIONAL INC. AND
CENTURYTEL, INC.

For Approval of Indirect Transfer of Control of
Qwest Corporation, Qwest Communications
Company LLC, and Qwest LD Corp.

Docket No. UT-100820

DECLARATION OF ARTHUR A.
BUTLER IN SUPPORT OF CLECS'
RESPONSE TO QWEST'S AND
CENTURYLINK'S REQUEST FOR
IN CAMERA REVIEW OF HIGHLY
SENSITIVE DOCUMENTS AND
REQUEST FOR ORAL ARGUMENT

I, Arthur A. Butler, declare as follows:

1. I am an attorney for Level 3 Communications, LLC ("Level 3") and Cbeyond Communications LLC ("Cbeyond"). I make this declaration based on personal knowledge, in support of CLECs' response to the Joint Applicants' Request for *In Camera* Review of Highly Sensitive Documents.

2. Attached as Exhibit ^{MPT} 2 are true copies of Level 3's Data Request No. 1 to Qwest and Data Request No. 1 to CenturyLink, requesting copies of all responses to data requests from any party to this proceeding.¹

3. As noted in the Declaration of Mark Trincherro, filed in support of this Response, Integra and the UTC Staff submitted data requests to the Joint Applicants seeking documents that

¹ Data Request No. 1 to Qwest and Data Request No. 1 to CenturyLink were sent on June 14, 2010. Cbeyond's petition for late intervention was granted on June 24, 2010. To avoid unnecessary duplication, and because outside counsel for Level 3 and Cbeyond was the same, a separate blanket data request was not sent on behalf of Cbeyond.
Page 1 – DECLARATION OF ARTHUR A. BUTLER IN SUPPORT OF RESPONSE TO QWEST'S AND CENTURYLINK'S REQUEST FOR *IN CAMERA* REVIEW OF HIGHLY SENSITIVE DOCUMENTS

the Joint Applicants submitted to the U.S. Department of Justice or to the Federal Trade Commission pursuant to the Hart-Scott-Rodino Act.

4. Joint Applicants did not produce any of the HSR documents to Level 3 or Cbeyond until August 23, 2010, and even then produced only a small subset of the requested information.

5. As of the date of this Declaration, Level 3 and Cbeyond have not received the majority of documents owed under their pending requests.

6. Joint Applicants have stated that they will not allow Level 3's and Cbeyond's outside counsel to have copies of disputed documents in order to argue the pending motion.

7. In an effort to resolve this dispute, counsel for the Joint CLECs, Mark Trincherro, and I proposed that Joint Applicants produce copies of the disputed HSR documents to outside counsel. We stated that outside counsel would immediately return any documents agreed to be non-relevant, and that the remaining disputed documents would undergo *in camera* review, with outside counsel immediately returning any information judicially determined to be not discoverable or too sensitive for disclosure to outside counsel. Outside counsel would, therefore, retain copies only of those relevant documents deemed to be appropriately disclosed.

8. Joint Applicants rejected the above-described proposal, refusing to provide copies of any of these documents to the Joint CLECs' or Level 3's and Cbeyond's outside counsel and leaving the Joint CLECs' and Level 3's and Cbeyond's sole option to be reviewing voluminous documents at the offices of Joint Applicants' counsel, without benefit of copies.

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*I hereby declare that the above statement is true to the best of my knowledge and belief
and that I understand it is made for use as evidence in court and is subject to penalty for perjury.*

DATED this 15th day of September, 2010.

By: Arthur A. Butler by MPT
ARTHUR A. BUTLER, WSB #04678
Email: aab@aterwynne.com
Telephone: (206) 623-4711
Facsimile: (206) 467-8406
Of Attorneys for Level 3 Communications, LLC and
Cbeyond Communications LLC

June 14, 2010

Cal Simshaw
CenturyLink
PO Box 9901
Vancouver WA 98668-8701

FILE COPY

Re: Joint Application of Qwest Communications International, Inc. and CenturyTel, Inc. for Approval of Indirect Transfer of Control Docket No. UT-100820

Dear Mr. Simshaw:

To facilitate Level 3 Communications' ("Level 3") examination in Docket UT-100820, please provide responses to the attached data request. Also, indicate on the hard copy and any electronic version provided, the date the responses were prepared, the individual who prepared the responses and the telephone number of the preparer.

Please provide an original and two (2) copies of the initial written responses to this data request in accordance with WAC 480-07-405(7). Please direct your responses to Arthur A. Butler, Ater Wynne LLP, Suite 1501, 601 Union Street, Seattle WA 98101-3981. Any questions regarding these data requests should be directed to Arthur Butler at 206.623.4711.

Very truly yours,

ATER WYNNE LLP



Arthur A. Butler

Enclosure

cc: All Parties




966156/1/AAB/101637-0015

ATERWYNNE^{LLP}

UT-100820
Level 3 Data Request No. 1 to CenturyLink
June 14, 2010
Page 1

LEVEL 3 DATA REQUEST NO. 1:

Please provide copies of any and all data requests submitted to you by any party to this proceeding and your corresponding responses to those data requests.



Arthur A. Butler
Ater Wynne LLP

966156/1/AAB/101637-0015

June 14, 2010

Jennifer Cameron-Rulkowski
Assistant Attorney General
Attorney General of Washington
1400 S Evergreen Park Drive SW
PO Box 40128
Olympia, WA 98504-7250

FILE COPY

Re: Joint Application of Qwest Communications International, Inc. and CenturyTel, Inc. for Approval of Indirect Transfer of Control Docket No. UT-100820

Dear Ms. Cameron-Rulkowski:

To facilitate Level 3 Communications' ("Level 3") examination in Docket UT-100820, please provide responses to the attached data request. Also, indicate on the hard copy and any electronic version provided, the date the responses were prepared, the individual who prepared the responses and the telephone number of the preparer.

Please provide an original and two (2) copies of the initial written responses to this data request in accordance with WAC 480-07-405(7). Please direct your responses to Arthur A. Butler, Ater Wynne LLP, Suite 1501, 601 Union Street, Seattle WA 98101-3981. Any questions regarding these data requests should be directed to Arthur Butler at 206.623.4711.

Very truly yours,
ATER WYNNE LLP



Arthur A. Butler

Enclosure
cc: All Parties

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UT-100820
Level 3 Data Request No. 1 to Commission Staff
June 14, 2010
Page 1

LEVEL 3 DATA REQUEST NO. 1:

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Arthur A. Butler
Ater Wynne LLP