

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 UT-100820

COMMISSION STAFF'S RESPONSE
TO QWEST'S AND
CENTURYLINK'S JOINT MOTION
FOR IN-CAMERA REVIEW

1 Qwest's and CenturyLink's (Joint Applicants') Request for *In Camera* Review of Highly Sensitive Documents and Request for Oral Argument concerns documents contained in the companies' respective Hart-Scott-Rodino (HSR) filings. This same universe of documents was at issue in Joint Applicants' July 15th motion to supplement the protective order. In that motion, Joint Applicants proposed preventing parties other than Staff and Public Counsel from accessing certain HSR documents (the "staff eyes only" proposal). On July 27, Staff filed a response to that motion.

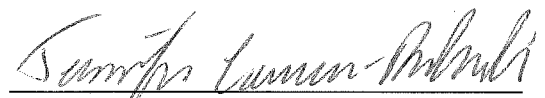
2 In its July 27th response, Staff opposed the Joint Applicants' staff eyes only proposal, noting that establishing a "third level" of confidentiality would represent a marked and heretofore unnecessary departure from Commission practice. In particular, Staff expressed concerns that the staff eyes only proposal would harm intervenors' ability to advocate their positions, impose additional administrative burdens resulting from managing a third level of confidentiality, and establish a precedent for seeking additional levels of confidentiality.

3 Joint Applicants' request for in camera review implicate the same documents and the same issues as did the staff eyes only proposal. Accordingly, in response to Joint Applicants' request, Staff reiterates the concerns raised in its July 27th response.

DATED this 15th day of September, 2010.

Respectfully submitted,

ROBERT M. MCKENNA
Attorney General



JENNIFER CAMERON-RULKOWSKI
Assistant Attorney General
Counsel for Washington Utilities and
Transportation Commission Staff