



Jason D. Topp
Senior Corporate Counsel - Regulatory
(651) 312-5364

June 30, 2014

Dr. Burl W. Haar
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, MN 55101

**Re: In the Matter of Qwest Corporation dba CenturyLink QC's Petition for
Approval of Additions for 2014 to the Non-Impaired Wire Center List**

Dear Dr. Haar:

Enclosed for filing is Qwest Corporation dba CenturyLink QC's Petition for Commission Approval of 2014 Additions to Non-Impaired Wire Center List, with Supporting Data, regarding the above-referenced matter.

Very truly yours,

/s/ Jason D. Topp

Jason D. Topp

JDT/bardm

Enclosure

cc: Service List

**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

Beverly Jones Heydinger
David Boyd
Nancy Lange
Dan Lipschultz
Betsy Wergin

Chair
Commissioner
Commissioner
Commissioner
Commissioner

**Re: In the Matter of Qwest Corporation dba CenturyLink QC's Petition
for Approval of Additions for 2014 to the Non-Impaired Wire Center
List**

AFFIDAVIT OF SERVICE

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

Jason D. Topp hereby certifies that on the 30th day of June, 2014, he e-filed a true and correct copy of Qwest Corporation dba CenturyLink QC's Petition for Commission Approval of 2014 Additions to Non-Impaired Wire Center List, with Supporting Data by posting it on www.edockets.state.mn.us. Said document was also served on the service list via U.S. mail and e-mail as designated with the Minnesota Public Utilities Commission.

/s/ Jason D. Topp
Jason D. Topp

Subscribed and sworn to before me
this 30th day of June, 2014.

/s/ LeAnn M. Cammarata
Notary Public

My Commission Expires Jan 31, 2015

| First Name | Last Name | Email | Company Name | Address | Delivery Method | View Trade Secret | Service List Name |
|------------|-----------|-------------------------------|------------------------------------|--|--------------------|-------------------|---|
| Julia | Anderson | Julia.Anderson@ag.state.mn.us | Office of the Attorney General-DOC | 1800 BRM Tower 445 Minnesota St St. Paul, MN 551012134 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |
| Thomas | Bailey | tbailey@briggs.com | Briggs And Morgan | 2200 IDS Center 80 S 8th St Minneapolis, MN 55402 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |
| Linda | Chavez | linda.chavez@state.mn.us | Department of Commerce | 85 7th Place E Ste 500 Saint Paul, MN 55101-2198 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |
| Burl W. | Haar | burl.haar@state.mn.us | Public Utilities Commission | Suite 350 121 7th Place East St. Paul, MN 551012147 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |
| John | Lindell | agorud.ecf@ag.state.mn.us | Office of the Attorney General-RUD | 1400 BRM Tower 445 Minnesota St St. Paul, MN 551012130 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |
| Gregory R. | Merz | gregory.merz@gpmlaw.com | Gray, Plant, Mooty | 80 S 8th St Ste 500 Minneapolis, MN 55402-5383 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |
| Jason | Topp | jason.topp@centurylink.com | CenturyLink | 200 S 5th St Ste 2200 Minneapolis, MN 55402 | Electronic Service | No | GEN_SL_Qwest Corporation_CenturyLink 2014 Wire Center Additions |

**TRADE SECRET/PRIVILEGED INFORMATION
CLASSIFICATION RATIONALE**

State: Minnesota

Description/Title of Information: In the Matter of Qwest Corporation dba CenturyLink QC's Petition for Approval of Additions for 2014 to the Non-Impaired Wire Center List

TRADE SECRET /Privileged Information Rationale: HIGHLY CONFIDENTIAL TRADE SECRET Attachments A-D to the Affidavit of Renée Albersheim and Addendum 2 contain: (i) information that is not generally known to or readily ascertainable by proper means by other persons who can obtain value from its disclosure or use, and (ii) information that is facility/service data specific in non-aggregated form, which data may be considered customer proprietary network information. For this reason, HIGHLY CONFIDENTIAL TRADE SECRET Attachments A-D to the Affidavit of Renée Albersheim and Addendum 2 should be protected from public disclosure.

**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

**Beverly Jones Heydinger
David Boyd
Nancy Lange
Dan Lipschultz
Betsy Wergin**

**Chair
Commissioner
Commissioner
Commissioner
Commissioner**

In the Matter of Qwest Corporation dba CenturyLink QC's Petition for Approval of Additions for 2014 to the Non-Impaired Wire Center List Docket No. _____

**QWEST CORPORATION DBA CENTURYLINK QC'S PETITION
FOR COMMISSION APPROVAL OF 2014 ADDITIONS
TO NON-IMPAIRED WIRE CENTER LIST, WITH SUPPORTING DATA**

Qwest Corporation dba CenturyLink QC ("CenturyLink") hereby requests that the Minnesota Public Utilities Commission ("Commission") approve CenturyLink's 2014 additions to its non-impaired wire center list in accordance with the FCC's *Triennial Review Remand Order* ("TRRO").¹

This request for a wire center addition is made in conformity with and pursuant to the joint settlement agreement ("Settlement Agreement") between and among CenturyLink and a coalition of Competitive Local Exchange Carriers ("CLECs"), collectively known as "the Joint CLECs," as approved by the Commission in Docket Nos. P-5692, 5340, 5643, 5323, 465, 6422/M-06-211 and P-999/CI-06-685 (collectively, the "TRRO Wire Center Dockets") on October 5, 2007 ("TRRO Settlement Order").

In Docket No. P-421/AM-09-564, the Commission adopted the standing protective order attached hereto as Attachment A for all subsequent wire center impairment requests.

¹ Order on Remand, *In the Matter of Review of Unbundled Access to Network Elements, Review of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338, WC Docket No. 04-313 (FCC rel. February 4, 2005) (hereafter "*Triennial Review Remand Order*" or "TRRO").

Pursuant to paragraph VI.D of the *TRRO Settlement Order*, CenturyLink provided email notification to all interested CLECs on Monday, June 23, 2014, five business days before this filing. Pursuant to paragraph VI.F of the *TRRO Settlement Order*, CLECs will have 30 days to file any objections to this petition.

INTRODUCTION AND PERTINENT BACKGROUND

On February 16, 2006, a consortium of CLECs (“the Joint CLECs”) submitted a letter to the Commission requesting a proceeding for the purpose of determining the business line counts and numbers of collocators in Minnesota wire centers, explaining that these determinations were necessary to implement the FCC’s rulings in the *TRRO* relating to unbundled dedicated transport and high-capacity loops. The Commission docketed this request as Docket No. P-5692, 5340, 5643, 5323, 465, 6422/M-06-211. CenturyLink then filed a response on March 31, 2006 and agreed that a proceeding, for these and other related purposes, was necessary, but also described how CenturyLink differed from the Joint CLECs in some respects concerning the nature of the proceeding and the issues that the Commission should address. The Commission opened a second docket, Docket No. P-999/CI-06-685, in response to CenturyLink’s filing. The Commission thereafter considered the two matters as one proceeding (“the *TRRO* Wire Center Dockets”).

The primary purpose of the *TRRO* Wire Center Dockets was for the Commission to determine the quantities of business lines and fiber collocators in Minnesota wire centers so that carriers can implement the Section 251(d)(2) non-impairment standards set forth in the FCC’s *TRRO* for high-capacity dedicated transport and loops. The *TRRO* Wire Center Dockets also addressed other issues and disputes relating to the *TRRO*, including the process for identifying and adding future new wire centers to the non-impaired wire center list.

In its October 5, 2007 Order Adopting Settlement (the “*TRRO* Wire Center Settlement Order”), the Commission approved a Settlement Agreement between CenturyLink and the Joint CLECs. The Settlement Agreement resolved issues concerning the initial list of unimpaired wire centers, and established procedures that would apply between the parties with respect to future CenturyLink filings to update the unimpaired wire center list. The Settlement Agreement requires, among other things, that CenturyLink make an advance filing requesting issuance of a protective order in anticipation of filing an updated wire center non-impairment list at least five (5) business days prior to CenturyLink filing its updated non-impaired wire center list request.

On May 19, 2009, CenturyLink filed in Docket No. 09-564 a Petition for Commission Approval of 2009 Additions to Non-Impaired Wire Center List. CenturyLink filed the 2009 Additions Petition in accordance with the procedures it agreed upon in the Settlement Agreement, and on September 24, 2009, the Commission approved the addition of the Eagan-Lexington, Fargo-Moorhead, St. Paul Midway and Wayzata wire centers to CenturyLink’s Non-Impaired Wire Center List. On June 14, 2010, CenturyLink filed for reclassification of two additional wire centers in Docket No. 10-640: Rice and Cedar. The Commission approved CenturyLink’s proposed reclassification on October 4, 2010, for the Rice wire center.

REQUEST FOR 2014 ADDITIONS TO NON-IMPAIRED WIRE CENTER LIST

As set forth in the Settlement Agreement that the Commission approved in the *TRRO* Wire Center Settlement Order, CenturyLink may request the addition of non-impaired wire centers based on line count data at any time up to July 1st of each year using an agreed-upon methodology.

Consistent with the foregoing, CenturyLink files with this petition, the data supporting its list of additional non-impaired wire centers, along with a request for Commission approval of the list. CenturyLink is also providing the data supporting the updated list to all CLECs that have signed the protective order.

The wire center that CenturyLink is seeking to add to the list of non-impaired wire centers based on the confidential data it will file on June 30, 2014 is as follows:

| STATE | WIRE CENTER | CLLI | TIER | NON-IMPAIRMENT FOR |
|-------|-------------|----------|--------|------------------------------|
| MN | Blaine | BLANMNBL | Tier 2 | DS3 Transport and Dark Fiber |

DISCUSSION

I. Support For the Non-Impairment Designation of Wire Centers

In support of CenturyLink’s request is the affidavit and attachments of Ms. Renée Albersheim. Ms. Albersheim’s affidavit and attachments describe and present evidence in support of the inventory of fiber-based collocators in CenturyLink’s Minnesota wire centers that were used to ascertain the appropriate “tier” designation and subsequent non-impairment designation. Ms. Albersheim’s affidavit and attachments can be found at Appendix 1.

II. Highly-Confidential Trade Secret Data

CenturyLink request requires the filing of data that include highly-confidential trade secret CLEC data. In order to protect these data from inappropriate disclosure, the Commission issued a standing protective order on June 2, 2009 in Docket No. P-421/AM-09-564.

CenturyLink provides to the Commission the data supporting its list of additional non-impaired wire centers. CenturyLink will also provide the data to all CLECs that have provided CenturyLink with an executed copy of the 2009 Protective Order and confirm they wish to receive the 2014 information.

In addition to any formal notice that the CLECs may have received as a part of this proceeding, CenturyLink also provided a general notice to all CLECs on June 23, 2014 indicating which wire centers might be included in CenturyLink's filing. A copy of that notice is attached to this pleading as Appendix 2.

In order to expedite provision of data to CLECs, each CLEC requesting the data should provide to CenturyLink a PDF copy of its signed protective order and indicate that it wishes to receive data in this proceeding. Those documents should be provided to Dianne Barthel of CenturyLink at dianne.barthel@centurylink.com. The CLEC should also specify the person's name, street address and telephone number to whom the data should be provided by overnight mail.

CONCLUSION

Accordingly, for the reasons set forth above, CenturyLink has followed the procedures adopted by the Commission for redesignating the Blaine Wire Center. CenturyLink respectfully requests the Commission (1) provide interested parties with 30 days to file any objection to this petition and (2) approve CenturyLink's request.

Dated this 30th day of June, 2014.

QWEST CORPORATION dba
CENTURYLINK QC

/s/ Jason D. Topp

Jason D. Topp
200 South Fifth Street
Room 2200
Minneapolis, MN 55402
(651) 312-5364

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

David Boyd
J. Dennis O'Brien
Phyllis Reha
Thomas Pugh
Betsy Wergin

Chair
Commissioner
Commissioner
Commissioner
Commissioner

Jason D. Topp
Qwest Corporation
200 South Fifth Street, Room 2200
Minneapolis, MN 55402

SERVICE DATE: June 23, 2009

DOCKET NO. P-421/AM-09-564

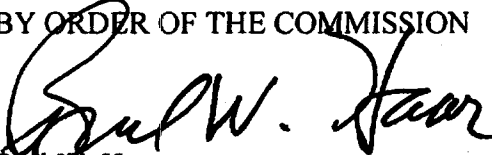
In the Matter of Qwest's Petition for Approval of Additions for 2009 to the Non-Impaired Wire Center List

The above entitled matter has been considered by the Commission and the following disposition made:

Approved the attached Protective Order (Attached as Exhibit B to Qwest's May 19, 2009 request) as a Standing Order applicable to this docket and to subsequent wire center impairment requests filed by Qwest.

The Commission agrees with and adopts the recommendations of the Department of Commerce which are attached and hereby incorporated in the Order.

BY ORDER OF THE COMMISSION



Burt W. Haar
Executive Secretary

(S E A L)

Attachment A

This document can be made available in alternative formats (i.e. large print or audio tape) by calling 651.201.2202 (voice). Persons with hearing or speech disabilities may call us through Minnesota Relay at 1.800.627.3529 or by dialing 711.



STATE OF MINNESOTA

OFFICE OF THE ATTORNEY GENERAL

LORI SWANSON
ATTORNEY GENERAL

SUITE 1400
445 MINNESOTA STREET
ST. PAUL, MN 55101-2131
TELEPHONE: (651) 296-7575

May 28, 2009

Dr. Burl Haar, Executive Secretary
Minnesota Public Utilities Commission
Suite 350
121 Seventh Place East
St. Paul, MN 55101-2147

Re: In the Matter of Qwest Corporation's Petition for Approval of Additions for 2009 to the Non-Impaired Wire Center List, Docket No. P-421/AM-09-564

Dear Dr. Haar:

On behalf of the Minnesota Department of Commerce ("Department"), I am responding to the Commission's Notice of Comment Period in the above-referenced docket, which invites comments on Qwest Corporation's ("Qwest") request for issuance of a protective order. Qwest has proposed a protective order identical to that issued by the Commission in Docket No. P-421/AM-08-726, Qwest's similar filing for 2008 wire center additions to its non-impaired wire center list.

The Department supports issuance of Qwest's proposed protective order (Attachment B to Qwest's Initial Filing on May 19, 2009). Further, the Department does not oppose issuance of a standing protective order as requested by the Company, to apply to the current filing and any subsequent petitions to add additional wire centers to the non-impaired wire center list.

Sincerely,

s/ Karen Finstad Hammel

Karen Finstad Hammel
Assistant Attorney General
Atty. Reg. No. 0253029

445 Minnesota Street, Suite 1400
St. Paul, MN 55101-2131
Telephone: (651) 297-1852
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Attorney for Minnesota
Department of Commerce

**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

| | |
|--------------------------|---------------------|
| David Boyd | Chair |
| Thomas Pugh | Commissioner |
| Phyllis Reha | Commissioner |
| Betsy Wergin | Commissioner |
| J. Dennis O'Brien | Commissioner |

**In the Matter of Qwest Corporation's
Petition for Approval of Additions for 2009
to the Non-Impaired Wire Center List**

Docket No. P-421/AM-09-564

STANDING PROTECTIVE ORDER

The purpose of this Protective Order ("Order") is to facilitate the disclosure of documents and information during the course of this proceeding and to protect Confidential Information and Highly Confidential Information. Access to and review of Confidential Information and Highly Confidential Information by parties other than government agencies shall be strictly controlled by the terms of this Order. The parties other than government agencies have represented and agree that Confidential Information and Highly Confidential Information as defined in this Order constitute trade secret information under Minn. Stat. § 13.37, subd. 1(b), and nonpublic data under Minn. Stat. § 13.02, subd. 9. The parties other than government agencies have acknowledged that the government agencies involved in this docket, which include the Minnesota Public Utilities Commission (Commission), the Office of Administrative Hearings (OAH), the Department (Department), and the Office of the Attorney General (OAG) and Office of Attorney General-Residential and Small Business Utilities Division (OAG-RUD) are subject to the Minnesota Government Data Practices Act (MGDA)¹ and records retention requirements of Minn. Stat. §§ 138.163-138.226 and are not subject to this Protective Order, except for sections 8(a) and (b). In addition, the OAG-RUD and the Department may not provide the information to their respective outside experts providing assistance on this matter until the outside experts have signed Exhibit "A" and Exhibit "B." Outside experts of the OAG-RUD and the Department shall comply with the terms of this Order except where contrary to the requirements of the MGDPA or other law. The parties other than government agencies, which parties are hereinafter referred to as parties, persons or entities have further agreed to the terms of paragraphs one through twelve below, and, upon that agreement, and all the files, records and proceedings herein, it is hereby ordered:

1. (a) Confidential Information. All documents, data, studies and other materials furnished pursuant to any requests for information, subpoenas or other modes of discovery (formal or informal), and including depositions, and other requests for information, that are claimed to be proprietary or confidential nature (herein referred to as "Confidential Information"), shall be so marked by the providing party by stamping the same with a "NONPUBLIC DOCUMENT – CONTAINS TRADE SECRET DATA" designation. All

¹ Minn. Stat. Chapter 13.

copies of documents so marked shall be made on yellow paper. In addition, all notes or other materials that refer to, derive from, or otherwise contain parts of the Confidential Information will be marked by the receiving party as "NONPUBLIC DOCUMENT - CONTAINS TRADE SECRET DATA." Access to and review of Confidential Information shall be strictly controlled by the terms of this Order.

(b) Use of Confidential Information -- Proceedings. All persons who may be entitled to review, or who are afforded access to the Confidential Information by reason of this Order shall neither use nor disclose the Confidential Information for purposes of business or competition, or any purpose other than the purpose of preparation for and conduct of proceedings in the above-captioned docket or before the Federal Communications Commission (FCC), and all subsequent appeals (proceedings), and shall keep the Confidential Information secure as trade secret, confidential or proprietary information and in accordance with the purposes, intent and requirements of this Order.

(c) Persons Entitled to Review. Each party that receives Confidential Information pursuant to this Order must limit access to such Confidential Information to (1) attorneys employed or retained by the party in proceedings and the attorneys' staff; (2) experts, consultants and advisors who need access to the material to assist the party in proceedings; (3) only those employees of the party who are directly involved in these proceedings, provided that counsel for the party represents that no such employee is engaged in the sale or marketing of that party's products or services. In addition, access to Confidential Information may be provided to government agencies, their counsel, employees, consultants and experts.

(d) Nondisclosure Agreement. Any party, person, or entity that receives Confidential Information pursuant to this Order shall not disclose such Confidential Information to any person, except persons who are described in section 1(c) above and who have signed a nondisclosure agreement in the form which is attached hereto and incorporated herein as Exhibit "A." Court reporters whose activities are not regulated by Minn. Stat. Ch. 13 shall also be required to sign an Exhibit "A" upon written request of a party and to comply with the terms of this Order.

The nondisclosure agreement (Exhibit "A") shall require the person(s) to whom disclosure is to be made to read a copy of this Protective Order and to certify in writing that they have reviewed the same and have consented to be bound by its terms. The nondisclosure agreement shall contain the signatory's full name, employer, business address and the name of the party with whom the signatory is associated. Such agreement shall be delivered to counsel for the providing party before disclosure is made, and if no objection thereto is registered to the Commission within three (3) business days, then disclosure shall follow. An attorney who makes Confidential Information available to any person listed in section 1(c) above shall be responsible for having each such person execute an original of Exhibit "A" and a copy of all such signed Exhibit As shall be circulated to all other counsel of record promptly after execution.

2. (a) Notes. Limited notes regarding Confidential Information may be taken by counsel and experts for the express purpose of preparing pleadings, cross-examinations, briefs, motions and arguments in connection with this proceeding, or in the case of persons

designated in paragraph 1(c) of this Protective Order, to prepare for participation in this proceeding. Such notes shall then be treated as Confidential Information for purposes of this Order, and shall be destroyed after the final settlement or conclusion of the Proceedings in accordance with subsection 2(b) below.

(b) **Destruction.** All notes, to the extent they contain Confidential Information and are protected by the attorney-client privilege or the work product doctrine, shall be destroyed after the final settlement or conclusion of the Proceedings. The party destroying such Confidential Information shall advise the providing party of that fact within a reasonable time from the date of destruction.

3. **Highly Confidential Trade Secret Information:** Any person, whether a party or non-party, may designate certain competitive sensitive Confidential Information as Highly Confidential Information (herein referred to as Highly Confidential Information) if it determines in good faith that it would be competitively disadvantaged by the disclosure of such information to its competitors. Highly Confidential Information includes, but is not limited to, documents, pleadings, briefs and appropriate portions of deposition transcripts, which contain information regarding the market share of, number of access lines served by, or number of customers receiving a specified type of service from a particular provider or other information that relates to marketing, business planning or business strategies.

Parties must scrutinize carefully responsive documents and information and limit their designations as Highly Confidential Information to information that truly might impose a serious business risk if disseminated without the heightened protections provided in this section. The first page and individual pages of a document determined in good faith to include Highly Confidential Information must be marked by a stamp that reads:

**NONPUBLIC HIGHLY CONFIDENTIAL TRADE SECRET
INFORMATION—USE RESTRICTED PER PROTECTIVE ORDER IN
MPUC DOCKET NO. P-421/AM-09-564**

Placing a “Highly Confidential” stamp on the first page of a document indicates only that one or more pages contain Highly Confidential Information and will not serve to protect the entire contents of a multi-page document. Each page that contains Highly Confidential Information must be marked separately to indicate Highly Confidential Information, even where that information has been redacted. The redacted versions of each page containing Highly Confidential Information, and provided under seal, should be submitted on paper distinct in color from non-confidential information and Confidential Information described in section 1 of this Protective Order.

Parties seeking disclosure of Highly Confidential Information must designate the person(s) to whom they would like the Highly Confidential Information disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit “B” of the nondisclosure agreement identified in section 1(d). Parties seeking disclosure of Highly Confidential Information shall not designate more than (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to Highly Confidential Information; (2) five in-house experts; and (3) a reasonable number of outside

counsel and outside experts to review materials marked as Highly Confidential. Disclosure of Highly Confidential Information to Commissioners, ALJs, and Commission Advisory Staff members shall be limited to persons to whom disclosure is necessary. The Exhibit "B" also shall describe in detail the job duties or responsibilities of the person being designated to see Highly Confidential Information and the person's role in the proceeding. Highly Confidential Information may not be disclosed to persons engaged in strategic or competitive decision making for any party, including, but not limited to, the sale or marketing or pricing of products or services on behalf of any party.

Any party providing either Confidential Information or Highly Confidential Information may object to the designation of any individual as a person who may review Confidential Information and/or Highly Confidential Information. Such objection shall be made in writing to counsel submitting the challenged individual's Exhibit A or B within three (3) business days after receiving the challenged individual's signed Exhibit A or B. Any such objection must demonstrate good cause to exclude the challenged individual from the review of the Highly Confidential Information. Written response to any objection shall be made within three (3) business days after receipt of an objection. If, after receiving a written response to a party's objection, the objecting party still objects to disclosure of either Confidential Information or Highly Confidential Information to the challenged individual, the Commission shall determine whether Confidential Information or Highly Confidential Information must be disclosed to the challenged individual.

Copies of Highly Confidential Information may be provided to the in-house attorneys, in-house consultants, outside counsel and outside experts who have signed Exhibit B, and to the government agencies.

Persons authorized to review the Highly Confidential Information will maintain the documents and any notes reflecting their contents in a secure location to which only designated counsel and experts have access. No additional copies will be made, except for use during hearings and then such disclosure and copies shall be subject to the provisions of this Order. Any testimony or exhibits prepared that reflect Highly Confidential Information must be maintained in the secure location until removed to the hearing room for production under seal. Unless specifically addressed in this section, all other sections of this Protective Order applicable to Confidential Information also apply to Highly Confidential Information.

4. Small Company. Notwithstanding anything to the contrary in this Order, persons authorized to review Confidential Information and Highly Confidential Information on behalf of a company with less than 5,000 employees shall be limited to the following: (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to Highly Confidential Information; (2) a reasonable number of outside counsel; (3) the company's employees and witnesses; and (4) Independent consultants acting under the direction of the company's counsel or senior management and directly engaged in either of these proceeding. Such persons do not include individuals primarily involved in marketing activities for the company, unless the party producing the information, upon request, gives prior written authorization for that person to review the Confidential Information or Highly Confidential Information. If the producing party refuses to give such written authorization, the company may, for good cause shown, request an order from the Commission or the ALJ

allowing that person to review the Confidential Information or Highly Confidential Information. The producing party shall be given the opportunity to respond to the company's request before an order is issued.

5. **Masking.** Information or documents provided in this proceeding showing the identity of any fiber-based collocators in a wire center must be designated as Confidential. Similarly, any information or documents provided in this proceeding showing the identity of a telecommunications carrier's business lines or line counts must be provided in a masked format, identifying the information using a code, and must be designated as Confidential. Each individual carrier will be provided its own code to verify data concerning that carrier. The government agencies will be provided a code for each carrier identified in the information or documents provided.

6. **Objections to Admissibility.** The furnishing of any document, data, study or other materials pursuant to this Protective Order shall in no way limit the right of the providing party to object to its relevance or admissibility in proceedings before this Commission.

7. **Challenge to Confidentiality.** This Order establishes a procedure for the expeditious handling of information that a party claims is Confidential Information or Highly Confidential. It shall not be construed as an agreement or ruling on the confidentiality of any document. Any party may challenge the characterization of any information, document, data or study claimed by the providing party to be confidential in the following manner:

(a) A party seeking to challenge the confidentiality of any materials pursuant to this Order shall first contact counsel for the providing party and attempt to resolve any differences by stipulation;

(b) In the event that the parties cannot agree as to the character of the information challenged, any party challenging the confidentiality shall do so by appropriate pleading. This pleading shall:

(1) Designate the document, transcript or other material challenged in a manner that will specifically isolate the challenged material from other material claimed as confidential; and

(2) State with specificity the grounds upon which the documents, transcript or other material are deemed to be non-confidential by the challenging party.

(c) A ruling on the confidentiality of the challenged information, document, data or study shall be made by the Commission after proceedings in camera, which shall be conducted under circumstances such that only those persons duly authorized hereunder to have access to such confidential materials shall be present. This hearing shall commence no earlier than five (5) business days after service on the providing party of the pleading required by subsection 5(b) above.

(d) The record of said in camera hearing shall be marked "HIGHLY CONFIDENTIAL INFORMATION – USE RESTRICTED PER PROTECTIVE ORDER IN

DOCKET NO. _____." Court reporter notes of such hearing shall be transcribed only upon agreement by the parties or Order of the Commission and in that event shall be separately bound, segregated, sealed, and withheld from inspection by any person not bound by the terms of this Order.

(e) In the event that the Commission should rule that any information, document, data or study should be removed from the restrictions imposed by this Order, no party shall disclose such information, document, data or study or use it in the public record for five (5) business days unless authorized by the providing party to do so. The provisions of this subsection are intended to enable the providing party to seek a stay or other relief from an order removing the restriction of this Order from materials claimed by the providing party to be confidential.

8. (a) Receipt into Evidence. Provision is hereby made for receipt into evidence in this proceeding materials claimed to be confidential in the following manner:

(1) Prior to the use of or substantive reference to any Confidential Information or Highly Confidential Information, the parties intending to use such Information shall make that intention known to the providing party.

(2) The requesting party and the providing party shall make a good-faith effort to reach an agreement so the Information can be used in a manner which will not reveal its confidential or proprietary nature.

(3) If such efforts fail, the providing party shall separately identify which portions, if any, of the documents to be offered or referenced shall be placed in a sealed record.

(4) Only one (1) copy of the documents designated by the providing party to be placed in a sealed record shall be made.

(5) The copy of the documents to be placed in the sealed record shall be tendered by counsel for the providing party to the Commission, and maintained in accordance with the terms of this Order.

(b) In Camera Hearing. Any Confidential Information or Highly Confidential Information that must be orally disclosed to be placed in the sealed record in this proceeding shall be offered in an in camera hearing, attended only by persons authorized to have access to the information under this Order. Similarly, any cross-examination on or substantive reference to Confidential Information or Highly Confidential Information (or that portion of the record containing Confidential Information or Highly Confidential Information or references thereto) shall be received in an in camera hearing, and shall be marked and treated as provided herein.

(c) Return. Unless otherwise ordered, Confidential Information and Highly Confidential Information, including transcripts of any depositions to which a claim of confidentiality is made, shall remain under seal, shall continue to be subject to the protective

requirements of this Order, and shall, at the providing party's discretion, be returned to counsel for the providing party, or destroyed by the receiving party, within thirty (30) days after final settlement or conclusion of the Proceedings. If the providing party elects to have Confidential Information or Highly Confidential Information destroyed rather than returned, counsel for the receiving party shall verify in writing that the material has in fact been destroyed.

9. Use in Pleadings. Where references to Confidential Information or Highly Confidential Information in the sealed record or with the providing party is required in pleadings, briefs, arguments or motions (except as provided in section 7), it shall be by citation of title or exhibit number or some other description that will not disclose the substantive Confidential Information or Highly Confidential Information contained therein. Any use of or substantive references to Confidential Information or Highly Confidential Information shall be placed in a separate section of the pleading or brief and submitted to the Commission under seal. This sealed section shall be served only on government agencies and counsel of record and parties of record who have signed the nondisclosure agreement set forth in Exhibit A or B. All of the restrictions afforded by this Order apply to materials prepared and distributed under this section.

10. Summary of Record. The providing party shall prepare a written summary of the Confidential Information or Highly Confidential Information referred to in the Order, in conformance with Commission procedures, to be placed on the public record.

11. Application. The provisions of this Order are specifically intended to apply to all data, documents, studies, and other material designated as Confidential Information or Highly Confidential Information by any party to Docket No. P-421/AM-09-564.

12. This Protective Order shall continue in force and effect after these dockets are closed.

Dated this 23rd day of June 2009.

BY ORDER OF THE COMMISSION:



Burl W. Haar
Executive Secretary

(SEAL)

EXHIBIT "A"
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____, 2009, in Docket No. _____ and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

EXHIBIT "B"
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____, 2009, in Docket No. _____ and agree to be bound by the terms and conditions of this Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

V(A) of the Settlement Agreement. The Minnesota business access line data are attached hereto as Highly Confidential Attachments A, B, C and D to my affidavit.

4. Highly Confidential Attachment A includes the December 2013 TRRO business line counts, by line type, for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data are based on the TRRO business line methodology defined in Section V(A) of the Settlement Agreement. These data are provided in a form that meets the requirements defined in Section VI(E)(2)(a) of the Settlement Agreement.
5. Highly Confidential Attachment B includes UNE-L and EEL data by type of circuit (voice grade, DS1, DS3) for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data, along with the data in Highly Confidential Attachment C, meet the requirements defined in Section VI(E)(2)(b) of the Settlement Agreement.
6. Highly Confidential Attachment C includes the UNE-L and EEL data by type of circuit (voice grade, DS1, DS3) and by Competitive Local Exchange Carrier ("CLEC") for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data, along with the data in Highly Confidential Attachment B, meet the requirements defined in Section VI(E)(2)(b) of the Settlement Agreement.
7. Highly Confidential Attachment D includes the Qwest Platform Plus ("QPP") business line data, by Competitive Local Exchange Carrier (CLEC), for each additional non-impaired wire center that is classified as non-impaired based on the number of business lines. These data meet the requirements defined in Section VI(E)(2)(c) of the Settlement Agreement.
8. All of the data provided in Highly Confidential Attachments A, B, C and D are prepared, to the best of my knowledge, in a manner that complies with the requirements of the TRRO and the methodology defined in

Section V(A) of the Settlement Agreement. All of the data provided in Highly Confidential Attachments A, B, C and D are also prepared in a form that meets the supporting data requirements defined in Section VI(E)(2) of the Settlement Agreement.

Further affiant sayeth not.

Renée Albersheim

RENÉE ALBERSHEIM

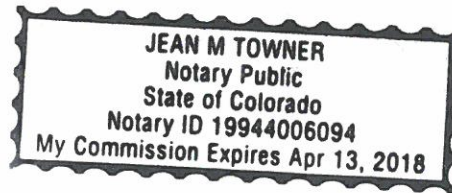
SUBSCRIBED AND SWORN to before me the 20th day of June, 2014.

Jean M Towner

NOTARY PUBLIC

My Commission Expires:

4-13-2018



Public Document

**Attachments A — D to the
Affidavit of Renée Albersheim
Have Been Redacted**

Public Document

Appendix 2

Has Been Redacted