

**EXHIBIT 3
TO JOINT CLEC COMPLAINT**

CHRONOLOGY MATRIX

CHRONOLOGY AND DOCUMENT NUMBERING – OSS - MAINTENANCE AND REPAIR
June 28, 2011

#	DATE	DESCRIPTION	DOCUMENT NUMBERS
1	Oct.– Nov. 6, 2010	Representatives of CenturyLink, and in some cases representatives of Qwest, communicated with Integra about potential settlement, including telephone communications, as well as in-person meetings on October 14, 2010 and November 4-5, 2010. CenturyLink indicated that it was in communication with Qwest. Neither Qwest nor CenturyLink informed Integra of any plan to initiate changes or begin integration regarding Qwest OSS for maintenance and repair, and/or to introduce the Maintenance Ticketing Gateway (“MTG”), in November of 2010 or to implement MTG or other new system by the end of 2011. They did not mention any claim of or concern about instability of CEMR and/or MEDIACC.	NA
2	11/8/10	Joint Applicants filed a merger agreement with Integra with multi-state settlement terms, including Operational Support System (“OSS”) terms (filed in MN Docket P-421, et al./PA-10-456 on Nov. 8, 2011), with 11/8/10 filing cover letter.	JC000001 (cover letter); JC000002-JC000042
3	11/10/10	Via a change to a web posting, Qwest took a Change Request (“CR”) that had been inactive since April of 2009 and used the CR to initiate new activity, by changing the status of the inactive CR. Qwest changed the status of its formerly “Deferred” 2008 Change Management Process (“CMP”) systems CR #SCR121608-02 to a status of “Development,” and revised the title of the CR to state: “Introduction of MTG (Maintenance Ticketing Gateway) application to application.” [On December 18, 2008, Qwest had submitted to CMP a systems CR (same number) entitled “Introduction of CTG (Common Ticketing Gateway) application to application,” which on April 6, 2009, Qwest placed in a Deferred status, and there was no activity as to the CR until November 10, 2010.] The Description of Change states: “11/10/10 REVISION: Revision to change application name and reestablish implementation timeline. New application will include limited testing and also replace CEMR.” On 11/10/10, therefore, Qwest modified its web posting to indicate that Qwest planned to retire and replace Qwest’s legacy OSS for repair (CEMR/MEDIACC) with a new repair system (MTG). See http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html (CR Detail)	JC000043 – JC000058 (CR Detail) Title and Description of Change at JC000043 Status History at JC000043- JC000045 See Row 108 re. JC000750

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4	11/10/10	<p>Via a change to a web posting, Qwest took another Change Request (“CR”) that had been inactive since April of 2009 and used the CR to initiate new activity, by changing the status of the inactive CR. In the “Status History,” Qwest changed the status of its formerly “Deferred” 2008 CMP systems CR #SCR121608-01 to a status of “Development” on 11/10/10. Qwest did not revise the title, which remained: “Retirement of MEDIACC.” On 11/17/10, Qwest said this CR “goes hand in hand with SCR121608-02.” After the 11/10/10 revision, the Description of Change continued to refer to replacing the MEDIACC application with “CTG (Common Ticketing Gateway),” although Qwest later referred in an 11/17/10 CMP discussion to “MTG” instead of “CTG.”</p> <p>http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-01.html (CR Detail)</p>	<p>JC000059 – JC000061 (CR Detail)</p> <p>Status History at JC000059</p>
5	11/17/10	<p>November Monthly CMP meeting – CR #SCR121608-02 (Introduction of MTG) was discussed at the monthly CMP meeting. Qwest said that Qwest was placing its CTG CR in a development status for MTG. Qwest indicated that Qwest was looking at doing two things: 1) retiring CEMR and replacing it with a front Graphical User Interface (“GUI”), and 2) retiring MEDIACC and replacing that with an XML B2B (application-to-application) ticketing interface.</p> <p>http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html (11/17/10 entry)</p>	<p>CR Detail at JC000043 – JC000058</p> <p>11/17/10 minutes at JC000057- JC000058</p>
6	12/15/10	<p>December Monthly CMP meeting – CR #SCR121608-02 (Introduction of MTG) was discussed at the monthly CMP meeting. Qwest said MTG includes both the application and application change as well as GUI functionality. Qwest said it will eventually issue a Change Request for CEMR but it was focused on the introduction of MTG and those dates now.</p> <p>http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html (12/15/10 entry)</p>	<p>CR Detail at JC000043 – JC000058</p> <p>12/15/11 minutes at JC000057</p>
7	12/17/10	<p>Qwest distributed an announcement to CLECs describing a “New Application to Application Interface,” called MTG, and Qwest said the “Maintenance Ticketing Gateway (MTG) will be a replacement for MEDIACC and CEMR.” Qwest requested CLEC comments by January 6, 2011. Qwest’s document said that Qwest will post the Maintenance Ticketing Gateway (MTG) 1.0 Preliminary Release information to the Qwest Wholesale Document Review site. The announcement includes a timeline from December 17, 2010 to September 19, 2011, and the</p>	<p>JC000062 – JC000064</p>

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		announcement lists an effective date for the changes of September 19, 2011. See Qwest Notification Number SYST.MEDI.12.17.10.F.08642.MTG_IntrfceNewApptoApp.	
8	12/20/10	PAETEC submitted written comments to CMP by email, in which PAETEC objected to Qwest's proposed changes. PAETEC said: "Due to the extensive OSS interfaces between PAETEC and Qwest and the limited information of the proposed changes provided to PAETEC thus far, PAETEC prefers to reserve our response(s) until we have more information and understand the impact of the proposed changes on PAETEC's internal processes and back office systems. For the reason noted above, it is premature for PAETEC to respond at this time. However, due to the limited time frame and potential magnitude of the impact, PAETEC must object to the new proposed changes until we have a clear understanding of the impacts, cost, resources, etc that the proposal will have on PAETEC."	JC000065
9	1/4/11	Integra also submitted written comments to CMP early (two days before comments were due). Integra objected that Qwest's notice contains insufficient information for Integra to conclude that the replacement system is beneficial to CLECs and that Qwest was unclear about whether or how Qwest's notice is consistent with Qwest and CenturyLink's merger commitments and specifically the merger settlement agreement executed by Qwest, CenturyLink, and Integra in November of 2010. Integra asked Qwest to provide additional information, including to the extent that Qwest claims the current system(s) is unstable, sufficient information to allow verification of that claim. Integra asked, for example, that Qwest please identify any notices or other communications about outages or problems that were due to the alleged instability and explain the problems caused and any steps taken to resolve those problems. Integra reserved its right to submit additional questions, comments and/or objections in the future, particularly as more information become available.	JC000066 – JC000068
10	1/5/11	Integra resubmitted its comments to CMP with a clarification Integra sent Qwest on 1/4/11.	JC000069 – JC000070
11	1/5/11	PAETEC submitted written comments to CMP by email, in which PAETEC asked for details needed to begin assessing impact and indicated it agrees with Integra's comments and poses the same inquiries. PAETEC asked Qwest to open a full	JC000071

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		comment cycle following the January 10 th ad hoc meeting because “Qwest’s failure to provide sufficient details to which PAETEC could comment with the notice resulted in a premature comment period.” PAETEC reiterated its objections and reserved its rights.	
12	1/6/11	Qwest issued announcement that the Implementation plan review meeting associated with MTG release 1.0 was being changed from 1/10/11 to 1/19/11 (during the monthly January CMP meeting). See Qwest Notification Number CMPR.MEET.01.06.11.F.08716.ChgDateMTG_Prelim_ImplRevw	JC000072 – JC000073
13	1/13/11	Qwest provided its response to CLEC comments for Qwest notice SYST.MEDI.12.17.10.F.08642.MTG_IntrfceNewApptoApp. Qwest’s response included statements that the Qwest MEDIACC/CEMR hardware, database and operating systems are at the end of life and need to be replaced and that all questions or comments associated with the planned implementation and timeline for MTG in regard to the Merger Settlement Agreement should be referred to Qwest or Centurylink legal departments. (See 2/2/11 entry below regarding follow up with attorneys.)	JC000074 – JC000078
14	1/19/11	January Monthly CMP meeting – CR #SCR121608-02 (Introduction of MTG) was discussed at the monthly CMP meeting. Qwest said: “Qwest continued development of CTG through early April of 2009 but at that point, Qwest placed the project on HOLD and the CR was placed in a Deferred status due to funding concerns. The CR remained in Deferred status for almost two years until Qwest was able to secure resources and support.” Qwest reviewed a Power Point (PP) presentation that defined MTG as the “CEMR/MEDIACC Replacement”; indicated that MTG “would benefit both Qwest and our customers”; said “this project would include turning down the MEDIACC interface after a migration period” indicated that “CLEC customer will need to modify their external interface to Qwest”; and included a timeline with a targeted production date of September 19, 2011. Qwest indicated, under Benefits, that Qwest will use the new system, in addition to its wholesale customers. Qwest also identified a benefit to itself of using the same system for its “National” QCC repairs as for its “Local” Qwest Corporation repairs. Unlike the Qwest December 17, 2010, CMP Announcement, which listed the benefit	Powerpoint at JC000079 – JC000089 CR Detail at JC000043-JC000058 1/19/11 minutes at JC000055- JC000057

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		<p>of the new application as using a more advanced type of technical communication, the Power Point presentation (provided nearly a month after Mr. Hunsucker’s Arizona testimony) lists additional benefits not mentioned earlier, such as stability and increased reliability. See http://wholesalecalendar.qwestapps.com/detail/287/2011-01-19 (1/19/11 entry)</p>	
15	1/20/11	<p>Qwest announcement of an additional CLEC comment period, with CLEC comments due 2/2/11. See Qwest Notification Number SYST.MEDI.01.20.11.F.08765.AddlCmmntsCycleMTG_Intrfc</p>	JC000090 – JC000093
16	2/1/11	<p>PAETEC submitted written comments to CMP, in which PAETEC indicated that Qwest’s actions might violate the merger settlement agreements and reserved PAETECs rights with respect to that issue. PAETEC said: “Qwest has only provided vague, high-level information about the functionalities of MTG. Accordingly, PAETEC is unable to make an informed decision to support or oppose the proposed change. . . . PAETEC has significant questions and concerns that are unanswered by the information provided by Qwest at this time.” PAETEC pointed out that PAETEC has made significant investments in its own back office systems that are e-bonded with Qwest’s MEDIACC/CEMR, and it listed some of its over-arching concerns.</p>	JC000094 – JC000095
17	2/2/11	<p>Integra submitted written comments to CMP, in which Integra said its concerns are similar to those expressed by PAETEC the day before. Integra identified concerns, including concerns about system functionality and how the new system functionality would compare to existing functionality. Integra objecting to Qwest using CMP to unilaterally assert its legal position while referring CLECs to Qwest legal. Integra said, if it is appropriate for Qwest to raise the matter in CMP, then it is appropriate not only for CLECs to respond in CMP and but also for CLECs to expect Qwest to adhere to CMP requirements requiring Qwest to respond in CMP and to do so in a timely manner. Integra pointed out that Qwest had not responded to Integra’s questions about the merger settlement agreements and reiterated its request to address each step in the merger document, including the vote in CMP, and indicate whether and when it intends to take each step. Integra asked Qwest to respond in writing to the questions posed by CLECs in their earlier comments and this round of</p>	JC000096 – JC000097

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		comments.	
18	2/2/11	<p>Integra email to both Qwest attorney and CenturyLink attorney, enclosing comments submitted by Integra and PAETEC in CMP regarding Qwest’s proposed OSS changes and retirement of CEMR/MEDIACC. Integra said: “In Qwest’s January 13, 2011 response to Integra’s January 5, 2011 comments, Qwest said: ‘All questions or comments associated with the planned implementation and timeline for MTG in regard to the Merger Settlement Agreement executed by Qwest, CenturyLink and Integra should be referred to the Qwest or CenturyLink Legal Departments.’ Therefore, Integra is forwarding its questions to both of you for a response. Both Qwest and CenturyLink are parties to the merger settlement agreement with Integra, and therefore both should respond as to whether and how Qwest’s proposed changes (which would be implemented after the closing date) comply with the settlement agreement and whether, if CEMR/MEDIACC changes are made, the company plans to follow each step in the OSS section of the settlement agreement (vote in CMP, etc.) with respect to CEMR/MEDIACC and MTG. Qwest has not provided sufficient information to determine whether its proposed CEMR/MEDIACC changes would be something in which we may be interested. Even assuming that the changes were acceptable, however, we do not know what other OSS changes the company may be planning or may announce before the closing date but implement after the closing date. If CLECs disagree with proposed OSS changes, and the changes would occur (like these) during the 2 year timeframe covered by the settlement agreement, what prevents the company from making those changes, if the company can make these CEMR/MEDIACC changes? Does the company distinguish the CEMR/MEDIACC situation and, if so, how? We are hoping for a cooperative approach, and we need a better understanding of the company’s position.”</p>	JC000098
19	2/9/11	<p>Qwest attorney responded to Integra’s 2/2/11 email (copied to CenturyLink attorney) by claiming that Qwest’s proposed changes not only comply with the settlement agreement but also are required to meet Qwest’s performance obligations. Qwest asserted that, if it failed to replace CEMR and MEDIACC, it would not be able to meet its obligations under the settlement agreement. Qwest’s attorney said that</p>	JC000099

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		Qwest does not have to follow the steps in merger condition 12c until after the 2-year period (though Qwest was making a significant OSS change earlier), and Qwest refused to answer questions it characterized as hypothetical.	
20	2/9/11	Integra replied by email to Qwest legal and CenturyLink legal, including CenturyLink counsel in the Minnesota merger proceeding, as to each claim in Qwest's 2/9/11 email. Integra reviewed the requirements of settlement Condition 12 and compared them to Qwest's CMP notice. Integra responded that Qwest must meet all of its merger commitments and cannot choose one (e.g., meet or exceed performance) over another (e.g., continue to offer OSS for two years). Integra reiterated its request for data to support Qwest's claims. Integra also reiterated its request to distinguish the repair OSS situation, pointing out that the company provided no limiting factor that would prevent the company from claiming every OSS can be replaced during the 2-year period whenever it simply claims that otherwise it "may" not be able to make one of the other merger commitments. Integra indicated that the company had not informed the commissions that it believed that it may not be able to meet their merger commitments and said that the Joint Applicants recent representations that the merger conditions satisfy the public interest suggest that the company intends to meet all of those conditions. Integra agreed that the requirements of Condition 12c are intended to apply after the two-year period, but pointed out that is because the company is not supposed to be making such changes during the two-year period. Integra indicated that Qwest's statement that it had first noticed a change in 2008 shows Qwest was aware of these facts when negotiating with Integra and could have requested language to address the issue, but Joint Applicants did not obtain such language. Integra reserved its right to act to enforce the settlement agreement, once approved, as needed.	JC000100 – JC000101
21	2/9/11	Qwest informed CLECs via an announcement that Qwest's response to CLECs' comments, due on 2/9/11, will be delayed until 2/17/11, after discussion of MTG in the 2/16/11 CMP monthly meeting. See Qwest Notification Number SYST.MEDI.02.09.11.F.08824.DelaydRespCommtsMTG_Rel1	JC000102 – JC000103
22	2/16/11	February Monthly CMP meeting – CR #SCR121608-02 (Introduction of MTG) was discussed at the monthly CMP meeting. Qwest said two years ago, the project	Powerpoint at JC000104 – JC000114

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		<p>solution was to write a new system but as was shared in January, the current solution uses QPortal and: “That is a completely different approach which cannot just be picked up where we left off.” Qwest did not, however, withdraw its previous CR and submit a new one for this “completely different approach.” Qwest reviewed a revised Power Point (PP) presentation. The title on the cover page had been changed from the January meeting (when the PP defined MTG as the “CEMR/MEDIACC Replacement”) to substitution of that phrase with “Repair System Improvements.” The first point under the Purpose section referred to outages. Integra pointed out that there were fewer outages last year than in any year since 2003. After Integra indicated it tracks these outages, Qwest admitted that there were fewer outages last year than in any year since 2003. Qwest indicated that system failure rate was a function of time, but Qwest did not address other Qwest OSS that have been in place as long or longer than the repair systems. Qwest provided a timeline in the PP that indicated that migration planning and many other items were “not started” but nonetheless Qwest would begin deployment of the new system on September 19, 2011. Qwest reiterated, under Benefits, that Qwest will use the new system, in addition to its wholesale customers. Qwest also reiterated the benefit to itself of using the same system for its “National” QCC repairs as for its “Local” Qwest Corporation repairs. Qwest indicated it may provide vendor information later that it claimed supports Qwest’s claim about the repair systems. Qwest again referred CLECs to legal. See http://wholesalecalendar.qwestapps.com/detail/292/2011-06-15 (2/16/11 entry)</p>	<p>CR Detail at JC000043-JC000058</p> <p>2/16/11 minutes at JC000050- JC000055</p>
23	2/16/11	<p>Integra email to both Qwest attorneys and CenturyLink attorneys indicating that in CMP Qwest again referred CLECs to legal and stating that Integra continues to look to both Qwest legal and CenturyLink legal for responses to its questions. Integra said that Qwest said in CMP today that it “may” defer retirement/replacement of CEMR/MEDIACC but did not commit to when it would do so or to any length of time for which it would defer retirement/replacement (e.g., 2 years), and Integra indicated that a short deferment would not alter the described problems. Integra asked questions, including questions about the reason for Qwest’s CR, about whether a decision had been made as to whether the merged company is moving to MTG,</p>	JC000115 – JC000116

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		about level of support and functionality, and about compliance with, and timing of, the steps to be taken under the merger agreement. Integra said: “This is the kind of the uncertainty that we tried to avoid by entering into the settlement agreement.”	
24	2/16/11	Email exchange between Integra’s President and Qwest’s Vice President for Operations for Qwest Wholesale Markets (copied to Qwest’s Executive Vice President of Wholesale Markets and CenturyLink’s President of Wholesale Markets) regarding delay in potential executive meeting due to insufficient information provided by Qwest. Qwest requested a list of questions. Qwest’s Vice President for Operations for Qwest Wholesale Markets said: “Because today’s CMP meeting was a conference call, it limited how much information could be effectively shared.”	JC000117
25	2/20/11	Integra’s President provided a list of questions, attached to an email, per Qwest’s request. He indicated that Integra had requested much of this information previously, primarily via CMP. He asked Qwest to let him know when Qwest has assembled additional information so that next steps could be discussed.	JC000118 – JC000122
26	2/22/11	Integra email to both Qwest attorneys and Centurylink attorneys regarding the 2/20/11 email and list of questions from Integra’s President to Qwest and CenturyLink and indicating that Integra also anticipated a response from legal and requested a status update as to when legal would respond. Integra sent a separate email to CenturyLink’s attorney including the enclosures (questions), while recognizing that the attorney may have received them directly from Bill Cheek of CenturyLink.	JC000123
27	2/25/11	Integra email to Qwest, enclosing earlier Qwest notice, indicating that Qwest would respond by February 17, 2011 and asking when Qwest would respond, as it had not yet been received. Integra also asked when Qwest would provide the promised vendor information to support its vendor claims.	JC000124 – JC000126
28	2/28/11	Email exchange between Integra and Qwest regarding the delayed response to comments and delayed vendor information. Qwest said it would send out a notice with the delayed response and vendor information.	JC000127
29	3/1/11	Qwest, via a web posting, changed the status of its separate “Retirement of MEDIACC” CR from Development to “Deferred.” http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-01.html	JC000059 – JC000061

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30	3/1/11	Qwest attorney's one-paragraph email (copied to CenturyLink attorneys who did not respond to, for example, disagree) in which Qwest said its email is Qwest's response to Integra's 2/9/11 and 2/16/11 emails. Qwest said Qwest Integra had asked many of the same non-legal questions as in communications with the business executives, and Qwest's Vice President for Operations for Qwest Wholesale Markets will respond to those questions. Qwest attorney said she understood that the retirement of CEMR and MEDIACC has been deferred by 450 days, or until all CLEC users have transferred to MTG, the new system. She said, finally, regarding paragraph 12 of the Integra merger settlement agreement, "those provisions have not been triggered." (See Integra's March 8, 2011 response below.)	JC000128
31	3/7/11	Integra email to Qwest stating that Qwest said it would respond on February 17 th but it is March 7 th with no response. Integra asked Qwest to either provide the response or send a notice advising when Qwest would be responding.	JC000129
32	3/8/11	Qwest email to Integra apologizing for the delay in responding to CLEC comments. Qwest said the plan is to respond by 3/10/11 -- more than a month after the response was due. Qwest was not making corresponding adjustments to its timeline to account for each of its own delays and failure to meet CMP procedures/timeframes.	JC000130
33	3/8/11	Integra email to Qwest attorneys and CenturyLink attorneys responding to Qwest's 3/1/11 email. Integra indicated that, unlike Qwest, Integra had provided specific provisions in the merger agreement to substantiate its positions. Integra enclosed its 2/20/11 questions again and indicated the questions are ongoing and that Qwest owes information from both the business and legal side. Integra said: "With Qwest CMP personnel directing CLECs to Legal, and Qwest Legal claiming the issues are 'non-legal,' it appears to be a classic runaround. We need prompt answers to all of the questions on the list, regardless of which department at Qwest responds." Integra requested confirmation of the status of the CRs and asked Qwest to explain its reference to 450 days, for which no explanation or documentation had been provided. Integra pointed out that, in any event, 450 days is less than two years, and indicated the steps in the merger agreement also need to be followed. Integra said: "Qwest had suggested that there is some urgency about replacing CEMR/MEDIACC, but its delay in providing information sends a different	JC000131 – JC000132

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		message. If there is any urgency in Qwest’s desire to proceed with its proposed changes, then Qwest should prioritize providing the requested information and working with CLECs to provide a solution that works for all parties.”	
34	3/9/11	Integra/Qwest CMP email exchange regarding Qwest’s delayed response to CLEC comments that Qwest was required to provide on 2/9/11 but had not provided a month later. Qwest claimed the CMP Document does not require Qwest to send a notice giving a new date for the response, and Integra replied that is because there is nothing in the CMP Document allowing Qwest to send a delay notice to begin with. There is no provision in the CMP Document allowing Qwest to unilaterally alter timeframes and delay a response. Qwest was not making corresponding adjustments to its timeline to account for each of its own delays and failure to meet CMP procedures/timeframes.	JC000133 – JC000135
35	3/10/11	Qwest announcement indicating Qwest is providing its response to CLEC comments that was due on 2/9/11. The announcement included an effective date of September 19, 2011. Attached to the announcement is a document including Qwest responses to PAETEC’s 2/1/11 questions and Integra’s 2/2/11 and 2/20/11 questions. The latter responses were in the form of a matrix. In its response, Qwest said, for example, that although Qwest was adjusting the CEMR/MEDIACC retirement dates, “Qwest reserves the right under CMP requirements to request an earlier retirement of any application in the event all users have migrated off the old application.” Although Qwest indicated it is still moving forward with the September 19, 2011 effective date, Qwest said detailed functional and technical information is still not available at this time. Qwest committed to provide draft technical specifications by May 20, 2011 (though it did not do so and later adjusted the date, see below). Qwest again referred matters associated with the merger agreements, including timing of when required steps would be taken, to Qwest or CenturyLink legal. Although Qwest had committed earlier to provide vendor information supporting its claim of problems with the existing systems, Qwest did not provide the information and indicated that it was still gathering it (though Qwest did not extend the effective date accordingly to allow time for CLEC review). Qwest referred to the age of the repair systems but did not discuss that other Qwest systems are of a similar age. Once	JC000136 – JC000154

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		again, Qwest did not respond to the question about Embarq's repair system and the CenturyLink billing integration and referred it to CenturyLink (though Integra had previously asked Centurylink legal and executive but not obtained a response). See Qwest Notification Number SYST.MEDI.03.10.11.F.08921.Resp_Addtl_Comments_MTG.	
36	3/10/11	Qwest separately sent its matrix response to Integra's 2/20/11 questions to Integra's President by email. It is the same matrix as distributed via CMP on the same day. Qwest indicated that it has "had a lot of inquiries from the industry."	JC000155 – JC000164
37	3/14/11	Integra email to Qwest legal and CenturyLink legal attaching Qwest's 3/10/11 matrix response. Integra indicated that Qwest continues to refer certain issues to Qwest legal and CenturyLink legal, and Integra asked legal to respond to these issues shortly. Integra indicated that Qwest did not provide the vendor information it had committed to provide and, if "Qwest had in fact relied on that vendor information for its position, Qwest would have been able to provide it by now."	JC000167 Qwest matrix at JC000146-JC000154
38	3/14/11	Qwest sent an announcement to CLECs informing them that Qwest plans to merge with CenturyLink. It identified an effective date of April 1, 2011. See Qwest Notification Number CONT.MISC.03.14.11.F.08931.QwestMerge_-_CenturyLink	JC000165 – JC000166 [Duplicate at JC000168 – JC000169]
39	3/16/11	March Monthly CMP meeting – CR #SCR121608-02 (Introduction of MTG) was discussed at the monthly CMP meeting. Although in its 3/10/11 matrix Qwest had said that "Qwest will ensure that a QPortal expert is available to respond to CLEC questions at the next CMP meeting," a QPortal expert did not participate in the CMP meeting. Qwest confirmed that QPortal is just the platform to "hang" the new MTG application "off of." Qwest provided some vendor information which Qwest said supports its claim that vendor support is only best efforts. Qwest reviewed a revised Power Point (PP) presentation of Qwest's timeline. Qwest changed the implementation date from September 19, 2011 to December 12, 2011 to meet its own needs. When Qwest provided meeting minutes, Qwest omitted the usual detailed minutes of the discussion and replaced record of what was said with the phrase "After considerable discussion." See http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html (3/16/11 entry) and http://wholesalecalendar.qwestapps.com/detail/289/2011-03-16	CMP materials – Timeline at JC000170 Vendor/manufacturer info JC000171 – JC000209 CR Detail at JC000043-JC000058 3/16/11 minutes at JC000048- JC000050

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40	3/18/11	Integra email to Qwest CMP and Qwest service management enclosing Integra point-by-point reply (a matrix with columns for Integra's 2/20/11 questions, Qwest's 3/10/11 responses, and Integra's 3/18/11 reply). In the cover email, Integra asked Qwest to post the matrix to Qwest's website to be available to other carriers as part of the CR Detail for Qwest's CR. See http://www.qwest.com/wholesale/cmp/review_archivesystemjan11.html , then link to CEMR Integra Matrix 3-18-2011 and email content	JC000210 – JC000236 3/18/10 Matrix at JC000211 – JC000236
41	3/18/11	Integra provided Qwest legal and CenturyLink legal with the same 3/18/11 reply matrix as provided to Qwest CMP and Qwest service management. Integra asked again for legal to respond to the questions deferred by Qwest in CMP to their legal departments.	JC000237 (email) 3/18/10 Matrix at JC000211 – JC000236
42	3/21/11	Qwest attorney (copied to additional Qwest attorney and CenturyLink attorneys, none of which responded to, for example, indicate they disagree) email to Integra. Qwest said it is responding to Integra's March 8 and March 14, 2011 emails to Qwest. Qwest asserts: "MTG is an OSS of 'legacy Qwest.'" Qwest also asserts that the new system "is not related to the merger." Qwest indicated that it would not withdraw either of its pending change requests regarding repair OSS. Qwest reiterated its position that, even though it was moving forward during the moratorium period, the procedures in condition 12 do not apply until after the moratorium period. Qwest quoted provisions of the merger settlement agreement relating to wholesale service quality in support of "Qwest's position regarding Qwest's ability to replace, repair and manage its OSS to provide satisfactory service." (See Rows above relating to 2/9/11 email exchange.)	JC000238 – JC000240
43	3/21/11	Integra responded by same-day email to Qwest attorneys and Century attorneys. Integra said it disagreed with Qwest and said to CenturyLink: "If CenturyLink has a different position from that expressed to date by Qwest, please let us know. Otherwise, we must assume that CenturyLink's position is the same as expressed below by Qwest, having heard nothing to the contrary." (CenturyLink did not express a different position.) Integra enclosed a matrix showing excerpts from the FCC, AZ, CO, MN, OR, UT, and WA merger conditions, as well as a copy of Integra's 3/18/11 email to them (with Integra's 3/18/11 matrix). Integra replied to	JC000241 – JC000252 Email at JC000241- JC000244 Merger Condition matrix JC000245- JC000252

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		each of Qwest's points and said: "It appears from your email that litigation to enforce the settlement agreements and related Commission orders may be required. Qwest and CenturyLink remain on notice that potential litigation is pending, and the companies should ensure that all documents that relate to this matter, or may lead to the discovery of admissible evidence, are retained."	3/18/10 Matrix at JC000211 – JC000236
44	3/23/11-3/25/11	Email exchange among Qwest CMP, Integra, and PAETEC regarding Qwest's omission of the usual detailed minutes of the monthly CMP discussion in the Qwest-prepared minutes and replacement of any record of what was said with the phrase "After considerable discussion." CLECs objected that Qwest failed to meet CMP requirements, that Qwest failed to meet the requests of its customers, and that Qwest failed to act consistently with the terms of the merger agreement regarding level of support.	JC000253 – JC000277 Emails at JC000253 – JC000257 Minutes at JC000258 – JC000277
45	3/28/11	Integra's attorney sent an email (with above-referenced email exchange and minutes enclosed) to attorneys for Qwest and CenturyLink regarding the problem with the deficient CMP minutes which were detailed in other respects but notably omitted discussion of the repair OSS. Integra said that, only a few days after Integra's 3/21/11 email regarding retention of documents, "Qwest provided the meeting minutes that it prepared for the monthly CMP meeting held by telephone on March 16 th . Notably absent from those minutes is the vast majority of the CMP discussion of CEMR/MEDIACC/MTG, though Qwest acknowledged in the minutes that this discussion was 'considerable.' The omission of minutes provided to CLECs on this issue increases the importance of Qwest retaining all documents, including any contemporaneous or nearly contemporaneous record of CMP communications. Also, please ensure that any documentation relating to whether and at what level of detail to provide minutes to CLECs, and which individuals at Qwest and/or CenturyLink participated in such decisions or communications, is retained."	JC000278 – JC000279 See Row 44
46	3/29/11	CenturyLink's attorney responded to Integra's email regarding the CMP minutes indicating that CenturyLink will get back with Integra after the merger closes. More generally, CenturyLink's attorney requested a meeting with Integra in Minnesota in April or early May "to discuss a variety of topics."	JC000280
47	3/29/11	Integra responded to CenturyLink attorney and Mr. Hunsucker, and Qwest attorneys	JC000281

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		and representative, that Integra is happy to participate in a meeting. Integra said: “We need to be clear, however, that any such meetings do not replace full discussion and exchange of information in CMP. These issues affect other carriers in addition to Integra. There are a variety of issues/topics that may be going through CMP as the merger closes and settlement agreement and merger order terms are implemented, and CMP needs to be a vital, very real avenue for discussion and implementation. Part of the problem is that Qwest has not been taking a collaborative approach in CMP. If information is more forthcoming through that venue, then less outside discussion would be needed.”	
48	4/1/11	On April 1, 2011, Qwest and CenturyLink closed the transaction (the “Closing Date” or “Merger Closing Date”). CenturyLink distributed an announcement stating that “CenturyLink and Qwest have merged to become the third largest telecommunications company in the United States.” See Qwest Notification Number GENL.ANNC.04.01.11.F.08987.CenturyLink-Qwest_merge	JC000282 – JC000283
49	4/1/11	Integra’s President sent an email to Merged Company executives (legacy Qwest and legacy CenturyLink) congratulating them on the merger close. Regarding repair OSS, he said Integra needs answers to Integra’s questions, which are laid out in Integra’s 3/18/11 matrix (and he enclosed a copy). Integra’s President said: “A key answer that we need early on is how the Company, now that the deal has closed, plans to proceed with respect to this issue. Until now, although Qwest has suggested there are extenuating circumstances with respect to CEMR/MEDIACC, I believe that Qwest has not recognized this as a unique situation. Without distinguishing this situation from others, however, a precedent could be set that would be a real problem for us as well as other CLECs and regulatory authorities. If the Company intends to continue down the path of replacing CEMR/MEDIACC with a new system, the Company needs to sync up those plans with the terms of the merger settlement agreements and orders. If CenturyLink is going to ask CLECs to agree to waive the time period for a moratorium on OSS changes, then the Company needs to agree to implement the steps in the settlement agreement (paragraph 12 of the Integra agreement) for making changes to implement a new system. If CenturyLink proposes something along those lines, the CLECs may consider a waiver, but at this	JC000284 3/18/10 Matrix at JC000211 – JC000236

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		time we do not yet have sufficient information to evaluate the request. We will continue to evaluate information as your Company continues to provide it. As other CLECs will also be impacted by any changes, we anticipate their involvement as well.”	
50	4/4/11	Integra forwarded the 4/1/11 email from Integra’s President to attorneys and representatives of Qwest and CenturyLink.	JC000285
51	4/5/11	Integra and Merged Company email exchange confirming May 4, 2011 as the date Merged Company representatives would travel to Minnesota to meet with Integra. Integra also asked when it would receive a response as to CEMR/MEDIACC/MTG.	JC000286
52	4/11/11-4/15/11	Integra and Qwest CMP email exchange regarding Integra’s question and Qwest’s response as to when Qwest would post the March 2011 CMP meeting minutes and Integra’s 3/18/11 matrix to the MTG implementation CR Detail (SCR121608-02).	JC000287 – JC000288 3/18/10 Matrix at JC000211 – JC000236
53	4/19/11-4/20/11	Integra 4/19/11 email to Merged Company attorneys and representatives. Integra said it had been a month since Integra provided the enclosed 3/18/11 matrix and asked if the company could provide at least some of the answers, especially those that Qwest had deferred to CenturyLink (e.g., about repair systems used by CenturyLink and Embarq) which Centurylink should readily be able to answer. (As of the drafting of this document, the company has still not responded to the latter request.) Integra indicated time is of the essence. The Merged Company did not respond. Integra sent a follow up email on 4/20/11 reiterating its request, and Integra forwarded its request to CMP as well. On 4/20/11, the Merged Company indicated that it would provide some of the answers shortly after a call the next day.	JC000289 – JC000290 3/18/10 Matrix at JC000211 – JC000236
54	4/20/11	April Monthly CMP meeting – CR #SCR121608-02 (Introduction of MTG) was discussed at the monthly CMP meeting. The Merged Company did not change the timeline presented previously by Qwest, with an effective date of December 12, 2011. Although in its 3/10/11 matrix Qwest had said that “Qwest will ensure that a QPortal expert is available to respond to CLEC questions at the next CMP meeting” (the March meeting), a QPortal expert did not participate in the March or April CMP meeting. The Merged Company said that it would provide a subject matter expert (“SME”) to discuss the QPortal platform in the June timeframe. The Merged Company, when asked about impacts to back office systems, said there will be	CR Detail at JC000043-JC000058 4/20/11 minutes at JC000046- JC000048

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		<p>interface impacts as they move to the ATIS standard, because the Merged Company is moving to become web-based. The Merged Company could not answer questions more specifically about what the impacts will be, creating uncertainty. PAETEC said that CLEC input and review needs to occur during development and prior to implementation, not after. The Merged Company said that “the sooner we discuss the technical aspects, we can end up at the same time but that the longer we wait, we may not end up at the same place.” PAETEC said that the company developing MTG unilaterally and assuming PAETEC will make adjustments after the fact is unacceptable. She said that, just as the company needs 9 to 12 months lead time, PAETEC needs lead time and, if the company does not accommodate coordinated efforts, it will have to “un-implement.” The Merged Company did not respond to the questions in Integra’s 3/18/11 matrix. The Merged Company said it would respond but did not commit to any date for a response.</p> <p>http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html (4/20/11 entry)</p>	
55	4/21/11	<p>Merged Company email to Integra indicating that they met internally and are still gathering information responsive to Integra’s requests. The Merged Company attorney said they would respond to the questions directed to legal by May 2, 2011 and would share those responses with Qwest CMP. Centurylink also discussed an upcoming in-person May 4, 2011 meeting with Integra in Minnesota.</p>	JC000291 – JC000292
56	4/22/11	<p>Integra email response to Merged Company’s 4/20/11 email. Integra said: “If the legal response is anything other than a commitment to change the status of Qwest’s CR and change direction, CLECs will be in a real time crunch, given that Qwest is actively proceeding with its CR.”</p>	JC000293
57	5/2/11	<p>This May 2, 2011 email relates to change in status (pending withdrawal) of a deferred Change Request (SCR121608-01) (Retirement of MEDIACC) (see Row No. 4); it does not relate to change in status of pending CR #SCR121608-02 (Introduction of MTG) (see Row No. 3). The pending CR continues to refer in the Description of Change to introduction of MTG, a “new application” that will “replace CEMR.” The pending CR continues to have a December 12, 2011 MTG deployment date. In the May 2, 2011 email, the Merged Company said that it needs “to implement a replacement system for CEMR and MEDIACC for operations of</p>	JC000294

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		<p>Qwest Corporation and intends to move forward with installation and implementation of the MTG system at the same time it continues to use CEMR and MEDIACC.” Although the Merged Company said that it “will agree” to follow either the settlement agreement terms or other agreed upon processes, it did not change its timeline (scheduled deployment of MTG on December 12, 2011) to accommodate the settlement terms and timeframes. The Merged Company said (with emphasis added): “<i>CenturyLink continues to have concerns that a catastrophic failure could result with MEDIACC and CEMR</i>”; It is “CenturyLink's expectation that CLECs remaining on MEDIACC and CEMR would <i>agree to PAP relief if another system is available.</i>”; “CenturyLink continues to evaluate MTG as a potential <i>replacement solution</i> for systems currently used by <i>all CenturyLink affiliates.</i>”</p>	
58	5/3/11	<p>Integra email response to Merged Company’s 5/2/11 email. Integra said that, although certain timing may have changed, the Merged Company continues to plan to retire CEMR and MEDIACC at some point and replace them with a successor system, MTG. Integra indicated that it still needs answers to its earlier questions, including those previously directed by Qwest to CenturyLink. Integra stated its understanding of the Merged Company’s position and asked the Merged Company to indicate if the understanding was incorrect. (The Merged Company did not indicate it was incorrect.) Integra’s response included a summary of Integra’s understanding of the Merged Company’s position, which the Merged Company did not contradict. Integra said the merger agreements do not allow Qwest to implement first and follow the conditions after, and that the language of the merger settlement agreement anticipates that system replacement will occur in conjunction with introduction of the new system. Integra addressed the Merged Company’s claim of a potential catastrophic failure and asked the company to bring the issue to regulators if it is a valid concern (which the Merged Company did not do). Integra expressed concern about the fact that the Merged Company would seek relief from performance assurance plans (PAPs) so soon after agreeing to abide by the PAPs for at least a defined time period.</p>	<p>JC000295 – JC000299</p> <p>Email from Integra President, at JC000284</p> <p>3/18/10 Matrix at JC000211 – JC000236</p>
59	5/4/11	Merged Company/Integra meeting in Minnesota. Attendees: Michael Hunsucker,	N/A

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		Jack Burge, attorney Linda Gardner, Carolyn Hammack, and attorney Jeff Nodlund from the Merged Company and Karen Clauson (VP and attorney), Bonnie Johnson, Doug Denney, Kim Isaacs, and attorney Ellen Gavin from Integra. Regarding MEDIACC/CEMR/MTG, the Merged Company said that all of its entities will use MTG going forward (in response to Integra’s question as to whether CLECs would need to change systems only to change systems again later). Mr. Hunsucker indicated that they still needed approval from Bill Cheek ¹ before they could confirm that the company would follow steps in the merger conditions (even post MTG implementation, see previous Row). ² They said that Qwest Corporation uses MEDIACC for itself, with a significant percentage of Qwest repair tickets being in MEDIACC.	
60	5/12/11	Emails exchanged between the Merged Company and Integra. Integra indicated that the Merged Company said that it would have a response this week and asked about the status, indicating time is of the essence. Mr. Hunsucker of CenturyLink responded that he is meeting with Bill Cheek tomorrow morning and would provide an update after that meeting.	JC000300
61	5/13/11	The Merged Company, via a web posting, changed the status of its separate “Retirement of MEDIACC” CR from Deferred to “Pending Withdrawal per request from Originator.” (See 5/2/11 email above.) Per Section 5.8 of the CMP Document, a “CR is updated to a status of Pending Withdrawal when the originator requests that a CR be withdrawn from the CMP process. Change Requests with a status of Pending Withdrawal are reviewed at the appropriate Monthly CMP Meeting to determine if another party wishes to sponsor the CR.” The Merged Company reviewed this CR at the May monthly CMP meeting. No party has indicated a wish to sponsor the CR. http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-01.html The CMP Document is available at http://www.qwest.com/wholesale/cmp/	JC000059 – JC000061
62	5/17/11	Not having heard back from the Merged Company after its meeting with Mr. Cheek,	JC000301

¹ Mr. Cheek executed the Integra Agreement (p. 14) and the tw Agreement (p. 4).

² See also 5/18/11 May Monthly CMP meeting minutes (Qwest “then said there were some CLEC requests to look at the technical timeline as it relates to merger agreements and hoped to have a revised timeline by the next CMP meeting once she had management review/approval..”).

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		Integra inquired about the status. Integra said: “As indicated in my earlier email, we will not wait indefinitely, and there is going to come a point (not far away) when we cannot wait any longer. What is CenturyLink’s response?”	
63	5/18/11	May Monthly CMP meeting - SCR121608-02 entitled Introduction of MTG was discussed at the monthly CMP meeting. The Merged Company said “there were some CLEC requests to look at the technical timeline as it relates to merger agreements” and it “hoped to have a revised timeline by the next CMP meeting once she had management review/approval.” The company said that issue is the timelines don’t mesh and there will be an issue when attempting to merge that timeline with the current CMP timeline and there was also an issue of money if there is a modified timeline. She said there was <i>a burning need to get the new system in place</i> . The Merged Company did not provide the vendor information for MEDIACC/CEMR that Qwest had committed to provide in the February monthly CMP meeting. The Merged Company again referred issues to legal. Integra said that it does not matter who populates the matrix and that the company needs to work together internally to get a response to the matrix. The Merged Company said it understood responses need to be included in one document regardless of who responds at the Merged Company. http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html (5/18/11 entry) (emphasis added)	CR Detail at JC000043-JC000058 5/18/11 minutes at JC000045- JC000046
64	5/18/11	Integra’s President sent an email to William Cheek, President, Wholesale Operations, CenturyLink, indicating that he understood Mr. Cheek met with his team last week about CEMR/MEDIACC/MTG issues. Integra’s President said that Integra has been raising these issues for months as a priority matter and indicated that Integra is still waiting for a response, which Integra needs this week. (Mr. Cheek did not respond.)	JC000302
65	5/19/11	Integra email to Merged Company. Integra said its concerns have been heightened by the Merged Company’s statement in CMP the day before that the company still intends a December 2011 implementation date for MTG and that it intends to have a new repair system in December. Integra said that, even assuming CLECs and the regulators all agree to a waiver of the two-year (modified to 30 month) moratorium time period (which is a first step that the Company still has not initiated with	JC000303 – JC000304

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		<p>regulators), it is not possible to follow the remainder of the merger condition steps by December. Concerns with the Merged Company’s approach to date are not addressed by the Company facially following the steps in the merger Orders and conditions, though in reality doing so will not in any way impact the Merged Company’s previous plan and schedule. Per FCC merger commitment (paragraph IV(A)(2)), Qwest is supposed to file its “<u>proposed transition plan</u>” with the regulators, not submit a fait accompli.</p> <p>Integra quoted FCC merger commitment (paragraph IV(A)(2)), which states: “If CenturyLink plans to replace Qwest OSS or integrate it with any other OSS, then at least 180 days before replacement or integration of any of the Qwest OSS, CenturyLink will notify the FCC, affected states, and affected wholesale customers, file its proposed transition plan with the Commission.” At the May 4 meeting, the company confirmed that Qwest itself uses MEDIACC and that the Merged Company has decided that it will universally use the new repair system (MTG). So the Merged Company will be integrating systems, regardless of whether some or all CLECs do not move to MTG early. Integra also said while the Merged Company appears to argue (with respect to its PAP request) that CLECs are choosing this consequence, it is not Integra’s choice that the Merged Company would act contrary to the merger Orders and conditions. Integra said it is not accepting that risk; the replacement, integration, and sufficient acceptance of the replacement system go hand-in-hand; and the Merged Company’s apparent effort to divorce them is inconsistent with the agreements. Integra also said that, in CMP, the Company said it would respond to Integra’s March 18, 2011 Matrix, with CMP responding to some portions and Legal to others, but did not provide a date by which it would do so. Integra said it is hoping that, when Legal finally responds, that will change and a more collaborative approach will be used.</p>	
66	5/19/11	Merged Company response to Integra 5/19/11 email. Mr. Hunsucker said, as communicated in CMP on 5/18/11, Centurylink will be moving the retirement of CEMR/MEDIACC to a withdrawn status. He said: “we are still awaiting final approval from the executive committee on the replacement system, MTG. Review	JC000305

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		and approval of MTG is currently scheduled for June 6 th .”	
67	5/20/11	Merged Company announcement to schedule ad hoc CMP calls to provide “technical overview” on June 8, June 15, and June 22, 2011. Notification # CMPR.MEET.05.20.11.F.09163.MTG_MultipleAdHocMeetings	JC000306 – JC000307
68	5/20/11	Merged Company announcement of a follow-up response to CLEC comments. In the announcement, the Merged Company again published a timeline ending on December 12, 2011. The Merged Company added a column to Integra’s 3/18/11 matrix entitled “Qwest 05/20/11.” Qwest provided some responses in that column. As discussed in Integra’s 5/23/11 email (see Row below), however, the Merged Company deleted large portions of the matrix (so it provided no response) without noting the deletions. Notification # SYST.MEDL.05.20.11.F.09159.Followup_Resp_Commnts_MTG	JC000308 – JC000323
69	5/23/11	Integra email to CMP in which Integra expresses concern about Qwest deleting large portions of the matrix, as this is how the companies have been exchanging information. Integra asked the company to include the entire matrix when providing responses to the matrix. Integra said an initial review indicates that the information provided to a portion of the matrix is relatively limited. Integra indicated that, since the monthly CMP meeting, Integra reiterated its requests and objections to the timeline and inconsistencies with the merger agreements and orders to the company’s legal personnel and executives and awaits a response to CLECs.	JC000324
70	5/23/11	Integra response to Merged Company’s 5/19/11 email. Integra said that the Merged Company’s plan to proceed with its plans means that, despite a change in status of one of the two CMP change requests, Integra’s concerns remain unaddressed. Integra indicated that it had been articulating its concerns since the first comment opportunity after the company’s action in November 2010, but the company’s ongoing actions based on its timeline, which is inconsistent with the merger agreements and orders, heighten Integra’s concerns.	JC000325 – JC000326
71	5/25/11	Integra, PAETEC, and tw joint request for review of Qwest/CenturyLink compliance with the Colorado Commission’s Order from Docket No. 10A-350T, and included Attachments A (excerpts from merger conditions) and B (timeline ending 12/20/11). See Colorado PUC website, http://www.dora.state.co.us/puc/ , Docket No.11F-436T.	Attachment A at JC000548 – JC000578 Attachment B at JC000579 – JC000580

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72	5/26/11	<p>Integra email to CMP. Integra said that the Merged Company committed to provide additional information to CLECs by the end of the previous day but had not and inquired about the status. Integra also said that, before the merger, Qwest had directed certain questions to Centurylink and now that the merger is completed Integra anticipated Centurylink would respond in CMP. Integra again provided the example of Embarq’s repair system WebRSS and whether Embarq’s customers can use the system after the billing migration. Integra also asked several questions about the vendor information Qwest provided as support for its claim that MEDIACC/CEMR is somehow unstable.</p>	JC000327 – JC000328
73	5/27/11	<p>Merged Company email to CMP participants. The Merged Company said: “Based upon feedback from the CLEC community as this project has been discussed, the CenturyLink technical team has been working behind the scenes to test various options that would further minimize the impact of this project on customers. As a result, the CEMR online interface was recently upgraded to a stable hardware and software platform that integrates well with current MEDIACC application, and will allow it to interface seamlessly to an MTG B2B application. Normally, CenturyLink would not disclose hardware upgrades that do not affect CLECs operationally, but in this situation and with this specific set of issues, CenturyLink is trying to communicate with the CLEC community in an open manner. CenturyLink will continue to work to make open communication a priority in the future” (emphasis added).</p>	JC000329
74	6/1/11	<p>Integra response to 5/27/11 CMP email. Integra said that the email raised more questions than it answered. Integra said it remains concerned that Qwest is going ahead with its repair system project despite CLEC objections and despite the merger conditions and merger Orders; the reference to “further minimize[ing] the impact of this project on customers” heightens concerns; the statement suggests that it is sufficient to “minimize” the impact, suggesting some impact is ok and it is not ok; if the Company were complying with the merger conditions and Orders, there would be no project and no impact or potential impact to customers, retail or wholesale.</p> <p>Integra also objected to Qwest making changes “behind the scenes” without advance</p>	<p>JC000330 – JC000332</p> <p>Re. joint Colorado filing, see Row 71</p>

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		<p>notice and opportunity to comment for CLECs. Whereas CenturyLink may have had a policy of not disclosing hardware or other upgrades that it unilaterally determines do not affect CLECs operationally, Qwest Corporation and thus the Merged Company in legacy Qwest territory has an obligation to follow CMP and ICA procedures for changes, including back-end changes, that <u>may</u> affect customers, whether the changes ultimately operationally affect CLECs or not. Also, in this case, there is the added issue of whether the Company should be making the changes at all, given the merger conditions and Orders.</p> <p>Integra asked several questions about the changes the Merged Company made that now make the system “stable,” including, now that the only reason provided by the Company for replacing or integrating CEMR/MEDIACC (alleged instability) has been addressed, is the Company going to withdraw its pending CR to implement MTG? If not, why not? Integra also told Qwest that some of the questions have been pending since February or March and asked Qwest to commit to a date by which it would respond.</p>	
75	6/6/11	<p>Integra, PAETEC, tw telecom, POPP, TDSM and Velocity jointly requested review of Qwest/CenturyLink compliance with the Commission’s Order from Docket No. P-421, et al./PA-10-456, Attachments A (excerpts from merger conditions) and B (timeline ending 12/20/11). See Minnesota PUC website, http://www.puc.state.mn.us/puc/index.html, Docket No. P-421, et al./PA-10-456</p>	<p>Attachment A at JC000548 – JC000578</p> <p>Attachment B at JC000579 – JC000580</p>
76	6/7/11	<p>Integra email to Qwest CMP attaching a list of examples of questions about functionality for discussion on the 6/8/11 Qwest CMP Ad hoc call.</p>	JC000333 – JC000336
77	6/8/11	<p>CMP Ad Hoc Meeting regarding MTG – CMP Minutes³ and Materials. Qwest said the purpose of the call was to have the Merged Company technical team walk through the MTG summary documentation. Integra said that the information is high level and there has not been much time to review it. The Merged Company noted</p>	JC000337 – JC000371 Minutes, redlined

³ At the time of the drafting of this information, the company had not incorporated the June 8th ad hoc minutes or the June 15th monthly minutes into the “CR Detail” document for this CR. The minutes for each CMP meeting can be found separately on the website by clicking on the link in the CMP calendar for the day of the meeting, see *id.*, though they do not include CLEC redlines until made part of the CR Detail. Joint CLEC citations to the June 8th and June 15th CMP minutes refer to the minutes as redlined.

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		<p>that several CLECs have had comments and objections and said there would be additional meetings for discussions. The Merged Company said that it was able to upgrade the CEMR platform to “stabilize” it so there was not a need to change out CEMR and that Qwest was only going to introduce MTG. Qwest went on to say that, to comply with merger agreements, MEDIACC would remain available as long as required. Integra asked Qwest to respond to Integra’s questions regarding the upgrade but the Merged Company said it did not have the personnel to discuss that subject on the call. The Merged Company read aloud from the written materials. The group determined that until the Merged Company had additional information to share with CLECs, additional meetings would not be useful. PAETEC reiterated that it needs more detailed information.</p> <p>See http://wholesalecalendar.qwestapps.com/detail/324/2011-06-08 (see redline)</p>	
78	6/9/11	<p>Integra email to CMP stating that on the 6/8 Ad Hoc CMP call regarding repair OSS, Qwest announced that it was no longer going to include CEMR in its MTG plans and that Integra needs clarification of exactly what is/is not being withdrawn or changed. Integra listed eleven questions regarding the company’s announcement. For example, Integra asked: “On the 6/8 Ad Hoc CMP call regarding repair OSS, Qwest admitted that, although Qwest does not plan to proceed with its “front-end” GUI replacement plan, Qwest’s MTG proposed implementation would still affect the GUI (CEMR) in the “background” because “obviously each goes through MEDIACC.” We need a better understanding of what changes are being made in the background and any potential impact of the proposed changes to CEMR users and their customers. Please explain more fully.” The Merged Company has not responded to Integra’s questions.</p>	<p>JC000372 – JC000374</p> <p>Re. one of the questions asked by Integra, see Row 108</p>
79	6/14/11	<p>Integra email to CMP stating that, on the June 8, 2011 CMP Ad Hoc call to discuss Qwest repair OSS, the company said that it would provide information regarding its repair OSS, including information relating to the merger conditions and a revised OSS timeline for the monthly CMP call, which takes place tomorrow. Integra asked when Qwest will be providing the promised information, including a revised timeline, and if so when. Integra said it would like to be able to prepare for the call.</p>	JC000375

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80	6/14/11	Merged Company 6/14/11 CMP email belatedly ⁴ attaching a revised timeline. The timeline continues unchanged with respect to implementing MTG by December 12, 2011. Additional columns were added for later dates, with steps that should be taken before MTG implementation not occurring until after MTG implementation, and with duplicative steps that impose additional burdens on CLECs and render the utility of later efforts meaningless, because MTG will already be implemented without the Merged Company first having agreed upon acceptance criteria and received sufficient acceptance of the replacement interface, MTG. In the cover email, the Merged Company said it was sorry for the delay in providing this documentation.	JC000376 – JC000377 Revised timeline at JC000377
81	6/14/11	Integra responded to CMP by email, stating that Integra understands work load, but this is one of several CMP deadlines that the company has missed recently. As a much smaller company, Integra needs to plan its time and it asked the company to provide advance notice.	JC000378
82	6/14/11	Integra email to the Merged Company operational, legal, and interconnection agreement personnel and CMP, enclosing the revised timeline provided by the company in CMP that same day. Integra said that it continued to object to the plan and said the revised timeline increases concerns about the companies' lack of regard for the merger commitments and orders. Integra summarized some of its objections and said: "If the Company nonetheless proceeds, the Company is, at a minimum, waiving any later claims that changes cannot be made because it will be too expensive for the Company to make changes, that CLECs should have reviewed the specs earlier, etc., in addition to being in violation of the agreement. Our objections, and our requests for answers to our previous questions, are ongoing."	JC000379 – JC000380 Revised timeline at JC000377
83	6/14/11	Integra email to CMP stating that, although Integra just received the revised timeline today so have not had sufficient time to review, Integra put together a few preliminary questions and asked the company to address them on tomorrow's monthly CMP call. Integra also attached a copy of the Joint CLEC Merger	JC000381 – JC000383 Joint CLEC Agreement at JC000549 – JC000555

⁴ Although not provided to CLECs until June 14th and then did so only after being reminded of the commitment to provide it, the revised timeline that is attached to Joint Applicant's Answer in CO Docket No. 11F-436T as Exhibit A bears a date in the lower corner of "6/10/11" and is accompanied by the name of Qwest CMP participant T. Strombotne.

#	DATE	DESCRIPTION	DOCUMENT NUMBERS
		<p>Agreement.</p> <p>The Merged Company has not responded to the questions.</p>	
84	6/14/11	<p>PAETEC email to CMP which states: “The information that Qwest has provided thus far regarding the replacement MTG is not sufficient for PAETEC to evaluate the impact on our OSS (back-office, processes and resources). Consequently, PAETEC is reserving responses, objections, concerns, approvals, etc., and, to the extent PAETEC participates, its participation does not indicate acceptance or agreement. Qwest/CenturyLink needs to comply with the merger conditions. Also, we need to 1) receive adequate and complete details of the proposed MTG specs, 2) be provided sufficient time to review the specs and identify the impacts on PAETEC’s OSS, and 3) be provided time to review the modified specs after Qwest has made any changes/modifications required necessary per our feedback and collaborative efforts. Even setting aside the merger condition issues, the revised timeline is too compressed.</p> <p>PAETEC has the same questions Integra has submitted (below). Please include PAETEC on the responses.”</p>	JC000384
85	6/15/11	<p>Excerpts from Systems CMP Team Meeting Distribution Package, illustrating ongoing OSS/system change activity in CMP (other than implementation of a <i>new</i> system), including recent Qwest-initiated Change Requests (“CRs”) to which CLECs did not object and which will be worked; systems CRs that are in process; two CEMR CRs implemented June 20, 2011; Qwest system trouble tickets that may require a systems change to correct; and system CRs that are going to be deployed in next IMA systems release, including excerpts from:</p> <p>Agenda and Attachment list and Announcement Attachment C, New CRs Initiated by Qwest Attachment J, All Outstanding Systems CMP Change Requests (Exception = #17, MTG CR, new system; others = not new system) Attachment K, Deploying Change Requests Attachment L, Production Support Tickets</p>	JC000385 – JC000399

#	DATE	DESCRIPTION	DOCUMENT NUMBERS
		Attachment M, IMA Release 31.0 Commitment http://wholesalecalendar.qwestapps.com/detail/292/2011-06-15	
86	6/15/11	<p>June Monthly CMP meeting - SCR121608-02 entitled Introduction of MTG was discussed at the monthly CMP meeting. The company's IT representative said that the system "is very stable now." She said "we have service level agreements and that we needed to proactively replace the system before there were problems that impacted service levels. The project is intended to prevent service level issues pre-merger/post- merger. We have an obligation to keep the same service levels, and we would not be able to do that." She said that the company understands that it is taking a risk that CLECs "will want to make changes that are expensive and burdensome." When asked if the company, because its recognizes the risk, would be willing to make the changes and not argue, the company's IT representative said she is not going to say they would not argue. She said that "Qwest uses MEDIACC today and will have an opportunity to move to MTG." When asked why there is a burning need to implement MTG by the end of the year now that the company says the system is very stable, she said the "burning need is the old hardware and the concern that it will fail," even though earlier she said the system was "very stable." She said that "on December 12, we will migrate the software and then we will move over the first of our internal customers. She said we would then work with interested external customers to point to CEMR or MTG or B2B [application-to-application] with MTG." Another company representative said: "For any other internal or external customers that want to test or use the system, they can."</p> <p>See http://wholesalecalendar.qwestapps.com/detail/292/2011-06-15 (see CLEC redline of minutes)</p>	JC000400 – JC000409 (minutes – CLEC redline)
ADDITIONAL DOCUMENTS			
87	4/20/11	Section 12.2.2.1, Qwest Fourteen State Negotiations Template, v.04.20.11 http://www.qwest.com/wholesale/clecs/nta.html	JC000410
88	6/22/11	Pages from wholesale web site listing Qwest Control as the system for "National & International" accounts and CEMR and MEDIACC for "Local" accounts. http://www.qwest.com/wholesale/tools/managemyaccount.html	JC000411- JC000412
89	7/14/09	Pages from the Trademark Electronic Search System identifying the registrant for	JC000413- JC000414

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	Registration	QControl as Qwest Communications International Inc.	
90	3/15/11	The Change Management Process ("CMP") Document http://www.qwest.com/wholesale/cmp/	JC000415 – JC000547
91	various	<p>Attachment A to the Joint CLECs' letter filed with the CO Commission on May 25, 2011 and the MN Commission on June 6, 2011, including:</p> <p><u>MERGER JOINT CLEC AGREEMENT:</u> Settlement Letter between the Joint Applicants and Joint CLECs, March 3, 2011 (filed in Minnesota Docket No. P-421, et al./PA-10-466 on March 4, 2011) (7 pages).</p> <p><u>EXCERPT FROM MINNESOTA DEPARTMENT OF COMMERCE AGREEMENT:</u> Stipulation and Joint Motion for Approval of Stipulation and Agreement, Minnesota Docket No. P-421, et al./PA-10-456, October 4, 2010, pp. 1-3 & 6; Supplemental Stipulation and Agreement for Commission Approval, Minnesota Docket No.P-421, et al./PA-10-456, November 1, 2010, pp. 1-2.</p> <p><u>EXCERPT FROM COLORADO STAFF AGREEMENT:</u> Stipulation and Settlement Agreement between Joint Applicants and Commission Trial Staff, Colorado Docket No. 10A-350T, November 7, 2010, pp. 1-4 & 8.</p> <p><u>EXCERPT FROM INTEGRA AGREEMENT:</u> Settlement Agreement by and among Century Link, Inc., a Louisiana Corporation ("CenturyLink"), and its affiliates, Qwest Communications International, Inc. ("QCP"), a Delaware Corporation, and its affiliates, including Qwest Corporation, Integra Telecom, Inc., an Oregon Corporation, and its affiliates (collectively "Integra" or "CLEC(s)"), November 6, 2010, pp. 1-2, 8-10.</p> <p><u>EXCERPT FROM FCC ORDER:</u> In the matter of Applications filed by Qwest Communications International Inc. and CenturyTel, Inc. d/b/a CenturyLink for Consent to Transfer Control, WC Docket No. 10-110 (March 18, 2011), pp. 1, 11-12 & Appendix C, pp. 25 & 30-32.</p>	<p>JC000548 – JC000578 Cover JC000548</p> <p>Joint CLEC Agreement at JC000549 – JC000555</p> <p>DOC Agreement at JC000556 – JC000559 Supp at JC000560 – JC000561</p> <p>CO Staff at JC000562 – JC000566</p> <p>Integra at JC000567 – JC000571</p> <p>FCC at JC000572 – JC000578</p>

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		See Colorado PUC website, http://www.dora.state.co.us/puc/ , Docket No.11F-436T See Minnesota PUC website, http://www.puc.state.mn.us/puc/index.html , Docket No. P-421, et al./PA-10-456	
92	3/15/11	Attachment B to the Joint CLECs’ letter filed with the CO Commission on May 25, 2011 and the MN Commission on June 6, 2011: MTG Preliminary Milestones/Timeline, Revised 03/15/11 http://wholesalecalendar.qwestapps.com/detail/289/2011-03-16	JC000579 – JC000580 Timeline at JC000580
93	2/4/11- 2/7/11	Joint Applicants’ merger agreement with tw telecom with multi-state settlement terms, including Operational Support System (“OSS”) terms (executed on Feb. 4, 2011; filed in MN Docket P-421, et al./PA-10-456 on Feb. 7, 2011)	JC000581 – JC000592 Letter at JC000581 tw agreement at JC000582- JC000587 Service at JC000588- JC000592
94	3/8/11	CenturyLink and Qwest letter to Oregon Public Utility Commission, Docket No. UM-1484 in which they describe some provisions of the Joint CLEC Merger Agreement as “self-effectuating” and others as “available to CLECs upon request.”	JC000593 – JC000594
95	5/26/11	Joint Response of Integra and PAETEC Regarding Most Favored State Merger Condition No. 54, Oregon Docket No. UM 1484	JC000595 – JC000601
96	various	Excerpts from pre-filed testimony of Timothy J Gates of QSI Consulting on behalf of Joint CLECs, CO Docket No. 10A-350T and MN Docket No. P-421, et al./PA-10-456	JC000602 – JC000622
97	7/27/10	Excerpts from Reply Comments of CenturyLink and Qwest, FCC WC Docket No. 10-110	JC000623 – JC000626
98	7/27/10	Declaration of William E. Cheek in Support of Reply Comments of CenturyLink and Qwest, FCC WC Docket No. 10-110	JC000627 – JC000630
99	various	Excerpts from pre-filed testimony of Michael R. Hunsucker of CenturyLink, CO Docket No. 10A-350T and MN Docket No. P-421, et al./PA-10-456	JC000631 – JC000639
100	10/5/10	Excerpts from Hearing Transcript, Vol. I, MN Docket No. P-421, et al./PA-10-456	JC000640 – JC000652
101	10/6/10	Excerpts from Hearing Transcript, Vol. 2B, MN Docket No. P-421, et al./PA-10-456	JC000653 – JC000669
102	11/8/10 –	Excerpts from Hearing Transcript, Vols. 1 & 3, CO Docket No. 10A-350T	JC000670 – JC000686

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	11/10/10		
103	12/16/10	Excerpts from Hearing Transcript, Vol. 1, OR Docket No. 1484	JC000687 – JC000694
104	12/20/10	Excerpts from Hearing Transcript, Vol. II, AZ Docket No. T-01051B-10-0194, etc.	JC000695 – JC000708
105	1-6-11	Excerpts from Hearing Transcript, Vol. IV, WA Docket No. UT-100820	JC000709 – JC000715
106	11/24/10 & 12/8/10	Excerpts from Joint Petitioners’ Post Hearing Brief and Reply Brief, MN Docket No. P-421, et al./PA-10-456	JC000716 – JC000729 Brief JC000716 – JC000724 Reply Brief JC000725 – JC000729
107	12/24/10	Excerpts from Joint Applicants’ Statement of Position, CO Docket No. 10A-350T	JC000730 – JC000749
108	6/17/11 (?)	<p>In its June 9, 2011 email, Integra said that, “in pending CR #SCR121608-02, the ‘Description of Change’ states that . . . the ‘New application will . . . also replace CEMR’ . . . will Qwest revise the description of change accordingly?” Although as of the drafting of this information, the company has not yet responded to that email, Integra when preparing this information happened to notice that Qwest went in to its website and updated the CR Detail for this CR with the following:</p> <p style="padding-left: 40px;">“06/17/11 REVISION TO 11/10/10 UPDATE: Revise the CR to remove the sentence: ‘New application will include limited testing and also replace CEMR.’ The MTG application will now interface with CEMR vs. QPORTAL for the online GUI functionality so it will include Client Self testing functionality. NOTE: The word ‘limited’ is removed which was a term used in reference to the additional functionality that was to be included in MTG associated with Client Self test which was implemented in CEMR on 4/18/11 for all customers. With CEMR remaining the online GUI application as part of MTG, the stated additional requirement is no longer needed.”</p> <p style="padding-left: 40px;">http://www.qwest.com/wholesale/cmp/cr/CR_SCR121608-02.html</p> <p>There has not yet been discussion of this new information, which raises some significant questions. It is unclear whether Qwest intends to proceed with using QPortal/QControl as the platform to “hang” the new system “off of” (3/16/11 CMP</p>	<p>JC000750</p> <p>CR Detail at JC000043 – JC000058 (Row 3)</p> <p>June 9, 2011 email question at JC000372 (Row 78)</p>

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		<p>meeting) or to use it in any respect. If Qwest is not proceeding with this “completely different approach” (2/16/11 CMP meeting), then is Qwest architecting another new system? If the approach has changed, or new development is occurring, why wasn’t the timeline revised accordingly at the time this new information was posted to the website (with no explanation or elaboration)?</p> <p>Today, CEMR interfaces with MEDIACC. If at any point MTG replaces MEDIACC and CEMR interfaces instead with MTG, that is a system replacement. It is incorrect to say that CEMR is “remaining” on the online GUI application “as part of MTG.” CEMR is the GUI, and it is not part of MTG, which has not been developed yet. Is the intent of this sentence to state that Qwest has decided that the Merged Company entities are going to use CEMR for the GUI going forward? If not, what is its meaning?</p> <p>Qwest adds, to the above-quoted sentence, “so that it will include Client Self testing functionality.” There were two CMP change requests regarding Client Self testing functionality to perform testing (on DS1 circuits).⁵ This functionality is in CEMR but not QControl/QPortal, correct? Qwest/CenturyLink was looking at adding it to QControl/QPortal, correct? Does the phrase “no longer needed” mean that it is no longer needed in QControl/QPortal and, if so, is that because Qwest is not going to use QControl/QPortal? Is this because Qwest tried to add the Client Self testing functionality to QControl/QPortal and had difficulty?</p>	

⁵ See http://www.qwest.com/wholesale/cmp/archive/CR_SCR071610-1.html and http://www.qwest.com/wholesale/cmp/cr/CR_SCR050411-2.html . AT&T submitted the first CR on July 16, 2010, and on March 16, 2011 (before the Merging Closing Date), Qwest said in CMP that the CR was deploying on April 18, 2011. Qwest submitted the second CR on May 4, 2011 to add an edit and error message to the CEMR application to remind customers that Client Self Test is to only be used for DS1 circuits.