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6160 Golden Hills Drive - Golden Valley - Minnesota - 55416  
PHONE: 763.745.8000  
FAX: 763.553.2724



Linda Gardner  
Senior Regulatory Attorney  
CenturyLink  
Overland Park, KS 66211

Todd Lundy  
Associate General Counsel  
Qwest Corporation  
Denver, CO 80202

Re: Discovery in proceedings of Qwest Corporation et al. and CenturyLink et al. for state  
commission approvals of transfer of control

Dear Ms. Gardner and Mr. Lundy:

Integra and Paetec are disappointed at CenturyLink/Qwest's refusal to explore greater efficiencies in the discovery process in their multi-state merger application proceedings. While CenturyLink/Qwest's July 1, 2010, letter in response to CLECs' discovery proposal expressed a shared goal of efficiency, and the companies' merger application and state-by-state advocacy have strongly emphasized a tight procedural timeline, you in fact refused to even discuss our proposal. Further, the reasons that CenturyLink/Qwest offered for precluding any multi-state discovery are without merit.

CenturyLink/Qwest's response seems to confuse parties' mutual gathering of information through discovery with the use of such information in participants' filings and decision makers' considerations. Thus, CenturyLink/Qwest insist that discovery must be issued state by state because "stark differences" exist among various states' "legal review and intervention standards," "policy issues," and "public interest concerns." The applicants state further that the discovery proposal would unduly complicate matters because they would be required to "...consider the question from the standpoint of the state in which it was asked and all others, thereby exponentially multiplying the amount of work and time necessary to respond, even if the data request has little do with the public interests of any of the other states." Integra and Paetec disagree that the facts contained in any participant's responses to discovery should be dictated by the "standpoint," "policy issues," or "public interest concerns," of any particular state. For example, the answer to a request regarding the capability of a CenturyLink system that is used in multiple states would not vary based on policy issues. It creates extra work for all parties to request, respond, and track the same question and response in multiple states, when the parties

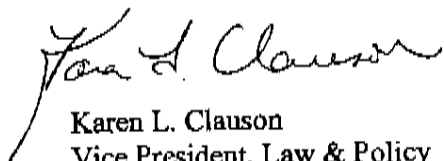
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could simply agree to a more efficient multi-state discovery approach. Integra's, Paetec's, and, we presume, other intervenors', discovery requests to CenturyLink/Qwest will seek facts underlying the assertions made in the application, which is virtually identical in all states. That set of facts should properly be available for use by all public and private intervenors, as well as by all state decision makers, who can apply them as their legal, policy, and public interest factors determine.

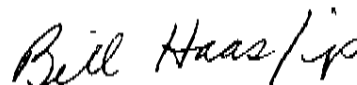
CenturyLink/Qwest's argument that they will be unduly burdened by a multi-state discovery approach ignores a number of key principles in CLECs' proposal. First, CLECs have proposed the discovery process for all participants, not just the applicants. The same burdens and benefits flow to all participants. Second, Integra made clear in its June 21, 2010, letter that its proposal was meant to initiate discussion of multi-state discovery among the parties, with the goal of arriving at a mutually acceptable and beneficial system. If there is an objection because states other than Qwest states are part of the merger proceedings, for example, we would be willing to discuss a multi-state discovery approach by territory or other solution. CenturyLink/Qwest have not only failed to offer their own suggestions to assist the process, but have categorically refused to participate in the development of discovery efficiencies. Third, in its initial proposal, Integra specifically answered many of the allegations of undue burden raised by CenturyLink/Qwest in their response. Thus, Integra anticipated CenturyLink/Qwest's issue of needless "drafting and researching" burden, among others, when Integra proposed that, "[i]f a respondent believes that a response varies by state, the respondent should provide state-specific information in its response. If a respondent believes that a certain response for some reason should not be available for use outside the original state proceeding, the responding party can explain that in its response." CenturyLink/Qwest's allegations of unfair and burdensome treatment by other parties ignore the realities of the workload created for public and private intervenors and decision makers by the simultaneous multi-state application; the clear benefits of Integra's and Paetec's discovery proposal; and the ability of ALJs and commissions to resolve any residual discovery issues.

For the above reasons, Integra and Paetec ask CenturyLink/Qwest to reconsider their refusal to participate in a mutual multi-state approach to discovery. Should the applicants wish to discuss Integra's and Paetec's proposal, or to offer their own version of an efficient means of trading discovery, we will be happy to hear from you.

Sincerely,



Karen L. Clauson  
Vice President, Law & Policy  
Integra Telecom  
Voice: (763) 745-8461  
[klclauson@integratelecom.com](mailto:klclauson@integratelecom.com)



William Haas  
PAETEC  
1 Martha's Way  
Hiawatha, IA 52233  
[William.Haas@PAETEC.com](mailto:William.Haas@PAETEC.com)



July 1, 2010

Via email

[klclauson@integratelecom.com](mailto:klclauson@integratelecom.com)

Ms. Karen L. Clauson  
Vice President, Law & Policy  
Integra Telecom  
6160 Golden Hills Drive  
Golden Valley, MN 55416-1020

Dear Ms. Clauson:

Thank you for your June 21, 2010, email proposing a nationwide discovery system for the Qwest/CenturyLink merger applications. While we share your goal to improve efficiencies for all parties in the discovery process, we believe your proposal is impractical given the varying substantive and procedural standards governing the numerous approval dockets throughout the region and the nation. It would also create unreasonable and unfair burdens on Qwest and CenturyLink, make the process far more inefficient for us, and may cause confusion or misapplication for the states and other intervenors. Thus, Qwest and CenturyLink respectfully decline your proposal.

Qwest and CenturyLink currently have approval proceedings pending in twenty states, seven in which both Qwest and CenturyLink are incumbents, two in which Qwest only is an incumbent, six of which CenturyLink only is an incumbent, and five of which neither Qwest nor CenturyLink are incumbent carriers. The varying carrier status for Qwest and Century Link is the first indication that stark differences exist among the various state proceedings. The states also have different legal review and intervention standards, discovery norms, and regulatory jurisdiction over the operating entities, relating to such matters as service quality, network, retail and wholesale standards, and more. This assortment of statutory mandates and the variety of policy issues necessarily results in each state addressing different and often unique state public interests concerns. In addition, when considered across all the states, the intervening parties and the positions they assert in the pending cases will also differ. Consequently, this is not a situation in which two, or even a few, common parties are engaged in multi-state litigation addressing a common issue under the same legal standard, as was the case in the Qwest-McLeod litigation relating to power rates for collocation. Accordingly, the merger approval dockets do not share the commonality of issues and parties that is a threshold criterion to any effort at consolidated discovery.

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Your proposal also complicates the drafting and researching of responses unnecessarily, because under it we must consider the question from the standpoint of the state in which it was asked and all others, thereby exponentially multiplying the amount of work and time necessary to respond, even if the data request has little to do with the public interests of any of the other states. The result is an impractical and burdensome process for the Applicants, as well as the potential that the approval proceedings may be unnecessarily delayed.

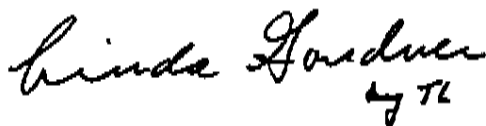
In addition, a nationwide discovery process creates difficult conflicts among state confidentiality orders and procedures, as well as the logistical issue of ensuring that a single discovery response is compliant with several different confidentiality rules and protective orders. The process for serving responses under your proposal is rendered even more impractical by the fact that several parties have asked Qwest and CenturyLink to serve upon them every other discovery response for that state.

Lastly, there is the potential for misuse, though inadvertent. That is, a party may ask a question that would be pertinent to only one or a couple of states, but may require different answers across all states, thus forcing the Applicants to expend enormous and wasted resources to answer for all. Not to mention the fact that it would be unfair to witnesses in different states to have to be responsible for discovery responses that were answered for one state, but under your proposal would be applicable to several others.

These are the problems and issues apparent to us upon our first review of your proposal, and more may arise if we were to actually implement the process you suggest. In sum, given the lack of commonality between all the states, the unnecessary burdens placed on the Applicants, and the fact that the intervenors have the ability to request and obtain discovery in the individual states of their choosing without adoption of your proposal, we must decline your proposal.

Regards,

**CenturyLink**



Linda Gardner  
Senior Regulatory Attorney  
Overland Park, KS 66211  
913.345.6193  
[linda.gardner@centurylink.com](mailto:linda.gardner@centurylink.com)

**Qwest Corporation**



Todd Lundy  
Associate General Counsel  
Denver, CO 80202  
303.383.6599  
[todd.lundy@qwest.com](mailto:todd.lundy@qwest.com)