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November 22, 2010

Oregon Public Utility Commission
Attn: Filing Center
550 Capital Street NE, #215
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Re: *In the Matter of CenturyLink, Inc., Application for Approval of Merger Between CenturyTel Inc. and Qwest Communications, Inc.*
Docket UM 1484

Dear Commission:

Enclosed for filing in the above docket are an original and five copies of Sprint's Response to Qwest's and CenturyLink's Expedited Motion to Strike Certain Portions of Supplemental Testimony of James A. Appleby and the Direct Testimony of Chris Frentrup of Sprint, in Docket UM 1484.

Should you have any questions concerning this submission or need additional information, please contact me at (206) 340-9694.

Very truly yours,

GRAHAM & DUNN PC

Judith A. Endejan

JAE/ceh
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BEFORE THE PUBLIC UTILITY COMMISSION

OF OREGON

UM 1484

In the Matter of	Docket No. UM 1484
CENTURYLINK, INC.	SPRINT'S RESPONSE TO QWEST'S AND CENTURYLINK'S EXPDEDITED MOTION TO STRIKE CERTAIN PORTIONS OF SUPPLEMENTAL TESTIMONY OF JAMES A. APPLEBY AND THE DIRECT TESTIMONY OF CHRIS FRENTRUP OF SPRINT
Application for Approval of Merger between CenturyTel, Inc. and Qwest Communications International, Inc.	

Sprint Communications Company L.P., Sprint Spectrum, L.P., and Nextel West Corp. (collectively, "Sprint"), hereby requests the Commission to deny Qwest's and CenturyLink's (together referred to as the "Merged Firm") Motion to Strike Certain Portions of Supplemental Testimony of James A. Appleby[1] and the Direct Testimony of Chris Frentrup of Sprint ("Merged Firm's Motion"). The Merged Firm's Motion seeks to strike large swaths from Sprint's testimony that the Commission should consider in its merger analysis under the "no harm" public interest standard.[2] Most recently in approving the Verizon/Frontier merger

[1] Concurrent with the filing of Mr. Appleby's Supplemental Testimony based upon the HSR documents, Sprint filed a motion seeking permission to do so under paragraph 10 of the Protective Order. The Merged Firm's Motion states on page 2 that CenturyLink and Qwest do not object to the filing of Mr. Appleby's testimony regarding highly confidential HSR documents, but only to the extent that such testimony is otherwise proper. Therefore, there is no controversy about whether Mr. Appleby can file testimony.

[2] The Merged Firm seeks to strike Frentrup Direct, p. 5, line 5 to page 11, line 4; page 12, lines 4-11; and page 18, line 9 to page 21, line 22. The Merged Firm also seeks to strike Appleby Supplemental Testimony, page 4, lines 2-6 and 10-13; page 5, line 1 to page 12, line 14; page 21, lines 1-6.

[3] the Commission recognized the importance of wholesale and competitive issues in the 'no harm' determination. "The continued existence of a robust, competitive marketplace is essential to satisfying the 'no harm' standard for the transaction". [4] The testimony at issue in the Merged Firm's Motion is directly relevant to the protection of a robust, competitive marketplace. This testimony does not advocate wholesale, industry-wide access charge reform. It simply proposes a condition that is necessary to prevent competitive harm.

The Merged Firm's Motion relies upon Administrative Law Judge ("ALJ") rulings that denied Sprint's Motion to Compel and Motion to Certify Ruling to the Commission (collectively "Sprint Motions"). These discovery rulings do not justify striking the identified portions of Sprint's testimony in the Merged Firm's Motion. Access charges are appropriate to be examined as part of the Commission's "no harm" review and, in fact, have been the subject of the Commission's merger approval in the Verizon/Frontier merger approval Order in February, 2010. And further, the Merged Firm's Motion is unduly broad and seeks to strike testimony that does not solely bear on the issue of access reductions. Finally, Qwest and CenturyLink are not prejudiced by the introduction of the Appleby and Frentrup testimony as they have responded to the Sprint witnesses' testimony in testimony of their own already, most recently in the Supplemental Response Testimony of Robert Brigham filed on November 19, 2010.

I. An Appropriate Analysis Under the Commission's No Harm Standard Includes A Review of the Merger's Impact on Intrastate Access Charges

[3] *In the Matter of Verizon Communications Inc. and Frontier Communications Corp. Joint Application for an Order Declining to Assert Jurisdiction, or, in the alternative, to Approve the Indirect Transfer of Control of Verizon Northwest Inc.,* Order No. 10-067, Oregon Public Utility Commission , UM 1431 (2/24/10) ("Verizon/Frontier Order")

[4] Id. at 20.

The Commission's review of whether the merger between CenturyLink and Qwest is in the public interest hinges upon whether the merger will cause no harm to all stakeholders, including wholesale customers like Sprint. The Commission should not strike the testimony of the Sprint witnesses[5] because they explain why the lop-sided level of the access charges that the Merged Firm will charge, unless corrected, will violate the no harm standard. Access rates, along with other rates charged by telecommunications companies engaged in merger proceedings before this Commission, have been the subject of conditions ordered by the Commission in other merger proceedings. Refusing to consider access charges in this proceeding would provide an incomplete analysis in judging the no harm standard and contravenes previous Commission precedent.

Sprint's testimony goes to great lengths to explain the specific merger related harms to competition. This testimony explains why the Merged Company will harm competition by using "owner's economics" over a much larger territory to impair competitors' efforts to win customers. Through the merger these telecommunications companies will increase ownership of essential network facilities. Competition will be harmed if these owners of monopoly switched and special access facilities- that must be utilized by long distance carriers terminating calls to the facilities' owners –are allowed to charge excessively high access rates to competitors that the owners will not have to pay themselves.. The Sprint testimony proposes a condition that will alleviate this competitive harm because it will level the access charges between Qwest and CenturyLink.

[5] The Merged Firm seeks to strike Frentrup Direct, p. 5, line 5 to page 11, line 4; page 12, lines 4-11; and page 18, line 9 to page 21, line 22. The Merged Firm also seeks to strike Appleby Supplemental Testimony, page 4, lines 2-6 and 10-13; page 5, line 1 to page 12, line 14; page 21, lines 1-6.

The Merger will give a competitive advantage to the Merged Firm because CenturyLink and Qwest can internalize the access payments to each other now, while competitors like Sprint cannot. Sprint proposes modest conditions to help remedy this merger-specific harm to reduce the CenturyLink ILECs' excessively high access rates to the levels of Qwest's access rates. In sum, whether the merger is in the public interest can be satisfied by conditions that reduce specific merger-related harms. The ALJ's narrow discovery rulings do not mean that access charges cannot be considered at all in this proceeding because the Commission needs to be provided the chance to remedy a specific merger related harm and to ensure that the no harm standard is satisfied.

For the Commission to accomplish its charge to determine whether the merger is in the public interest and does no harm, it must consider whether the intrastate access rates of the merging companies must be reduced. Striking of Sprint's testimony merely prevents the Commission from considering all of the relevant issues.

Sprint's proposed conditions seek to eliminate the artificial distinctions between CenturyLink's and Qwest's intrastate access rates, which become even more artificial when ILECs charging those rates become part of the same single holding company. The disparity in access rates between CenturyLink and Qwest harm competition in the voice market as described in Sprint's testimony,[6]

While comprehensive access charge reform may be necessary in the future, that is not what Sprint proposes in the testimony at issue and it should not deter the Commission from addressing the disparities in the CenturyLink and Qwest access rates in the context of this merger proceeding. This Commission, in fact **addressed access rates as a condition in the**

[6] See Frentrup Direct, pp. 6-7; Appleby Supplemental, pp. 8-10.

Verizon/Frontier Order. The Commission's conditioned the approval of the merger upon a condition that controls Frontier's access rates. It stated:

> Frontier Northwest will honor or assume all obligations under Verizon Northwest's current intrastate tariffs and price lists for wholesale services. Frontier Northwest will not increase rates for such services or discontinue any such services currently offered for a period of at least two years from the Closing Date.[7]

Intrastate access services are wholesale tariffed services that the Commission required in the Verizon/Frontier Order to be controlled. While the Commission did not require access charge reductions, the very fact that the Commission imposed a condition that controlled the level of access charges in the Verizon/Frontier merger proceedings demonstrates that considering, and controlling, access charges is relevant to a determination of whether a merger satisfies the "no harm" standard. If, the Commission has addressed access rates as a part of merger approval in the past it should consider access rate conditions as part of this merger between CenturyLink and Qwest.

Furthermore, CenturyLink's previous conduct proves that access reductions as part of a merger proceeding do provide public interest benefits that offset merger-related harms. CenturyTel and Embarq agreed as a condition to their merger at the FCC to reduce interstate access rates in the CenturyTel territories to match the interstate access rates Embarq. There, the FCC stated that "[w]e also find that the merger should result in lower access rates because of the change in regulatory status for CentruyTel, which should benefit long-distance callers."[8] It is ironic that CenturyLink here claims that access reductions should not be

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[7] Verizon/Frontier Order, Appendix A, page 9, Condition 33.

[8] *In the Matter of Applications Filed for the Transfer of Control of Embarq Corp. to CenturyTel, Inc.*, WC Docket No. 08-238, FCC 09-54 (Released June 25, 2009), ¶ 45 (emphasis added).

considered as an issue when examining the public interest in a merger proceeding *when it agreed to reduce its own interstate access rates as a condition to approval of its merger with Embarq*. A requirement to make the ILEC access rates match in the merger of two ILECs with access rate disparity is a tool that can be used to benefit long distance callers and to help allay merger-related harms. The Oregon Commission should not dismiss the possibility of imposing such a condition on this merger of ILECs with vastly different intrastate access rates.

II. The Merged Firm's Motion Is Much Too Broad and Identifies Portions of Sprint's Testimony That Are Related To Topics Other Than Switched Access Rate Reductions

As demonstrated above, Sprint's testimony calling for intrastate switched access reductions is warranted as it will address the harms caused by the Merged Firm's ability to internalize access costs and use that advantage to harm competition. This Commission and the FCC have both addressed access rates in the context of the approval of mergers with conditions. Even if the Commission does not want to consider access charge reductions Sprint's testimony should not be stricken because it pertains to other issues that should be within the realm of the Commission's consideration in this proceeding. Sprint's testimony discusses market power, competitive advantages caused by the merger and owner's economics. These all relate to the Commission's analysis of the "no harm" public interest standard and supports the other conditions, including interconnection, proposed by Sprint and other intervenors, and must not be stricken.

a. Frentrup, Page 5, Line 5 through Page 11, line 4

The Merged Firm's request to strike is overly broad. This testimony should not be stricken as it relates to matters beyond the access condition proposed by Sprint. Dr. Frentrup describes the financial advantages that the merged company will have and the impact on

competition that can occur. Access rate differentials are examined and the impact that those rates can have on competition are described. But those statements are relevant not only to support a condition on access charges but also to examine the impact on competition caused by the merger. Examination of the merger's impact on competition is at the core of what the Commission must do in determining if the merger does no harm. "The continued existence of a robust, competitive marketplace is essential to satisfying the 'no harm' standard for the transaction."[9] Accordingly, since the identified testimony provides evidence on the impact on competition, the motion to strike it must be denied.

b. Frentrup, Page 12, Lines 4 through 11

This section also describes impacts on competition from the merger. It must not be stricken for all of the reasons given above.

Frentrup, Page 18, Line 9 through Page 21, Line 22

Here, the Merged Firm moves to strike testimony that Qwest gave in other jurisdictions that explained why ILEC access rates should be reduced. Dr. Frentrup quotes Qwest testimony from Iowa where it advocated the reduction of switched access rates in the context of a merger. Qwest described the negative impact on competition caused by high switched access rates and that the merger of Iowa Telecom with Windstream means that Iowa Telecom can no longer justify higher switched access rates since it will be part of a combined company of 3.3 Million access lines. The Merged Firm's goal of striking this testimony is to prevent the comparison to its combined operations where it will now have 17 Million access lines. While this section of Dr. Frentrup's testimony supports the access condition proposed by Sprint, it also serves to illustrate that the Merged Firm has testified previously about the

[9] Id. at 20.

impacts upon competition caused by the merger of two ILECs. If the Commission is to strike any testimony in this section, it should only be the actual conditions proposed by Sprint on page 21, lines 2 through 12. The rest of the testimony provides evidence on the impact on competition caused by the merger.

c. Appleby Page 4 lines 2-6 and 10-13

Here, the Merged Firm seeks to strike testimony about market power and owner's economics caused by the merger. While this testimony describes the advantages that will accrue to the Merged Firm, it is related to the merger's impact upon competition as a whole and relates to all of the conditions proposed by Sprint and other intervenors. This testimony should not be stricken.

d. Appleby Page 5, line 1 through page 12, line 14

In this section, the Merged Firm seeks to strike the bulk of Mr. Appleby's testimony that reviews the HSR documents produced by the Merged Firm. Striking of this section of testimony would, in effect, be tantamount to striking the majority of Mr. Appleby's testimony and defeat the purpose for allowing intervenor witnesses to provide supplemental testimony on the HSR documents. Mr. Appleby's testimony goes into great detail describing and attaching the relevant HSR documents where Qwest and CenturyLink recognize the owner's economics advantages that will be present post-merger. The bulk of this testimony, therefore, relates to the possible negative impacts upon competition caused by the merger and the opportunities presented to the Merged Firm in the form of increased marketing opportunities and cost savings that would not be present absent the merger. If the Commission is to strike any testimony in this section, it should only be the actual conditions proposed by Sprint on page 11, lines 1 through 10. The rest of the testimony provides evidence on the impact on competition caused by the merger and summarizes and attaches many of the key documents

produced by the Merged Firm in discovery. Striking of such testimony will deprive the Commission of crucial evidence needed to make its "no harm" determination.

e. Appleby Page 21, lines 1 through 6

This testimony merely summarizes Sprint's evidence regarding the merger's impact on competition and the continued harm caused by the Merged Firm's high access rates. As demonstrated below, the Merged Firm has had ample opportunity to respond to Sprint's arguments and therefore the record is not burdened and no prejudice is done to the Merged Firm by denying the motion to strike this section of Mr. Appleby's testimony.

III. The Merged Firm Is Not Prejudiced By The Identified Testimony Because It Already Filed Supplemental Responsive Testimony That Attempts To Rebut Sprint's Testimony

The Merged Firm's Motion states that the testimony it identifies is not appropriate to consider in this case, "and will only serve to burden the record and delay the proceeding."[10] In addition to the reasons described in section I for not striking the testimony, another reason is that the record will not be burdened and there will be no delay if it is accepted. The hearing is set for December 1 and 2 and will occur with or without stricken testimony. The record will not be burdened as there are hundreds and hundreds of pages of testimony in this matter and the Merged Firm seeks to strike a relative minor amount of testimony. Finally, Qwest and CenturyLink will not be prejudiced by the introduction of the testimony as they have had ample opportunity to respond to the testimony of Sprint witnesses Frentrup and Appleby in pre-filed testimony. Most recently, the pre-filed Supplemental Response Testimony of Qwest

[10] Merged Firm's Motion, p. 1.

witness Robert Brigham filed on November 19, 2010 spends twelve (12) pages responding to the Supplemental Testimony of Mr. Appleby. Mr. Brigham goes into great detail to rebut Mr. Appleby's testimony. While Sprint does not agree with Mr. Brigham's testimony and will save its responsive arguments for the hearing and the briefs, it cannot be said that the Merged Firm has not had an opportunity to address Mr. Appleby's testimony. Consequently, the Commission should not strike the identified portions of the Sprint witnesses' testimony as the record will not be burdened, the proceeding will not be delayed and the Merged Firm has had ample opportunity to respond and is not prejudiced.

IV. Conclusion

The Commission must deny the Merged Firm's Motion to Strike. The testimony of the Sprint witnesses regarding intrastate switched access rates is relevant to the Commission's long-held "no harm" public interest standard. The Commission and the FCC have conditioned merger approvals in the past by capping or reducing switched access rates. Most certainly, this compels the Commission to at least consider the conditions proposed by Sprint related to switched access rates. While a switched access rate condition affects just one facet of the many facets of the operations of the Merged Firm, so does every other condition proposed by Staff and the Intervenors. Conditions related to retail rate freezes, broadband deployment, OSS and interconnection agreements all single out various operations of the Merged Firm. Each condition, however, is meant to remedy specific merger-related harms. What would be prejudicial and discriminatory is to not allow the Commission to review the wildly disparate switched access rates of the CenturyLink companies to bring them in line with Qwest in an effort to address the harms to competition caused by the merger.

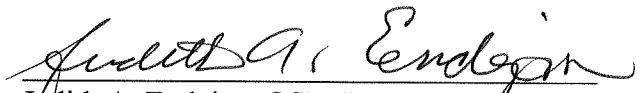
Indeed, the Merged Firm's Motion is overbroad. It seeks to strike testimony that relates to the description and quantification of merger-related harms. If the Commission will

not even consider switched access related conditions, then it must only strike the testimony that describes the conditions. Other portions of the testimony relate to the merger's impact on competition and can relate to other conditions proposed by Sprint and the other intervenors.

In addition, the Merged Firm will not be prejudiced by not striking the testimony as it has had ample opportunity to respond to Sprint's testimony. For all of these reasons, the Motion to Strike must be denied.

RESPECTFULLY SUBMITTED this 22nd day of November, 2010.

GRAHAM & DUNN PC



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CERTIFICATE OF SERVICE
UM 1484

I hereby certify that **Sprint's Response to Qwest's and CenturyLink's Expedited Motion to Strike Certain Portions of Supplemental Testimony of James A. Appleby and the Direct Testimony of Chris Frentrup of Sprint** was served on the following persons on November 22, 2010, by email to all parties and by U.S. Mail to the parties who have not waived paper service:

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DATED this 22nd day of November, 2010, at Seattle, Washington.

Connie Hays
Assistant to Judith A. Endejan