



MICHAEL J. AHERN
Partner
(612) 340-2881
FAX (612) 340-2843
ahern.michael@dorsey.com

June 2, 2010

VIA ELECTRONIC FILING

Dr. Burl W. Haar
Executive Secretary
Minnesota Public Utilities Commission
121 Seventh Place East
Suite 350
St. Paul, MN 55101-2147

Re: In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest Long Distance Corporation and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest Long Distance Corporation

MPUC Docket No.: P-421, P-6237, P-5095, P-551, P-509, P-563, P-5971,
P-6258, P-5732, P6478, P-430/PA-10-456

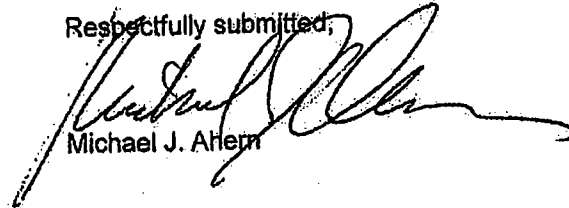
Dear Dr. Haar:

Attached find the amended Protective Order upon which the Joint Petitioners and the Department of Commerce have reached agreement.

Dr. Burl W. Haar
June 2, 2010
Page 2

Please contact the undersigned if further information is needed.

Respectfully submitted;



Michael J. Ahern

MJA/ik

Enclosure

cc: Parties of Record

AFFIDAVIT OF SERVICE BY E-MAIL OR MAIL

STATE OF MINNESOTA)
) ss
COUNTY OF HENNEPIN)

In the Matter of the Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest Long Distance Corporation and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest Long Distance Corporation

MPUC Docket No.: P-421, P-6237, P-5095, P-551, P-509, P-563, P-5971, P-6258, P-5732, P6478, P-430/PA-10-456

Lori A. Kaemmer, being first duly sworn on oath, deposes and states that on the 2nd day of June, 2010, copies of the Amended Protective Order was e-filed or mailed by United States Mail first class mail, postage prepaid thereon, to the following:

Dr. Burl W. Haar
Executive Secretary
Minnesota Public Utilities
Commission
121 Seventh Place East
Suite 350
St. Paul, MN 55101


Linda Chavez
Minnesota Department of Commerce
85 Seventh Place East
Suite 500
St. Paul, MN 55101

John Lindell
Office of the Attorney General
900 Bremer Tower
445 Minnesota Street
St. Paul, MN 55101

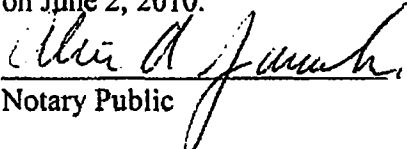
Julia Anderson
Office of the Attorney General
1400 Bremer Tower
445 Minnesota Street
St. Paul, MN 55101

William T. Stamets
Office of the Attorney General
900 Bremer Tower
445 Minnesota Street
St. Paul, MN 55101

Gregory Merz, Esq.
Gray Plant Mooty
500 IDS Center
80 South Eighth Street
Minneapolis, MN 55402


Lori A. Kaemmer

Subscribed and sworn to before me
on June 2, 2010.


Notary Public



**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

David Boyd
J. Dennis O'Brien
Thomas Pugh
Phyllis Reha
Betsy L. Wergin

Chair
Commissioner
Commissioner
Commissioner
Commissioner

Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

MPUC Docket No. P-421, P-6237, P-5095, P-551, P-509, P-563, P-5971, P-6258, P-5732, P-6478, P-430/PA-10-456

PROTECTIVE ORDER

The purpose of this Protective Order ("Order") is to facilitate the disclosure of documents and information during the course of this proceeding and to protect Trade Secret Information and Highly Sensitive Trade Secret Information. Access to and review of Trade Secret Information and Highly Sensitive Trade Secret Information by parties other than government agencies shall be strictly controlled by the terms of this Order. The parties other than government agencies are herein referred to as parties, persons or entities.

The government agencies with access to Trade Secret Information and Highly Sensitive Trade Secret Information, which include the Minnesota Public Utilities Commission ("Commission"); the Office of the Attorney General ("OAG"); the Minnesota Department of Commerce ("DOC"); the Office of the Attorney General-Residential and Small Business Utilities Division ("OAG-RUD"); the Office of Administrative Hearings ("OAH"); the Minnesota Department of Administration, Office of Enterprise Technology; and the Minnesota State Historical Society, are subject to various laws and rules, including the Minnesota Government Data Practices Act ("MGDPA"), the records retention requirements of Minn. Stat. §§ 138.163-138.226, as well as agency specific rules and procedures, including the Commission's September 1, 1999, Revised Procedures for Handling Trade Secret and Privileged Data ("Commission's Procedures").

During the proceeding in this matter, parties may file, request and use trade secret information as defined by Minnesota Statutes Chapter 13.01 et seq.

PROTECTIVE ORDER

1. (a) Trade Secret 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 "Trade Secret Information"), shall be so marked by the providing party by stamping the same with a "NONPUBLIC DOCUMENT – CONTAINS TRADE SECRET DATA" designation. In addition, all notes or other materials that refer to, derive from, or otherwise contain parts of the Trade Secret Information will be marked by the receiving party as Trade Secret Information. Any Trade Secret Information received in photographic, digital or electronic

formats shall be identified as protected by the producing party by means appropriate to the medium and shall be handled by the recipient in a manner suitable to protect its confidentiality.

(b) Use of Trade Secret Information -- Proceedings. All persons who may be entitled to review, or who are afforded access to any Trade Secret Information by reason of this Order shall neither use nor disclose the Trade Secret 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 and all subsequent appeals (“Proceedings”), and shall keep the Trade Secret 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 Trade Secret Information pursuant to this Order must limit access to such Trade Secret Information to (1) attorneys employed or retained by the party in the Proceedings and the attorneys’ staff; (2) experts, consultants and advisors who need access to the material to assist the party in the Proceedings; (3) only those employees of the party who are directly involved in these Proceedings, provided that no such employee is engaged in the sale or marketing of that party’s products or services.

(d) Nondisclosure Agreement. Any party, person, or entity that receives Trade Secret Information pursuant to this Order shall not disclose such Trade Secret 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 the terms of this Order.

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 within three (3) business days, then disclosure shall follow. An attorney who makes Trade Secret Information available to any person listed in subsection (c) above shall be responsible for having each such person execute an original of Exhibit "A" and a copy of all such signed Exhibit "A"s shall be circulated to all other counsel of record promptly after execution.

(e) Notes. Limited notes regarding Trade Secret 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 paragraph 1(c) of this Protective Order, to prepare for participation in this proceeding. Such notes shall then be treated as Trade Secret Information for purposes of this Order, and shall be destroyed after the final settlement or conclusion of the Proceedings in accordance with subsection 2(b) below. All notes, to the extent they contain Trade Secret Information and are protected by the attorney-client privilege or the work product doctrine, shall be destroyed after the final settlement or conclusion of the Proceedings. The party

destroying such Trade Secret Information shall advise the providing party of that fact within a reasonable time from the date of destruction.

2. Government Agencies. The government agencies are not subject to the terms of this Protective Order except, while this matter is pending before the Commission or the OAH, government agencies are subject to this paragraph 2.

(a) Definition of Trade Secret Information. "Trade Secret Information" and Highly Sensitive Trade Secret Information shall be limited to "trade secret information" as defined at Minn. Stat. § 13.37, subd. 1(b). This definition applies to both government agencies and parties.

(b) Conflicts. To the extent this Protective Order conflicts with or omits a matter otherwise required by either the MGDPA or Commission Procedures, the requirements of the MGDPA or Commission Procedures shall control. Any provision of this Protective Order not consistent with this paragraph 2 shall be of no effect with respect to the government agencies. All data including Trade Secret Information and Highly Sensitive Trade Secret Information, including pleadings, exhibits, documents, transcripts, statements, evidence and other data relating to this matter shall be made available to government agencies, despite any provision of this Protective Order to the contrary. This paragraph 2 (b) applies to government agencies, parties, court reporters and all other non-parties.

(c) Experts. A government agency may not provide Trade Secret Information or Highly Sensitive Trade Secret Information to outside experts providing assistance on this matter until the outside experts have signed Exhibit A or Exhibit B, as appropriate. Said experts shall comply with the terms of this Protective Order except where contrary to the requirements of the MGDPA or Commission Procedures.

(d) Challenges to Designations. The Commission or any Administrative Law Judge to whom this matter is assigned, upon a request by or to any party or government agency, and ten (10) days prior notice or such period as is determined by the Commission or Administrative Law Judge, may hold a hearing *in camera* and remove a designation upon a showing that the data is appropriately classified as public data.

(e) Verbal Disclosure. Trade Secret Information and Highly Sensitive Trade Secret Information may be verbally disclosed by government agencies during depositions or hearings in this matter upon prior notice to and agreement of the disclosing party or authorization by the Commission or Administrative Law Judge. Any such disclosure does not change the classification of the data and it remains subject to the limitations imposed by the MGDPA.

(f) Transcripts. Each disclosing party or government agency, during a deposition or hearing, may request that portions of depositions or hearing transcripts be treated as Trade Secret Information or Highly Sensitive Trade Information for up to three business days after the transcript is made available to the disclosing party and, unless otherwise ordered by the Commission or an Administrative Law Judge, the parties shall treat the data, and the court reporter shall mark those portions of transcript, as "NON-PUBLIC DOCUMENT -TRADE SECRET INFORMATION [HIGHLY SENSITIVE TRADE SECRET INFORMATION]" consistent with the Commission's Procedures. After the three business day period, the marked transcripts shall become public data unless the disclosing party identifies portions as Trade Secret Information or Highly Sensitive Trade Secret Information.

3. Highly Sensitive Trade Secret Information: Any person, whether a party or non-party, may designate certain competitively sensitive Trade Secret Information as “Highly Sensitive Trade Secret Information” (herein referred to as “Highly Sensitive Trade Secret Information”) if it determines in good faith that it would be competitively disadvantaged by the disclosure of such information to its competitors. Highly Sensitive Trade Secret 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 Sensitive Trade Secret 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 Sensitive Trade Secret Information must be marked by a stamp that reads:

“NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET
INFORMATION—USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET
NO. 10-456”

Placing a “Highly Sensitive Trade Secret Information” stamp on the first page of a document indicates only that one or more pages contain Highly Sensitive Trade Secret Information and will not serve to protect the entire contents of a multi-page document. Each page that contains Highly Sensitive Trade Secret Information must be marked separately to indicate Highly Sensitive Trade Secret Information, even where that information has been redacted.

The un-redacted versions of each page containing Highly Sensitive Trade Secret Information, and provided under seal, should be submitted on paper distinct in color from non-confidential information and "Trade Secret Information" described in section 1 of this Protective Order.

Parties seeking disclosure of Highly Sensitive Trade Secret Information must designate the person(s) to whom they would like the Highly Sensitive Trade Secret Information disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Exhibit "B" of the nondisclosure agreement identified in section 1(d). Parties seeking disclosure of Highly Sensitive Trade Secret Information shall not designate more than (1) a reasonable number of in-house attorneys who have direct responsibility for matters relating to Highly Sensitive Trade Secret Information; (2) three in-house experts; and (3) a reasonable number of outside counsel and outside experts to review materials marked as "NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION – USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. 10-456." The Exhibit "B" also shall describe in detail the job duties or responsibilities of the person being designated to see Highly Sensitive Trade Secret Information and the person's role in the proceeding. Highly Sensitive Trade Secret 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 Trade Secret Information or Highly Sensitive Trade Secret Information may object to the designation of any individual as a person who may review Trade Secret Information and/or Highly Sensitive Trade Secret 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 Trade Secret Information or Highly Sensitive Trade Secret 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 Trade Secret Information or Highly Sensitive Trade Secret Information to the challenged individual, the Commission or Administrative Law Judge shall determine whether Trade Secret Information or Highly Sensitive Trade Secret Information must be disclosed to the challenged individual.

Copies of Highly Sensitive Trade Secret Information may be provided to the in-house attorneys, in-house consultants, outside counsel and outside experts who have signed Exhibit “B.”

Persons authorized to review the Highly Sensitive Trade Secret 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 Section 6. Any testimony or exhibits prepared that reflect Highly Sensitive Trade Secret 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 Trade Secret Information also apply to Highly Sensitive Trade Secret Information.

4. Small Company. Notwithstanding anything to the contrary in this Order, persons authorized to review Trade Secret Information and Highly Sensitive Trade Secret

Information on behalf of a company with less than 5,000 employees shall be limited to the following: (1) the company's counsel or, if not represented by counsel, a member of the company's senior management; (2) the company's employees and witnesses; and (3) independent consultants acting under the direction of the company's counsel or senior management and directly engaged in either of these proceeding. Such persons **do not** include individuals primarily involved in marketing activities for the company, unless the party producing the information, upon request, gives prior written authorization for that person to review the Trade Secret Information or Highly Sensitive Trade Secret Information. If the producing party refuses to give such written authorization, the company may, for good cause shown, request an order from the Commission or Administrative Law Judge allowing that person to review the Trade Secret Information or Highly Sensitive Trade Secret Information. The producing party shall be given the opportunity to respond to the company's request before an order is issued.

5. **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 or the Administrative Law Judge.

6. **Challenge to Confidentiality.** This Order establishes a procedure for the expeditious handling of information that a party claims is Trade Secret Information or Highly Sensitive Trade Secret Information. 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 the Commission or 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 5(b) above.
- (d) The trade secret portions of the record of said in camera hearing shall be marked "NON-PUBLIC DOCUMENT-HIGHLY SENSITIVE TRADE SECRET INFORMATION – USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. 10-456".
- (e) In the event that the Commission or 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.

7. (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 Trade Secret Information or Highly Sensitive Trade Secret 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 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 documents designated by the providing party to be placed in a 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.

(b) In Camera Hearing. Any Trade Secret Information or Highly Sensitive Trade Secret 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. Similarly, any cross-examination on or substantive reference to Trade Secret Information or Highly Sensitive Trade Secret Information (or that portion of the record containing Trade Secret Information or Highly Sensitive Trade Secret Information or references thereto) shall be received in an in camera hearing, and shall be marked and treated as provided herein.

(c) Return. Unless otherwise ordered, Trade Secret Information and Highly Sensitive Trade Secret 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 the Proceedings. If the providing party

elects to have Trade Secret Information or Highly Sensitive Trade Secret Information destroyed rather than returned, counsel for the receiving party shall verify in writing that the material has in fact been destroyed.

8. Use in Pleadings. Where references to Trade Secret Information or Highly Sensitive Trade Secret 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 Trade Secret Information or Highly Sensitive Trade Secret Information contained therein. Any use of or substantive references to Trade Secret Information or Highly Sensitive Trade Secret Information shall be placed in a separate, sealed "Nonpublic" copy of the pleading, brief argument or motion and submitted to the Commission or OAH pursuant to the terms of the Commission's Procedures. This separate, sealed "Nonpublic" copy shall be served only on counsel of record and parties of record (one copy each) 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.

9. Summary of Record. The providing party shall prepare a written Statement Justifying Identification of the Data as Trade Secret Information or Highly Sensitive Trade Secret Information, in conformance with Commission Procedures, to be placed on the public record.

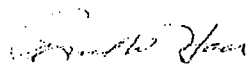
10. Application. The provisions of this Order are specifically intended to apply to all data, documents, studies, and other material designated as Trade Secret Information or Highly Sensitive Trade Secret Information by any party to Docket No. 10-456”.

11. Treatment Prior to Commission Approval. Parties that sign this Order before Commission approval agree to be bound by its terms as a matter of contract prior to approval by the Commission.

12. Inadvertent Disclosure. No party shall have waived its right to designate any documents, data, information, studies, or other materials as Trade Secret Information by inadvertent disclosure, provided the disclosing party thereafter gives written notice to the recipient(s) of such information that it should have been designated as Trade Secret Information. From and after receipt of such notice, the previously disclosed information subsequently identified as Trade Secret Information shall be treated as Trade Secret Information for purposes of this Protective Order.

13. This Protective Order shall continue in force and effect after these dockets are closed.

Dated this 15th day of June, 2010.





**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

David Boyd	Chair
J. Dennis O'Brien	Commissioner
Thomas Pugh	Commissioner
Phyllis Reha	Commissioner
Betsy L. Wergin	Commissioner

Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

MPUC Docket No. P-421, P-6237, P-5095, P-551, P-509, P-563, P-5971, P-6258, P-5732, P-6478, P-430/PA-10-456

**EXHIBIT "A"
NONDISCLOSURE AGREEMENT - TRADE SECRET INFORMATION**

I have read the foregoing Protective Order dated June 15, 2010, in Docket No. 10-456 and understand the terms thereof and agree to be bound by all such terms. Without limiting the generality of the foregoing, I agree not to disclose to any person or entity not authorized to receive materials designated "NONPUBLIC DOCUMENT - CONTAINS TRADE SECRET DATA" under the terms of said Protective Order, or any copies or extracts of information derived thereof, which have been disclosed to me. I further agree to use any such materials disclosed to me solely for the purpose of this proceeding and for no other purpose.

I hereby submit myself to the jurisdiction of the Office of Administrative Hearings in Minnesota and the Minnesota Public Utilities Commission for the purpose of enforcing said Protective Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

**STATE OF MINNESOTA
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

David Boyd	Chair
J. Dennis O'Brien	Commissioner
Thomas Pugh	Commissioner
Phyllis Reha	Commissioner
Betsy L. Wergin	Commissioner

Joint Petition of Qwest Communications International, Inc., Qwest Corporation, Qwest LD Corp. and Qwest Communications Company LLC and CenturyTel, Inc., SB44 Acquisition Company, CenturyTel Holdings, Inc., and CenturyTel of the Northwest, Inc., CenturyTel of Minnesota, Inc. d/b/a CenturyLink, CenturyTel of Chester, Inc. d/b/a CenturyLink, CenturyTel of Northwest Wisconsin, LLC d/b/a CenturyLink, CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition, CenturyTel Solutions, LLC d/b/a CenturyLink Solutions, CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyLink Company, CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance, Embarq Corporation, Embarq Minnesota, Inc. d/b/a CenturyLink, and Embarq Communications, Inc. d/b/a CenturyLink Communications for Approval of Indirect Transfer of Control of Qwest Communications International, Inc., Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

MPUC Docket No. P-421, P-6237, P-5095, P-551, P-509, P-563, P-5971, P-6258, P-5732, P-6478, P-430/PA-10-456

**EXHIBIT "B"
NON-DISCLOSURE AGREEMENT - HIGHLY SENSITIVE TRADE SECRET
INFORMATION**

I have read the foregoing Protective Order dated June 15, 2010, in Docket No. 10-456 and understand the terms thereof and agree to be bound by all such terms. Without limiting the generality of the foregoing, I agree not to disclose to any person or entity not authorized to receive materials designated "NONPUBLIC DOCUMENT - CONTAINS HIGHLY SENSITIVE TRADE SECRET INFORMATION - USE RESTRICTED PER PROTECTIVE ORDER IN DOCKET NO. 10-456" under the terms of said Protective Order, or any copies or extracts of information derived thereof, which have been disclosed to me. I further agree to maintain any such materials in a secure location and

use any such materials disclosed to me solely for the purpose of this proceeding and for no other purpose.

I hereby submit myself to the jurisdiction of the Office of Administrative Hearings in Minnesota and the Minnesota Public Utilities Commission for the purpose of enforcing said Protective Order.

Name

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

STATE OF MINNESOTA)
)SS
COUNTY OF RAMSEY)

AFFIDAVIT OF SERVICE

I, Margie DeLaHunt, being first duly sworn, deposes and says:

That on the 15th day of June, 2010 she served the attached
PROTECTIVE ORDER.

MNPUC Docket Number: P-421, et al./PA-10-456

- XX By depositing in the United States Mail at the City of St. Paul, a true and correct copy thereof, properly enveloped with postage prepaid
- XX By personal service
- XX By inter-office mail

to all persons at the addresses indicated below or on the attached list:

- Commissioners
- Carol Casebolt
- Peter Brown
- Eric Witte
- Marcia Johnson
- Kate Kahlert
- Kevin O'Grady
- Mark Oberlander
- Marc Fournier
- Mary Swoboda
- DOC Docketing
- AG - PUC
- Julia Anderson - OAG
- John Lindell - OAG

Margie DeLaHunt

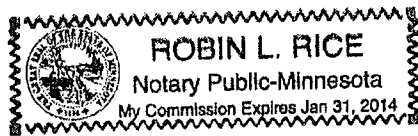
Subscribed and sworn to before me,

a notary public, this 15th day of

June, 2010

Robin L. Rice

Notary Public



First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Michael	Ahern	ahern.michael@dorsey.com	Dorsey & Whitney, LLP	Suite 1500 50 South Sixth Street Minneapolis, MN 554021498	Paper Service	No	OFF_SL_10-456_Official
Julia	Anderson	Julia.Anderson@state.mn.us	Office of the Attorney General-DOC	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012131	Electronic Service	Yes	OFF_SL_10-456_Official
Linda	Chavez	linda.chavez@state.mn.us	Department of Commerce	85 7th Place E Ste 500 Saint Paul, MN 55101-2198	Electronic Service	Yes	OFF_SL_10-456_Official
Cathy	Clucas	cathy.clucas@embarq.com	Embarq Minnesota, Inc.	30 E 7th St Ste 1630 St. Paul, MN 55101	Electronic Service	No	OFF_SL_10-456_Official
Gregg M.	Corwin	gcorwin@gcorwin.com	Gregg M. Corwin & Associate Law Office, P.C.	1660 S. Highway 100, Ste 508E St. Louis Park, MN 55416-1534	Paper Service	No	OFF_SL_10-456_Official
Burt W.	Haar	burt.haar@state.mn.us	Public Utilities Commission	Suite 350 121 7th Place East St. Paul, MN 551012147	Electronic Service	Yes	OFF_SL_10-456_Official
JoAnn	Hanson	joann.hanson@qwest.com	Qwest Corporation	Room 2200 200 South Fifth Street Minneapolis, MN 55402	Electronic Service	No	OFF_SL_10-456_Official
John	Lindell	agorud.ecf@state.mn.us	Office of the Attorney General-RUD	900 BRM Tower 445 Minnesota St St. Paul, MN 551012130	Electronic Service	Yes	OFF_SL_10-456_Official
Dan	Lipschultz	lipschultz@moss-barnett.com	Moss & Barnett	4800 Wells Fargo Center 90 South Seventh Street Minneapolis, MN 55402	Paper Service	No	OFF_SL_10-456_Official
susan S.	Masterton	N/A	CenturyLink	315 S. Calhoun St., Ste 500 Tallahassee, FL 32301	Paper Service	No	OFF_SL_10-456_Official

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Gregory	Merz	greg.merz@gpmlaw.com	Gray, Plant, Mooty	500 IDS Center 80 South Eighth Street Minneapolis, MN 55402	Paper Service	No	OFF_SL_10-456_Official
Barbara L.	Nelson		Office of Administrative Hearings	PO Box 64620 St. Paul, MN 551640620	Paper Service	No	OFF_SL_10-456_Official
Cristina	Para Herrera	cparraherrera@gcorwin.com	Gregg M. Corwin & Associate Law Office, P.C.	1660 S. Hwy. 100, Suite 508E St. Louis Park, MN 55416	Electronic Service	No	OFF_SL_10-456_Official
Scott J.	Rubin	N/A		333 Oak Lane Bloomsburg, PA 17815	Paper Service	No	OFF_SL_10-456_Official
Jason	Topp	jason.topp@qwest.com	Qwest Corporation	200 S 5th St Ste 2200 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_10-456_Official

