

Reed, Debbie

From: Anderl, Lisa [Lisa.Anderl@qwest.com]

Sent: Tuesday, August 31, 2010 11:55 AM

To: Trinchero, Mark

Cc: 'Simshaw, Cal K'

Subject: your request

Attachments: Guide for In Camera Review Qwest HSR docs.docx; HSRPropDocLog1jsg CTL docs.docx

Mark - I believe we have filed or will file these indexes indicating the classification the HSR docs as C, HC, or proposed SEO.

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9/13/2010

EXHIBIT 8
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Redaction Guide for In Camera Review	
Document	Redacted Items Submitted for In Camera Review
4c-37	p. 1-2, 22-33, 49-51, 57 (all remaining pages: 3-21, 34-48, 52-56, and 58-63 are disclosed as HC)
4c-39	Entire document
4c-42	Entire document
4c-44	Entire document
4c-46	Entire document
4c-48	Entire document
4c-53	Entire document
4c-57	One line on p.2
4c-61	portion of last page – section entitled “Strategic Investment”
4c-65	Entire Document, except p. 5-18 and 46-53, which may be disclosed as HC
4c-69	p. 1, 12-13 and section title page, remainder may be disclosed as HC
4c-71	Entire document
4c-76	Entire document
4c-81	Entire document
4c-82	Entire document

Description of Staff Eyes Only Documents and Redacted Portions of HC-R Documents	
Document	Description of Confidential Information
4c-37	In addition to a transaction with CenturyLink, the Qwest management and Board of Directors evaluated other merger, acquisition, and investment opportunities. Redacted information addresses and analyzes these other alternatives, and constitutes extremely sensitive information, which is not related to the transaction with CenturyLink. Documents addressing the CenturyLink transaction are being disclosed as HC.
4c-39	CenturyLink document -- contains detailed information concerning CenturyLink business plans, strategies, and performance.
4c-42	CenturyLink document -- contains detailed information concerning CenturyLink operations, plans, strategies, and performance.
4c-44	CenturyLink document -- contains detailed information concerning all aspects of CenturyLink business plans, strategies, and performance.
4c-46	CenturyLink document -- contains detailed information concerning CenturyLink strategies and plans.
4c-48	CenturyLink document -- contains detailed information regarding networks, equipment, business and marketing strategies regarding IPTV (video over internet protocol)
4c-53	CenturyLink document -- contains detailed information regarding CenturyLink operations, performance, and strategies.
4c-57	Qwest is redacting one line on page 2, which references one of the possible merger, acquisition, and investment opportunities under evaluation by the Board and senior management; the remainder of the document is being disclosed as HC
4c-61	Redacting only a section from the last page, which describes one of the strategic investments under review by Qwest's senior management; it does not address the CenturyLink transaction
4c-65	Redacted information outlines other merger, acquisition, or investment opportunities under review by Qwest; these documents contain highly sensitive information, and are not related to the CenturyLink transaction. Documents addressing the CenturyLink transaction are being disclosed as HC.
4c-69	Redacted information references the merger, acquisition, and investment opportunities under consideration by Qwest, and comparing the CenturyLink transaction to those other opportunities; remaining information discussing CenturyLink transaction is disclosed as HC
4c-71	Entire document is redacted; authored by Tom Wilten, VP for Corporate Development, and responsible for analyzing merger, acquisition, and investment opportunities to the company. This document outlines the full panoply of M & A opportunities under review by the company, compares them, and addresses the sequencing of any possible transactions. This document contains information that continues to be highly sensitive.
4c-76	Entire document is redacted; authored by Tom Wilten, VP for Corporate Development, and responsible for analyzing merger, acquisition, and investment opportunities to the company. This document outlines the full panoply of M & A opportunities under review by the company, compares them, and addresses the sequencing of any possible transactions. This document contains information that continues to be highly sensitive.
4c-81	CenturyLink document containing detailed information regarding proprietary customer satisfaction tracking and measurement data.
4c-82	CenturyLink document containing detailed information regarding CenturyLink marketing and sales strategies.

Description of Staff Eyes Only Documents

#	Date	Title	Description
4	3/10/2010	February 2010 Customer Profile and Churn Trends	Report containing highly confidential and competitively sensitive retail customer data broken down by customer segment with churn data provided by product purchased. The report also discusses marketing and retention strategies as well as trending data for active Qwest customers.
10	3/26/2010	Due Diligence Response No. 8	Document provided to Qwest during due diligence process regarding CenturyLink's broadband market share, penetration rates and go-to-market strategy for driving broadband penetration vs. the cable operator.
13	4/1/2010	Wholesale Overview	Presentation containing highly confidential and competitively sensitive data, including carrier proprietary information, regarding marketing plans, product development, pending sales, and trends in the Wholesale marketplace
15	4/1/2010	2010-2013 Long Range Plan Review	Analysis of CenturyLink's Long Range Plan containing highly confidential, material, non-public information and competitively sensitive data regarding marketing plans, product development, and trends in the Consumer, Mass Markets, IPTV, Enterprise, and Wholesale markets
16	3/23/2010	Operations Review	Presentation containing highly confidential and competitively sensitive market specific data regarding CenturyLink's operating models and marketing plans in the Consumer, Mass Market, and Enterprise markets. Highly confidential market launch data is included in the presentation for upcoming product rollouts.
23	4/15/2010	IPTV Quartz Review Sensitivities	Presentation containing highly confidential and competitively sensitive data regarding the financial assumptions and projected market rollout of IPTV in various markets
24	4/15/2010	Message regarding impact of access rate reductions	E-mail message containing a competitively sensitive internal assessment of impact on CenturyLink revenue from various

			hypothetical intrastate access rate reductions
25	4/16/2010	Message regarding potential product opportunities	E-mail message containing highly confidential and competitively sensitive information regarding possible opportunities for product expansion in Qwest markets
33	4/21/2010	11 Markets Research Presentation	Market research survey commissioned by CenturyLink and containing proprietary, highly confidential and competitively sensitive market data research regarding potential product offerings and customer preferences in various markets
35	4/1/2010	Due Diligence Response No. 150	Document provided to Qwest during due diligence process containing highly confidential and competitively sensitive market projections and financial data regarding IPTV offering.
36	Undated	Consumer Sales Approach	Presentation containing proprietary, highly confidential go-to-market plans and competitively sensitive information regarding CenturyTel's consumer sales strategy
37	6/7/2010	Segmentation: Local and National	Report containing highly confidential and competitively sensitive data regarding CenturyLink's Enterprise Business marketing strategy, including specific metrics specifying the company's staffing and sales approach by product / region/ and revenue generation targets by sales representative.

Redaction Guide		
Document #	Redacted Pages	Description of Redacted Material
9	19, 27, 35	Pages containing highly confidential and competitively sensitive projections of revenue from specific products and market segments for the period 2010 through 2013