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Carla M. Butler
Lead Paralegal

August 31, 2010

Frances Nichols Anglin
Oregon Public Utility Commission
550 Capitol St., NE
Suite 215
Salem, OR 97301

Re: UM-1484

Dear Ms. Nichols Anglin:

Enclosed for filing in the above entitled matter please find an original and five (5) copies of Qwest's and Centurylink's Joint Response to Sprint's Motion to Compel Further Responses to Data Request Nos. 5, 13, 14 and 41.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Carla".

Carla M. Butler

Enclosures
cc: Certificate of Service

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM 1484

In the Matter of
CENTURYLINK, INC.
Application for an Order to Approve the
Indirect Transfer of Control of
QWEST CORPORATION

**QWEST'S AND CENTURYLINK'S
JOINT RESPONSE TO SPRINT'S
MOTION TO COMPEL FURTHER
RESPONSES TO DATA REQUEST NOS.
5, 13, 14 AND 41**

Qwest Communications International, Inc. ("Qwest") and Centurylink, Inc. ("CenturyLink") (collectively "Joint Respondents") hereby respond to the motion of Sprint Nextel Corporation ("Sprint") to compel responses to data request Nos. 5, 13, 14 and 41 that Sprint propounded in this proceeding.

DATA REQUEST NO. 5 HAS BEEN RESOLVED

Joint Respondents and Sprint have conferred regarding data request No. 5 and agree that Joint Respondents have provided adequate responses to that request. Therefore, by agreement of the Parties, the Commission may disregard the arguments regarding No. 5 in Sprint's motion to compel and should not render a decision with respect to that request.

ARGUMENT

I. REQUEST NOS. 13 AND 14 ARE NOT RELEVANT IN OREGON

Request Nos. 13 and 14 seek information on interstate switched access revenue and special access revenue that CenturyLink's and Qwest's ILEC entities obtained in Oregon from affiliated interexchange carriers (IXCs) of each other. These requests are not supportable from either a factual or legal viewpoint.

Preliminarily, and from a legal standpoint, these services are not subject to regulation by the Commission – they are *interstate* services.¹ Such revenues are not relevant to a determination of any issue properly in dispute in the pending merger application. Because CenturyLink and Qwest are not proposing, and the transaction does not result in, any change to access charge rates, access charges are simply not relevant to the Commission’s review and consideration of this merger.

Indeed, this is entirely consistent with the Commission’s recent actions in the CenturyLink-Embarq merger or the Frontier-Verizon merger. *See e.g.*, Order No. 09-169 in Docket UM 1416 (CenturyLink/Embarq) and Order No. 10-067 in Docket UM 1431 (Frontier/Verizon). In neither of those cases did the Commission review or adjust access charges, or even address access charges.² The Commission’s practice of not addressing switched access issues in its consideration of merger applications should apply with extra force as it pertains to primarily interstate services.

Sprint’s arguments to the contrary are unavailing because they are based on a false factual premise. Sprint argues: “Responses to these requests should be required because they will allow Sprint to demonstrate the amount of access charge savings that the merged company will retain when access charge payments become intracompany payments rather than payments from QC entities to CenturyLink entities and vice versa.” Motion, pp. 4-5. But as CenturyLink made clear in its Application (at ¶ 8):

¹ Special access services are chiefly (although not exclusively) interstate services.

² In its July 30, 2010 “meet and confer” letter (Exhibit 1 to this response), Sprint’s focus was primarily, if not exclusively, on Washington, and included various citations to the Washington Commission’s order in that Commission’s review of the Verizon/Frontier transaction, WUTC Docket No. UT-090842. (See Exhibit 1.) However, unlike in Washington, and as the Joint Respondents noted in their objections, review of or adjustments to access charges have not been considered proper areas of inquiry in this Commission’s dockets reviewing telecommunications merger/acquisitions transactions (citing to the CenturyTel/Embarq merger (Docket UM 1416) and the Frontier/Verizon sale (Docket UM 1431)).

The Transaction contemplates a parent-level transfer of control of QCII only. Qwest Corp, QCC, QLDC, and the CenturyLink Oregon Operating Subsidiaries³ will continue as separate carriers and each will continue to have the requisite managerial, technical and financial capability to provide services to its customers. Immediately upon completion of the Transaction, end user and wholesale customers will continue to receive service from the same carrier, at the same rates, terms and conditions and under the same tariffs, price plans, interconnection agreements, and other regulatory obligations as immediately prior to the Transaction...

And further, as Joint Respondents have made clear in other responses to Sprint data requests,⁴ QC and the CenturyLink entities will continue to charge each other pursuant to switched access and other tariffs and agreements, and reductions in such payments are not part of the synergy savings the companies hope to achieve. Because access charge payments will not change, Sprint's stated justification for the relevance of reviewing revenues outside this Commission's jurisdiction is not factually supportable.

II. REQUEST NO. 41 IS MOOT

Finally, Sprint's motion to compel a further response to request No. 41 is moot. This request seeks information regarding access lines and revenues that Qwest has in CenturyLink's territory. Sprint argues that Qwest's original response puts access line and territory limitations on the investigation that Qwest did to determine if it serves customers within CenturyLink's ILEC territory in Oregon, and that this limitation unnecessarily limits Qwest's response. Thus, it argues that Qwest should undertake the necessary investigation in the context of discovery to determine if it serves customers in the CenturyLink territory in Oregon, and if so, to provide the number of access lines and revenues from those access lines.

³ The CenturyLink Oregon operating subsidiaries are: CenturyTel of Oregon, Inc., CenturyTel of Eastern Oregon, Inc., and United Telephone Company of the Northwest, dba CenturyLink (formerly known as Embarq Communications) (collectively referred to as the "CenturyLink Oregon Operating Subsidiaries").

⁴ See e.g., CenturyLink's response to Sprint request No. 47. A copy of this response is attached as Exhibit 2.

Although Qwest does not believe that its original response provided any unreasonable limitations, Qwest has supplemented its response to state whether it has any customers in CenturyLink's territory in Oregon, without the limitations that Sprint complains about. See Exhibit 3. Accordingly, the motion as to request No. 41 is moot.

CONCLUSION

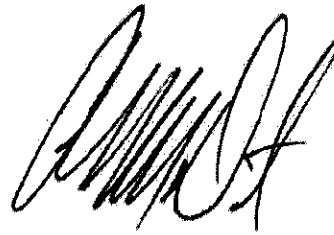
Accordingly, Qwest and CenturyLink respectfully request that the Commission deny Sprint's motion to compel in its entirety.

DATED: August 31, 2010

Respectfully submitted.

CENTURYLINK

QWEST



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Cc: Jacobson, Kristin [GA]; JEndejan@GrahamDunn.com
Subject: CenturyLink and Qwest discovery responses in Washington and Oregon

All,

Please find attached Sprint's responses to the objections posed by CenturyLink and Qwest to the discovery issued by Sprint in the merger cases before the Washington and Oregon state commissions. This is Sprint's attempt to work out discovery issues without getting the state commissions involved in discovery disputes. Due to upcoming testimony dates, Sprint would appreciate hearing back by no later than Tuesday, August 3rd. We would also be happy to discuss these issues by phone on Monday, August 2nd. We would also like to talk about the designation of certain material as highly confidential and Sprint's intent to challenge such designations if those designations are not withdrawn.

[WA Sprint is response to discovery objections 2.doc](#)

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8/31/2010

Sprint is in receipt of CenturyLink (“CL”) and Qwest’s (“Q”) responses to Sprint’s identical discovery requests in the Washington docket UT-1000820 and in the Oregon docket UM-1484. The responses are incomplete, non-responsive and unsatisfactory as CL and Q either do not respond to multiple questions or provide partial responses. This email is a good faith attempt to resolve Sprint’s discovery concerns, pursuant to WAC 480-07-425 without the filing of a motion to compel responses, which Sprint will do if we cannot reach a resolution of the outstanding issues addressed below. Please advise whether CL and Q intend to revise their responses in the two states by close of business, Tuesday, August 3rd. Sprint is available to discuss any questions CL and Q may have by conference call on Monday, August 2nd.

As a general matter, the standard for discovery is whether the request is likely to lead to the discovery of admissible evidence. CL and Q’s objections as to what they believe the parameters of the Commission’s public interest determinations is not the standard for whether discovery should be allowed. Moreover, CL and Q’s objections regarding what topics they believe are appropriate for inquiry are contrary to the Commission’s well-articulated considerations of whether a transaction is in the public interest.

CL and Q are simultaneously major wholesalers (of access, interconnection, etc) and retailers of the services that use those wholesale inputs (LD, broadband, etc). This requires the Commission to take a broad view of their operations in assessing the effect of the merger on competition and whether it is in the public interest. For example, objections to requests regarding access charges simply reflect CL and Q’s wishes that access charge issues not be examined in this docket. Yet, the Commission already allowed Sprint to intervene over CL and Q’s objections regarding the relevancy of access charges. Moreover, the Commission Staff has made it clear that it believes that access charge issues are relevant in this investigation. (See paragraph 4 of Staff Response Regarding Late-Filed Petitions to Intervene).

The Commission’s Order in the Verizon/Frontier Merger in Docket UT-090842, (“Verizon/Frontier Order”), pages 52 and 53, states that the Commission’s public interest determinations in approving a change of control transaction are broad indeed and include “the impact on competition at the wholesale and retail level, including whether the transaction might distort or impair the development of competition.” As acknowledged by the FCC on multiple occasions, including in the National Broadband Plan, the imposition of well above-cost access charges and access charges at different rates for intrastate and interstate traffic distort and impair competition. Accordingly, discovery regarding access charges is an appropriate inquiry given the Commission’s interest in determining if the transaction might distort or impair competition.

In addition, questions regarding access revenues are not simply designed to obtain access reductions. Such questions are also relevant for analysis of the competitive impacts of the merger that perhaps can be cured by the imposition of certain other conditions.

Sprint addresses the specific objections of CL and Q as follows and requests that CL and Q reconsider their objections and provide the requested information:

Requests 3, 4, 40, 43: Sprint seeks intrastate and interstate access revenues for CL and Q and information related to whether CL will reduce its access charges. Revenue information including access revenue information is relevant to this case. CL and Qwest refused to provide Sprint with information as to access revenues, contending that this information was irrelevant. However, Sprint is advised that it did provide such information to Commission Staff in response to UTC Staff Data Request No. 126. This response was designated as “Highly Confidential”, a designation which Sprint intends to challenge so that its in-house experts and attorneys can see the data. That data currently has been seen only by Judy Endejan, its outside counsel. She has abided by the Protective Order and has only shared the fact that a response was provided by CL and Qwest, reflecting the inconsistency of position taken on the issue of relevance. Clearly, intrastate and interstate access revenues have a bearing on the competitive issues involved in the merging of two large ILECs in the state as the access revenues of both companies are combined. Further, it is relevant to issues of scope and scale as those relate to competitive concentration and the total revenues of the to be combined companies. Moreover, access charges are not just an industry issue that cannot be addressed in the context of this merger as stated in your objection. The Commission’s Order in the Verizon/Frontier Merger in Docket UT-090842, pages 52 and 53, states that the Commission’s public interest determinations in approving a change of control transaction are broad indeed and include “the impact on competition at the wholesale and retail level, including whether the transaction might distort or impair the development of competition.” The Commission may find that to cure the harm to competition posed by the merger, that it will require the companies to reduce access rates to spur competition as the FCC and this Commission continually have stressed. Access rates and revenues directly impact competition at the wholesale and retail level and therefore are squarely relevant in this investigation. While CL and Q do not want access charges to be considered in the context of this merger approval, Washington Staff clearly believes that access charges are relevant in reviewing the merger. (See paragraph 4 of Staff Response Regarding Late-Filed Petitions to Intervene). The Verizon/Frontier Order further states that public interest includes consideration of “how any benefits or synergies would be shared between customers and shareholders.” Information regarding access revenues is relevant to determine whether and to what degree access savings by and between CL and Q should be shared with access customers like Sprint.

Request 5: Sprint seeks revenues for various services provided over the networks operated by CL and Q in Washington. Such information is relevant to the Commission’s broad public interest determinations including the impact on competition at the wholesale and retail level. Limitation to intrastate revenues does not allow for a complete analysis of the competitive impact the merger has as CL and Q both provide multiple services over the same network by which it provides intrastate service. Moreover, access to those revenues will allow the Commission to determine the overall impact of any access reductions may have on the to be combined companies.

Request 6: CL objects to the request regarding the percentage of customers that purchase basic local service only and Q classifies the information as highly confidential. Sprint objects to the information from Q being classified as highly confidential as it will not allow Sprint's in house expert to utilize the information in his analysis of the competitive impact of the merger and hampers his ability to provide relevant testimony to the Commission. Sprint believes that CL should provide the requested information as it is relevant to the Commission's broad public interest determinations including the impact on competition at the wholesale and retail level.

Requests 12, 13, and 14: CL and Q object to the requests to provide the amount of intrastate and interstate switched and special access charges imposed by the CL and Q ILECs on the CL and Q interexchange companies. This information is relevant and likely to lead to admissible evidence as the Commission has determined its public interest determination includes the impact on competition at the wholesale and retail level. These requests are relevant because they will demonstrate the amount of access charge savings that the merged company will obtain when access charge payments are merely intracompany payments and are no longer payments from the Q entities to the CL entities and vice versa. Any access savings can impact competition as Q and CL will be able to utilize the savings to develop and market competitive alternatives in the marketplace. Moreover, Sprint incorporates herein all the reasons why access charge information is relevant stated in response to the objections for requests 3, 4, 40 and 43.

Requests 15 and 16: CL and Q object to the requests regarding disputes on intrastate and interstate switched and special access charges imposed by the CL and Q ILECs on the CL and Q interexchange companies. This information should be produced for the same reasons stated above for requests 12-14 and because information regarding disputes will indicate cost savings to be realized by the applicants which may impact competition in the wholesale and retail markets.

Request 17: This request seeks information regarding broadband Internet services and CL and Q object primarily on the basis that broadband service is not regulated by the Commission. Regulation of a particular service by the Commission does not determine if the transaction as a whole is in the public interest or impacts competition. While not explicitly regulating broadband services, in the Verizon/Frontier Merger Order, the Embarq/CenturyTel Merger Order and in the approval of the AFOR plans of Q the Commission approved settlements setting forth specific broadband build-out schedules, investments and speed commitments. On page 89 of the Verizon/Frontier Merger Order, the Commission specifically requires Frontier to make a stand-alone DSL offering available at the current Verizon NW rates, terms and conditions. Information regarding whether CL and Q offer standalone broadband service and the prices and customer counts for this service can provide insight on the revenue possibilities the applicants have on their combined networks and the impact on competition of the transaction.

Request 19 and 20: These requests seek information on a state basis related to CL and Q's average revenue per household. CL and Q object saying that it seeks unregulated revenues not subject to the Commission's jurisdiction and is not disaggregated on a state

level. Sprint is willing to amend these requests to ask for the same information on a consolidated basis for both CL and Q. Moreover, this information is relevant as it will provide insight on the impact the merger has on competition and therefore impacts the public interest. See response to objection to request 17 for additional reasons why information regarding unregulated services is relevant.

Request 24: Q did not respond to this request. Sprint asks for a response.

Requests 25 and 26: These requests seek information regarding current interconnection negotiations being conducted by Q and CL. This information is relevant as it will provide information on the transaction costs and interconnection related issues that the proposed merger poses. The Commission imposed a number of interconnection related conditions in the Verizon/Frontier Merger in approving the multiparty settlements reached with interveners. (See Verizon/Frontier Merger Order, pp. 86-88 and Appendices B, C, and D). The Commission stated it finds “the wholesale service and interconnection settlement conditions to be in the public interest.” (id. p. 87). Accordingly, information requests regarding the status of Q and CL interconnection negotiations are relevant and discoverable.

Request 27: This request seeks information on interconnection related disputes that Q and CL have with CLEC and CMRS carriers. This request is relevant for the same reasons discussed above regarding requests 25 and 26.

Requests 28 and 29: CL objects to these requests to identify interconnection arrangements and configurations between CL and Q and between different CL entities. Q did not object and responded with a reference to an ICA between Q and CL. Interconnection arrangements and configurations are common terms in the industry and refer to how parties exchange traffic with one another. Direct connection? Indirect connection? One way or two way trunks? End office or tandem interconnections? With these clarifications, Sprint requests that CL and Q respond to these requests.

Requests 32-36: These requests are a series of related requests that seek information on whether there are any technical interconnection requirements that differ between Q and CL and whether there are any technical or other reasons why interconnection arrangements terms and conditions cannot be ported between interconnection agreements with the applicants. CL and Q object or answer with a legal explanation that there is no requirement to port interconnection agreements. Sprint requests that the applicants provide complete answers to the questions as they are relevant to the question of wholesale service and interconnection conditions that the Commission previously has imposed in merger dockets where it was considering the public interest. (See Verizon/Frontier Merger Order, pp. 86-88 and Appendices B, C, and D). It is not a valid objection that such “porting” of terms is not required. Discovery broadly allows the unearthing of non-privileged information. Learning what arrangements may be allowed by one Applicant but not the other is certainly relevant to the public and competitive interest. Sprint has separate interconnection agreements with the applicants and it may desire to have a single interconnection agreement with the merged entities such that

Sprint too can realize some of the synergies by the transaction. (Included in the Commission's consideration of public interest factors is "How any benefits or synergies would be shared between customers and shareholders," Verizon/Frontier Merger Order, p. 53). A necessary prerequisite to that inquiry is whether there are any technical or other reasons why interconnection agreements cannot be merged.

Request 41: This request asks for information on the number of local access lines Q has in CL territories. Q responded by referring to a highly confidential attachment A. Sprint objects to the classification of this information as highly confidential as its internal experts and counsel will not be able to review that data under the current terms of the protective order and utilize it in preparation of its testimony. This information should be reclassified as "confidential" under the protective order.

Request 44: This request seeks the identification and production of documents related to any agreements, arrangements, documents or other comparable means for traffic exchange or termination. CL admits that it has such documents but does not identify them or provide them as requested. Sprint requests that CL fully respond to this request as these documents or agreements may impact competitive issues in the state as some carriers may be charged less for certain services than others are.

Request 47: This request seeks information related to synergies and the synergy calculations in the merger announcement and whether any of the synergies relate to switched or special access savings, request the amounts of such synergies, and requests identification and the amount of any other merger synergies in the state. CL objects on the basis that it does not believe that access charges are an issue in this case and fails to respond to subpart g. altogether. This request is relevant because synergy calculations and potential sharing with customers and shareholders is one of the factors the Commission considers in making its public interest determination. (Included in the Commission's consideration of public interest factors is "How any benefits or synergies would be shared between customers and shareholders," Verizon/Frontier Merger Order, p. 53). Discovery regarding the amount of synergies calculated by the applicants related to access charge savings when upon merger closing access charges between CL and Q become accounting transactions and not real costs is directly relevant to the Commission's consideration of the public interest. Moreover, questions regarding access charges are relevant for all of the reasons discussed above in the response to the objection to Requests 3, 4, 40 and 43

Oregon
 Docket No. UM-1484
 Response to Sprint Data Request No. 47
 Response Date: July 22, 2010

47. CenturyLink and Qwest's April 22, 2010 press release announcing the merger between the two entities states that the "transaction is expected to generate annual operating and capital synergies of approximately \$625 million when fully recognized over a three- to five-year period following the close of the transaction."
- a. Are any of those expected synergies related to intrastate switched access savings between Qwest and CenturyLink? If yes, how much annually?
 - b. Are any of those expected synergies related to interstate switched access savings between Qwest and CenturyLink? If yes, how much annually?
 - c. Are any of those expected synergies related to special access savings between Qwest and CenturyLink? If yes, how much annually?
 - d. Are any of those expected synergies related to reciprocal compensation under section 251(b)(5) savings between Qwest and CenturyLink? If yes, how much annually?
 - e. Are any of those expected synergies related to reductions in traffic origination and termination costs between Qwest and CenturyLink other than switched and special access savings or reciprocal compensation savings? If yes, how much annually?
 - f. Identify the amount of synergies in this state for subparts a. to e. above.
 - g. Identify the amount of and describe any other merger synergies specific to operations or capital expenses in this state not identified in subparts a. to f. above.

OBJECTION:

CenturyLink objects to this request because it is not reasonably calculated to lead to the discovery of admissible evidence and seeks information that is not relevant. As noted in the Application and Applicant's testimony, the proposed transaction will not change the corporate identities of the CenturyLink or Qwest companies assessing access charges nor the tariffs implementing those charges. Any attempt by the Applicants to adjust access charges is appropriate only in a separate proceeding and by Commission approval. Review of, or adjustments to access charges have not been considered proper areas of inquiry in Commission dockets reviewing merger/acquisition transactions. See most recently, Commission orders in UM-1416 (CenturyTel/Embarq) and UM-1431 (Frontier/Verizon), neither of which address or adjust access charges.

Respondent: Legal

SUPPLEMENTAL RESPONSE:

- a. No.
- b. No.
- c. No.

- d. No.
- e. No.
- f. Not applicable.
- g. The synergy estimates were developed at a company level only; thus, no state specific synergy estimates are available.

Supplemental Respondent: John Felz
Supplemental Response Date: August 13, 2010

Oregon
UM - 1484
Sprint Nextel 1-041S1

INTERVENOR: Sprint Nextel

REQUEST NO: 041S1

List the number of local access lines and total revenues received from those access lines that Qwest and its affiliates have in CenturyLink ILEC territories in the state.

RESPONSE:

Please see Confidential Attachment A.

Respondent: Robert Brigham, Qwest Staff Director Public Policy

SUPPLEMENTAL RESPONSE:

Qwest is not aware of any customers that it serves in CenturyLink territory in Oregon, and does not market local exchange services in CenturyLink's territory in Oregon.

Respondents: Robert Brigham, Director, Qwest

CERTIFICATE OF SERVICE

UM 1484

I hereby certify that on the 31st day of July, 2010, I served the foregoing **QWEST'S AND CENTURYLINK'S JOINT RESPONSE TO SPRINT'S MOTION TO COMPEL FURTHER RESPONSES TO DATA REQUEST NOS. 5, 13, 14 AND 41** in the above entitled docket on the following persons via e-mail and regular U.S. Mail, by mailing a correct copy to them in a sealed envelope, with postage prepaid, addressed to them at their regular office address shown below, and deposited in the U.S. post office at Portland, Oregon.

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