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July 7, 2010

VIA OVERNIGHT DELIVERY

Oregon Public Utility Commission
Attn: Filing Center
550 Capital St. NE #215
Salem, OR 97308-2148

Re: UM-1484 – Application for Approval of Merger between CenturyLink, Inc. and Qwest Communications International, Inc. – Response to Joint CLEC Opposition to CenturyLink's Motion for Highly Confidential Protective Order.

Dear Commission,

Enclosed for filing are an original and three copies of CenturyLink's Response to Joint CLEC Opposition to CenturyLink's Motion for Highly Confidential Protective Order in Docket No. UM-1484.

If you have any questions regarding this filing, please don't hesitate to contact me.

Very truly yours,



Charles L. Best

cc: Service List

Encls

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM 1484

In the Matter of

CENTURYLINK, INC.

Application for Approval of Merger
between CenturyLink, Inc. and Qwest
Communications International, Inc.

RESPONSE TO JOINT CLEC
OPPOSITION TO CENTURYLINK'S
MOTION FOR HIGHLY
CONFIDENTIAL PROTECTIVE
ORDER

RESPONSE TO JOINT CLEC OPPOSITION

CenturyLink, Inc. ("CenturyLink") hereby responds to the Joint CLEC Opposition to CenturyLink's Motion for Highly Confidential Protective Order ("Opposition"). The Joint CLECs claim that CenturyLink's motion should be denied because the highly confidential protective order ("HCPO") it proposes would (a) make the CLEC's participation in the docket "unduly burdensome and expensive", (b) is not necessary to protect CenturyLink's and Qwest's highly confidential information, and (c) can be substituted with an order containing less restrictive terms and conditions. The Joint CLECs' claims fail to account for the critically sensitive nature of the confidential information and the intensely competitive environment in which CenturyLink and other providers operate.

CenturyLink and Qwest compete in numerous markets with the Joint CLECs and that competition is vigorous. It is well-known that ILECs have experienced severe access line losses over the past decade, due primarily, if not entirely, to competition from CLECs, wireless companies, cable companies, and other competitors. In the absence of this proceeding, CLECs would not have access to this critical marketing, financial, and operational data. Some of the information that CenturyLink has disclosed, and anticipates it will disclose, in discovery in this proceeding would give competitors a substantial advantage in the marketplace. And not just in Oregon, but also across the remainder of the Qwest's and CenturyLink's territory.

The competitive landscape would be unfairly skewed if this highly sensitive information were to find its way to CenturyLink's competitors who are in a position to use it to gain a marketplace advantage. That applicants in other cases before the OPUC did not request similar treatment does not relieve CenturyLink of its duty to protect its proprietary information, and it is possible that the information at issue in those other proceedings was not as sensitive or that those parties did not deem it to be so. In addition, Joint CLECs absolutely fail to make any showing that any of them have "limited resources." Moreover, other facts belie Joint CLECs claims of any burden. These parties have intervened in numerous dockets with the same attorneys and in this case have engaged in significant discovery, including more than 150 data requests.

Furthermore, the fact that small CLECs, as noted in the Opposition, seek special relief from disclosure protections is even more disconcerting. It is precisely those companies that are most likely to have staff who have a broader range of responsibilities and, if they currently do not, are more likely to later hold positions that might result in the improper use of highly competitively sensitive information. The suggestion that employees of smaller companies can designate staff who can attest that they will not participate in marketing and medium-term business planning is questionable. Moreover, there is always a risk that information can be leaked, in spite of the protective order. Some of the information at issue is so sensitive that the risk of a leak, even inadvertently, is sufficient to warrant a restriction against divulging it to in-house staff.

Moreover, most if not all of the same parties who constitute the Joint CLECs in this docket have also intervened in the Washington Utilities and Transportation Commission's review of the CenturyLink-Qwest merger and have signed the protective agreement in that case, an agreement that is nearly identical to the one that CenturyLink has proposed in Oregon. (See Section C of Order 01 in Washington Utilities and Transportation Commission Docket UT-100820). Under the terms of the Washington Protective Order, the Joint CLECs must agree to use outside counsel and consultants to review highly confidential information from Qwest and CenturyLink. Because much of the information regarding the transaction is common to Oregon and

Washington, the burden of hiring outside counsel and experts that has already been imposed in Washington would be relatively small in Oregon. The Joint CLECs are represented by the same law firm in both states. If history is any indicator, they will also use the same consultant(s) in both states. Certainly, because parties have agreed to comply with essentially the same protective order terms in Washington as proposed by CenturyLink and Qwest in Oregon, they should be able to utilize the same resources in both states to review certain limited information.

While the issues in the Oregon and Washington dockets could vary slightly and involve some limited expense, it would not appear to require the employment of a separate, full-time outside expert and might not require the hiring of one at all. It is also important to note that as a coalition, no single member of the coalition bears the full brunt of any expense, but it is spread amongst the coalition as a whole.

Given the nature of this transaction and the highly confidential, competitively sensitive information which is naturally associated with it, the Highly Confidential Protective Order proposed by CenturyLink and Qwest is wholly appropriate. In light of the highly competitive landscape that both companies already face, requiring the use of outside counsel and experts by the Joint CLECs and other competitors is standard procedure in other states, including Washington. Oregon should not use a lesser standard under these circumstances as it will only foster discovery disputes and subject

CenturyLink and Qwest to potential competitive harm that could easily have been avoided.

Respectfully submitted this 7th day of July 2010.

By:



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CERTIFICATE OF SERVICE

Docket No. UM-1484

I certify that a true and correct copy of CenturyLink's Response to Joint CLEC Opposition to CenturyLink's Motion for Highly Confidential Protective Order was served on the following parties via electronic mail and US mail:

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DATED this 7th day of July, 2010.



Rhonda Kent