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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

**KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP**

IN THE MATTER OF THE JOINT NOTICE AND APPLICATION OF QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY, LLC, QWEST LD CORP., EMBARQ COMMUNICATIONS, INC. D/B/A CENTURY LINK COMMUNICATIONS, EMBARQ PAYPHONE SERVICES, INC. D/B/A CENTURYLINK, AND CENTURYTEL SOLUTIONS, LLC, FOR APPROVAL OF THE PROPOSED MERGER OF THEIR PARENT CORPORATIONS, QWEST COMMUNICATIONS INTERNATIONAL INC., AND CENTURYTEL, INC.

**DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194**

PROCEDURAL ORDER

BY THE COMMISSION:

On May 13, 2010, Qwest Corporation, Qwest Communications Company, LLC, Qwest LD Corp., Embarq Communications, Inc. d/b/a CenturyLink Communications, Embarq Payphone Services, Inc. d/b/a CenturyLink, and CenturyTel Solutions, LLC ("Joint Applicants"), filed with the Arizona Corporation Commission ("Commission") a joint application for approval of the proposed merger of the Applicants' respective parent corporations, Qwest Communication International Inc., and CenturyTel, Inc. ("Application").

As part of the Application, the Joint Applicants included a form of Protective Order that they requested the Commission adopt.

On July 27, 2010, the Joint Applicants filed their Proposed Modification to Requested Procedural Order to Add "Staff Eyes Only" Confidentiality ("Motion"). In their Motion, the Joint Applicants stated that the parties could not agree on a form of Protective Order and requested the matter be set for oral argument.

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1 On August 3, 2010, a Procedural Order was issued setting oral argument in this matter for
2 August 16, 2010.

3 On August 5, 2010, the CLECs previously granted intervention in this matter filed a joint
4 Response to Joint Applicants' Proposed Modification to Requested Procedural Order to Add
5 "Staff Eyes Only" Confidentiality ("CLECs' Response"), objecting to the form of Protective Order
6 proposed by the Joint Applicants in the Motion.

7 On August 9, 2010, the Communications Workers of America ("CWA") filed its Response to
8 Joint Applicants' Proposed Modification to Requested Procedural Order to Add "Staff Eyes Only"
9 Confidentiality ("CWA Response"), requesting that CWA be granted the same access to information
10 as that given Staff and RUCO, if the Joint Applicants' Motion is granted.

11 On August 11, 2010, the Joint Applicants submitted for *in camera* review the documents the
12 Qwest and CenturyLink entities wish to have designated for review by only Staff and RUCO.

13 On August 13, 2010, the Joint Applicants filed their Reply to Joint CLECs and CWA in
14 Regard to Joint Modification to Proposed Protective Order to Add "Staff Eyes Only" Confidentiality.

15 August 16, 2010, oral arguments on the form of Protective Order were held. Parties appeared
16 through counsel, and at the conclusion of the Procedural Conference, the matter was taken under
17 advisement.

18 POSITIONS

19 The Joint Applicants request that the Commission issue a Protective Order allowing for three
20 different designations of disclosure: 1) Confidential, 2) Highly Confidential, and 3) for Staff's Eyes
21 Only ("SEO"). Included in the SEO designation are Staff, Commissioners, RUCO and the
22 Administrative Law Judge. The Joint Applicants assert that the SEO designation is necessary for the
23 protection of extraordinarily sensitive competitive and market information. The Joint Applicants also
24 request that those documents designated as "Highly Confidential" not be reviewed by in-house
25 counsel or in-house consultants—that review should only be permitted by outside-counsel and outside
26 consultants. These restrictions are necessary, according to the Joint Applicants, to protect highly
27 sensitive anticipated competitive strategies and actions in Arizona and elsewhere. The Joint
28 Applicants allege that the types of information to be subject to the SEO designation are documents

1 relating to strategic business plans and analysis, new product roll-out timelines, and market share
2 information.

3 The CLECs granted intervention in this matter object to the proposed heightened level of
4 scrutiny, asserting that the proposed form of Protective Order deviates markedly from the
5 Commission's usual form of Protective Order, and is inconsistent with due process and undermines
6 other parties' ability to protect their interests in this proceeding. The CLECs also assert that the Joint
7 Applicants have not adequately explained the harm from disclosure of competitively sensitive
8 documents to legal counsel, either in-house counsel or outside counsel, and in-house experts or
9 outside consultants. According to the CLECs, the Joint Applicants' unsubstantiated assertion that
10 there is a danger the sensitive information sought to be protected could be used to any intervenor's
11 business advantage is not sufficient to overcome the CLECs' need for the documents in order to
12 adequately develop and advocate their positions.

13 The CWA Response requests that if the Joint Applicants' proposed form of Protective Order
14 is adopted, CWA should be afforded the same status as Staff and RUCO because CWA is not a
15 competitor and there is no harm to the Joint Applicants by CWA's review of the sensitive documents.

16 **DISCUSSION**

17 Based on the Motion, Responses, Reply, oral argument and a review of the documents sought
18 to be protected with an SEO designation, the Joint Applicants' Motion must be denied. Arguments
19 presented by the Joint Applicants fail to demonstrate the necessity for this new and highly restrictive
20 designation and do not sufficiently explain why the intervenors must be denied access to this
21 information. Granting the Joint Applicants' Motion could have the effect of preventing the
22 intervenors from participating in the proceedings in a meaningful manner.

23 The Joint Applicants also request that documents and information submitted under the Highly
24 Confidential designation be restricted only to outside counsel and outside experts. This request is
25 untenable in this situation involving multiple jurisdictions, multiple entities, in-house counsel, local
26 counsel and regional counsel. Such a restriction may prevent the intervenors from being able to
27 develop and advocate their positions if only a very limited number of individuals have access to the
28 information. The Joint Applicants have not adequately demonstrated that the protections afforded by

1 the Confidential and Highly Confidential designations in prior Commission Protective Orders are
2 insufficient.

3 The Highly Confidential designation requires that any individual reviewing the information
4 provided under that designation not be engaged in strategic or competitive decision making for any
5 party, including, but not limited to, the sale or marketing or pricing of products or services on behalf
6 of any party. This is an adequate protection in this matter. However, some prior Protective Orders
7 adopted by the Commission have allowed for a Small Company Exception to this requirement.
8 Under this exception, an entity with fewer than 5,000 employees is not required to comply with the
9 above-stated safeguard given that in a smaller company, many employees have multiple job duties
10 making it difficult for the company to comply with the restriction. Other Commission issued
11 Protective Orders have allowed for the small company exception, but only if the entity is not an
12 Arizona Class A Utility.

13 In this instance, where the majority of the intervenors are Class A Utilities, a Small Company
14 Exception is not needed. The Joint Applicants, solely for the purposes of this matter, have
15 sufficiently demonstrated a need to ensure that any individual reviewing the information provided
16 under that designation not be engaged in strategic or competitive decision making for any party,
17 including, but not limited to, the sale or marketing or pricing of products or services on behalf of any
18 party. As such, if an intervenor in this matter is a smaller company, they may review the information,
19 but must ensure sufficient safeguards are taken to comply with the above-stated restriction.

20 The Joint Applicants assert that many of the documents sought to be protected with an SEO
21 designation are also irrelevant and should be excluded from discovery if the SEO designation is
22 rejected. However, the purpose of this proceeding is to determine the form of Protective Order and
23 not whether certain documents are irrelevant or otherwise not discoverable. The method and manner
24 by which parties may challenge the relevance and/or discoverability of certain information are
25 addressed in the Protective Order attached hereto as Exhibit A.

26 Because the Joint Applicants' Motion is denied, CWA's request to be afforded the same level
27 of review as Staff and RUCO is moot.

28

1 IT IS THEREFORE ORDERED the Joint Applicants' Proposed Modification to Requested
2 Procedural Order to Add "Staff Eyes Only" Confidentiality is DENIED.

3 IT IS FURTHER ORDERED that the Protective Order attached hereto as Exhibit A, and
4 incorporated herein by reference, is approved and shall apply to these proceedings until further Order
5 of the Commission.

6 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
7 Communications) applies to this proceeding and shall remain in effect until the Commission's
8 Decision in this matter is final and non-appealable.

9 IT IS FURTHER ORDERED that all parties must comply with Rules 31 and 38 of the Rules
10 of the Arizona Supreme Court and A.R.S. §40-243 with respect to the practice of law and admission
11 pro hac vice.

12 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance
13 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the
14 Rules of the Arizona Supreme Court). Representation before the Commission includes the obligation
15 to appear at all hearings and procedural conferences, as well as all Open Meetings for which the
16 matter is scheduled for discussion, unless counsel has previously been granted permission to
17 withdraw by the Administrative Law Judge.

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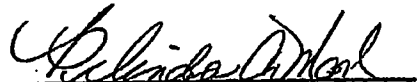
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1 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,
2 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at
3 hearing.

4 DATED this 23rd day of August, 2010.

5 
6 BELINDA A. MARTIN
ADMINISTRATIVE LAW JUDGE

7 Copies of the foregoing mailed
8 this 23rd day of August, 2010, to:

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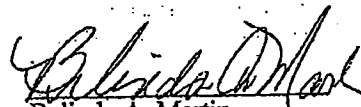

Belinda A. Martin

EXHIBIT A

BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

KRISTIN K. MAYES, Chairman
GARY PIERCE
PAUL NEWMAN
SANDRA D. KENNEDY
BOB STUMP

IN THE MATTER OF THE JOINT NOTICE AND APPLICATION OF QWEST CORPORATION, QWEST COMMUNICATIONS COMPANY, LLC, QWEST LD CORP., EMBARQ COMMUNICATIONS, INC. D/B/A CENTURY LINK COMMUNICATIONS, EMBARQ PAYPHONE SERVICES, INC. D/B/A CENTURYLINK, AND CENTURYTEL SOLUTIONS, LLC, FOR APPROVAL OF THE PROPOSED MERGER OF THEIR PARENT CORPORATIONS, QWEST COMMUNICATIONS INTERNATIONAL INC., AND CENTURYTEL, INC.

DOCKET NO. T-01051B-10-0194
T-02811B-10-0194
T-04190A-10-0194
T-20443A-10-0194
T-03555A-10-0194
T-03902A-10-0194

PROTECTIVE ORDER

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 (herein referred to as "Confidential Information"), shall be so marked by the providing party by stamping the same with a "Confidential" designation. 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 Confidential Information. 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 any 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, and shall keep the Confidential Information secure as 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 these proceedings and the attorneys' staff; (2) experts, consultants and advisors who need access to the material to assist the party in these 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 Commissioners and all Commission Administrative Law Judges, and Commission advisory staff members and employees of the Commission to whom disclosure is necessary. In states where Commission Staff act as advocates in a trial or adversarial role, disclosure of both Confidential Information and Highly Confidential Information to staff members and consultants employed by the staff shall be under the same terms and conditions as described herein for parties.

(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 shall also be required to sign an Exhibit "A" and comply with terms of this Order. Commissioners, Administrative Law Judges, and their respective staff members are not required to sign an Exhibit "A" form.

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 agreement shall contain the signatory's full name, employer, job title and job description, 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 with in

three (3) business days, then disclosure shall follow. An attorney who makes Confidential Information available to any person listed in subsection (c) above shall be responsible for having each person execute an original Exhibit "A" and a copy of all such signed Exhibit "A's" 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 argument in connection with this proceeding, or in the case of persons designated in section 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 these proceedings in accordance with subsection 2(b) below.

(b) Return. 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 these 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 Information. Any person, whether a party or non-party, may designate certain competitively sensitive Confidential Information 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 a particular provider's network facility location detail, revenues, costs, and 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:

"HIGHLY CONFIDENTIAL – USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-01051B-10-0194, *ET AL.*"

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 unredacted 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 disclosure in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit "B" of the non-disclosure 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, Administrative Law Judges and Commission Advisory Staff members shall be limited to persons to whom disclosure is necessary. Commissioners, Administrative Law Judges, and their respective staff members are not required to sign an Exhibit "B" form. 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 Confidential Information or 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 in-house attorneys, outside counsel and outside experts who have signed Exhibit "B". The in-house experts who have signed Exhibit "B" may inspect, review and make notes from the in-house attorney's copies of Highly Confidential Information.

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 Sections 6 and 7. 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. 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.

5. Challenge to Confidentiality. This Order establishes a procedure for the expeditious handling of information that a party claims is Confidential 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 an Administrative Law Judge 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 6(b) above.
- (d) The record of said in camera hearing shall be marked "CONFIDENTIAL – SUBJECT TO PROTECTIVE ORDER IN DOCKET NO. T-01051B-10-0194, *ET AL.*". Court reporter notes of such hearing shall be transcribed only upon agreement by the parties or Order of the Administrative Law Judge 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 Administrative Law Judge 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.

6. (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, 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 that 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 document designated by the providing party to be placed in 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) Seal. While in the custody of the Commission, materials containing Confidential Information shall be marked "CONFIDENTIAL – SUBJECT TO PROTECTIVE ORDER IN DOCKET NO. T-01051B-10-0194, *ET AL.*" and Highly Confidential Information shall be marked "HIGHLY CONFIDENTIAL – USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. T-01051B-10-0194, *ET AL.*" and shall not be examined by any person except under the conditions set forth in this Order.

(c) 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.

(d) Access to Record. Access to sealed testimony, records and information shall be limited to the Administrative Law Judge, Commissioners, and their respective staffs, and persons who are entitled to review Confidential Information or Highly Confidential Information pursuant to subsection 1(c) above and have signed Exhibit "A" or "B", unless such information is released from

the restrictions of this Order either through agreement of the parties or after notice to the parties and hearing, pursuant to the ruling of an Administrative Law Judge, the order of the Commission an/or final order of a court having final jurisdiction.

(e) Appeal/Subsequent Proceedings. Sealed portions of the record in this proceeding may be forwarded to any court of competent jurisdiction for purposes of an appeal or to the FCC, but under seal as designated herein for the information and use of the court or the FCC. If a portion of the record is forwarded to a court or the FCC, the providing party shall be notified which portion of the sealed record has been designated by the appealing party as necessary to the record on appeal or for use at the FCC.

(f) 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 these 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.

7. 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 5), 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 Administrative Law Judge or the Commission under seal. This sealed section shall be served only on 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.

8. Summary of Record. If deemed necessary by the Commission, the providing party

shall prepare a written summary of the Confidential Information referred to in the Order to be placed on the public record.

9. The provisions of this Order are specifically intended to apply to all data, documents, studies, and other material designated as confidential or highly confidential by any party to Docket No. T-01051B-10-0194, *et al.* The provisions are also intended to apply to all data, documents, studies, and other material designated as confidential or highly confidential by any non-party that provides such material in response to data requests in this docket, whether it is provided voluntarily or pursuant to subpoena.

10. This Protective Order shall continue in force and effect after these Dockets are closed.

EXHIBIT A
CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

Name (Print)

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

Role in Proceeding

EXHIBIT B
HIGHLY CONFIDENTIAL INFORMATION

I have read the foregoing Protective Order dated _____, 2010, in Docket Nos. T-01051B-10-0194, T-02811B-10-0194, T-04190A-10-0194, T-20443A-10-0194, T-03555A-10-0194, and T-03902A-10-0194, and agree to be bound by the terms and conditions of this Protective Order.

I AM NOT 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.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

Role in Proceeding