

**JOINT APPLICANTS’ CLAIMS ABOUT ALLEGED BENEFITS
 RESULTING FROM THE MERGER COMPARED TO THEIR DISCOVERY RESPONSES**

Alleged Benefit	CenturyLink’s Claim About Alleged Benefit	Discovery Response
<p>Advanced Services Deployment</p>	<p>“...as we develop expanded broadband services, innovative IP products such as IPTV and other video choices, VoIP services, enhanced fiber-to-the-cell tower connectivity and other high bandwidth services.”¹</p> <p>“We need to have the national breadth and local depth to provide more new and innovative IP products such as IPTV and other video services, VoIP services, enhanced fiber-to-the-cell tower connectivity and other high bandwidth services.”²</p> <p>“CenturyLink will be able to capitalize on its investments in and experience with Internet Protocol television to extend new competitive video offerings in former Qwest markets...[t]here is no reason to doubt that the companies will seek to capitalize on that investment.”³</p> <p>“It creates a truly nationwide platform for high-speed internet deployment by merging Qwest’s long-haul fiber network with CenturyLink’s complementary long-haul fiber network and its core metropolitan rings...The combined network will...heighten the ability to advance the deployment of high speed Internet services as well as for the customer-desired ‘triple play’ of broadband, voice and video.”⁴</p> <p>“The merger of these complementary and additive strengths, will increase the likelihood</p>	<p>“Plans for the introduction of specific new services such as IPTV in [Oregon, Iowa, Washington] have not been fully developed at this point. Until the Transaction is complete and the necessary decisions have been made on how to best integrate the two companies, specific product and service plans cannot be evaluated and finalized. Once the transaction closes, a review of the marketplace will be done to determine needs of the [Oregon, Iowa, Washington] market. This process also includes an assessment of the capabilities of existing Qwest infrastructure necessary to support advanced communications, data, and potentially entertainment services the combined company may chose to rollout in the future...”⁸</p> <p>“An estimated timeline for the deployment of IPTV in Arizona has not been completed.”⁹</p> <p>“Projections for post-merger broadband deployment have not been developed.”¹⁰</p> <p>“At this time, CenturyLink has not yet established any specific plans regarding Washington broadband investment...”¹¹</p> <p>“Once the transaction closes, CenturyLink’s operations and engineering team will be able to better assess the broadband capabilities of the existing Qwest infrastructure.”¹²</p> <p>“CenturyLink will <i>continue</i> its current practice of evaluating the most appropriate technology, including use of FTTN...”¹³</p> <p>“At this time, CenturyLink has not yet established any specific plans for Montana broadband investment after completion of the merger. Once the merger is finalized, and the new local operating model has been implemented, individuals from the legacy Qwest and CenturyLink companies will assess the network infrastructure in Montana...”¹⁴</p> <p>“At this time, CenturyLink has not undertaken an analysis at a wire center level to identify impediments to reaching 100% DSL service availability...Once the merger is finalized, and the new local operating model has been implemented, individuals from the legacy Qwest and CenturyLink companies will assess the network infrastructure in Montana, including identification of any impediments to broadband deployment...”¹⁵</p>

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<p>Advanced Services Deployment</p>	<p>of bringing to market more advanced services and compelling choices for customers at an accelerated pace.”⁵</p> <p>“the combined company’s national footprint and healthy financial position will support the deployment of broadband and accelerated availability of advanced services throughout the expanded territory.”⁶</p> <p>“Current CenturyLink customers will benefit from Qwest’s experience in building out its FTTN network.”⁷</p>	<p>“Broadband investment information is not separately tracked and therefore is not available.”¹⁶</p> <p>“CenturyLink’s review of the condition of Qwest’s outside plant did not include any areas in Montana.”¹⁷</p> <p>“CenturyLink personnel performed a field visit of Qwest facilities in Arizona. However, CenturyLink did not prepare a report regarding the condition or maintenance of the outside plant in the Qwest legacy service areas...As a result of the field visits, CenturyLink personnel did observe a greater proportion of aerial outside plant in rural areas but that it was well maintained with no major issues or concerns.”¹⁸</p> <p>“CenturyLink did not complete any inspections of Qwest outside plant in Utah during the due diligence process.”¹⁹</p> <p>“CenturyLink did not prepare any reports concerning the condition or maintenance of Qwest outside plant in [Oregon/Washington].”²⁰</p> <p>“CenturyLink has not developed any business cases regarding deployment of alternative broadband technologies such as Fixed Wireless in Washington.”²¹</p>
<p>Network Investment</p>	<p>“From a financial standpoint, CenturyLink will have the scale and stability to make necessary, ongoing infrastructure investments needed to serve the next generation of consumers...”²²</p> <p>“the resulting cost savings will be a significant advantage that will facilitate the combined company’s ability to build out and improve its network...”²³</p>	<p>“CenturyLink states that currently [sic] does not have any specific plans for investments in Qwest’s service areas post-merger.”²⁴</p> <p>“At this time, CenturyLink has not yet established any specific plans regarding [Iowa, Washington] investment. Once the merger is finalized, and the new local operating model has been implemented, individuals from the legacy Qwest and CenturyLink companies will assess the network infrastructure in [Iowa, Washington] and make any recommendations related to changes in investment in order to better serve [Iowa, Washington] consumers.”²⁵</p> <p>“At this time, CenturyLink has not yet established any specific plans regarding Arizona capital expenditures. Once the merger is finalized, and the new operating model has been</p>

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<p align="center">Network Investment</p>		<p>implemented, individuals from the legacy Qwest and CenturyLink companies will assess the network infrastructure in Arizona and make any recommendations related to changes in capital expenditures in order to better serve Arizona consumers.”²⁶</p> <p>“CenturyTel has not projected its wireline capital investment for Oregon for the years requested [2011, 2012, 2013, 2014, 2015].”²⁷</p> <p>In response to “2010 pro forma” CenturyLink Oregon wireline capital investments, CenturyLink responds: “Not Available”.²⁸</p> <p>“CenturyLink did not complete any inspections of Qwest outside plant in Utah during the due diligence process.”²⁹</p> <p>“CenturyLink did not prepare any reports concerning the condition or maintenance of Qwest outside plan [sic] in Washington.”³⁰</p>

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<p align="center">“Go-To-Market” Local Operating Model</p>	<p>“A key benefit [to customers] will come from leveraging each company’s operational and network strengths, resulting in a company with an impressive national presence and local depth. CenturyLink has proven the effectiveness of its region-based local market focus...”³¹</p> <p>“CenturyLink’s region-based, local operating model will reinforce this shared philosophy and will likely be the most [direct and] noticeable positive change for Qwest customers...this approach will likely be implemented to ensure that the customer is at the center of everything the company does.”³²</p> <p>“The Company believes the improvement [in access line losses and high-speed customer growth] is tangible evidence of the impact of the customer benefits of the Company’s local operating model that moves accountability and decision-making closer to the customer.”³³</p> <p>“The transaction will help bring this same locally-focused approach to rural customers in Qwest’s legacy region.”³⁴</p>	<p>“Detailed planning regarding the integration of Qwest areas into CenturyLink’s local operating model has not begun.”³⁵</p> <p>“CenturyLink’s local operating model provides the framework for investment decisions across its operating territory... Upon completion of the merger, it is anticipated that CenturyLink will implement its local operating model in the Qwest operating territories.”³⁶</p> <p>“While CenturyLink does anticipate its local operating model will be incorporated into the areas of Qwest’s operational structure upon the completion of the Transaction, the detailed analysis and planning associated with identifying specific region headquarters has not taken place.”³⁷</p> <p>“Identification of ‘best practices’ associated with the integration of CenturyLink and Qwest operations will be completed as part of the detailed integration planning efforts. Until the integration teams are formed, and the detailed data gathering process can be completed, an analysis regarding the identification and/or adoption of ‘best practices’ is not available.”³⁸</p>

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<p align="center">Free Cash Flow for Debt Repayment and Network Investment</p>	<p>“The combined company...is expected to produce sufficient operating cash flows to fund a stronger and more competitive business...”³⁹</p> <p>“The combined company will be committed to network investment and appropriate balance sheet improvement (debt reduction)...”⁴⁰</p>	<p>“Until the Transaction is complete, and the necessary decisions have been made on how to best integrate the two companies, plans regarding network investment and appropriate balance sheet improvement (debt reduction) has[ve] not been developed. The analysis and decisions regarding how CenturyLink plans to best utilize its free cash flow will be completed as part of the detailed integration planning efforts.”⁴¹</p> <p>“Post-merger pro-forma financial statements for the years 2011 through 2015 have not been developed.”⁴²</p> <p>In response to a request for the Company’s financial model showing that it can fulfill its broadband deployment build-out while servicing debt, CenturyLink responded: “The requested model does not exist for Montana.”⁴³</p> <p>“CenturyLink currently does not have any specific plans for investments in Qwest’s service areas post-merger.”⁴⁴</p> <p>“CenturyTel has not projected its wireline capital investment for Oregon for the years requested [2011, 2012, 2013, 2014, 2015].”⁴⁵</p>
<p align="center">Synergies</p>	<p>“The merged company is projected in three-to-five years to have an estimated \$625 million in annual run-rate operating and capital synergies...”⁴⁶</p> <p>“Improved operating and capital efficiency through reductions in corporate overhead and the elimination of duplicative functions and systems.”⁴⁷</p> <p>“And more generally, the savings the merged company will enjoy will make it a more efficient, stable, and nimble competitor in all realms, to the benefit of all its customers.”⁴⁸</p>	<p>“Synergies were estimated at the total enterprise level only and not by entity or by state.”⁴⁹</p> <p>“The synergy analysis for the transaction was prepared on a company-wide basis only. A Washington specific analysis does not exist.”⁵⁰</p> <p>“CenturyLink has not estimated synergy savings or one-time merger costs by state.”⁵¹</p> <p>“CenturyLink’s assessment of synergies as a result of the proposed merger was prepared on a company-wide basis. No such assessment exists on a state-by-state basis, including Arizona.”⁵²</p> <p>“The estimated integration operating cost range of \$650-\$800 million was not calculated at a detailed level.”⁵³</p> <p>“Also, estimated integration cost ranges were not calculated at a detailed level.”⁵⁴</p>

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Synergies		<p>“Specific integration initiatives and associated expenditures will not be fully developed until the transaction is complete, and the necessary decisions have been made on how to best integrate the two companies.”⁵⁵</p> <p>“Post-merger pro-forma financial statements for the years 2011 through 2015 have not been developed.”⁵⁶</p> <p>“Integration planning is in the early stages and decisions on personnel, location of personnel, etc. have not been made at this time...”⁵⁷</p> <p>“A more detailed management organization table for the post-merger business is not available at this time.”⁵⁸</p> <p>“CenturyLink states that identification of key employees...and developing strategies to retain critical resources of all kinds, is part of the integration process.”⁵⁹</p> <p>“identification of key employees...and developing strategies to retain critical resources of all kinds, is part of the integration process.”⁶⁰</p> <p>“Decisions regarding the locations of the remaining regional headquarters have not been made.”⁶¹</p> <p>“Until the transaction is complete and necessary decisions have been made on how to best integrate the two companies, we cannot project the timing or nature of changes, if any, to operations and employees in [Arizona, Iowa, Utah, Colorado, Minnesota, Oregon, Washington].”⁶²</p> <p>“Identification of ‘best practices’ associated with the integration of CenturyLink and Qwest operations will be completed as part of the detailed integration planning efforts. Until the integration teams are formed, and the detailed data gathering process can be completed, an analysis regarding the identification and/or adoption of ‘best practices’ is not available.”⁶³</p>

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		<p>When asked whether merger related cost savings would be flowed through to cost-based wholesale rates, CenturyLink replied: "CenturyLink has not evaluated or reached any conclusions concerning this issue at this time."⁶⁴</p>
<p align="center">Competitive Choice</p>	<p>"the Transaction will also have a positive impact on providing competitive choice and responding to customer demands."⁶⁵</p> <p>"the Transaction will also have a positive impact on the state of competition."⁶⁶</p> <p>"the increased scale and scope of the combined company will greatly enhance its ability to compete across the full range of services that consumers demand today."⁶⁷</p>	<p>"Plans for the introduction of specific new services in [Iowa, Arizona] have not been fully developed at this point. Until the Transaction is complete and the necessary decisions have been made on how to best integrate the two companies specific product and service plans cannot be evaluated and finalized."⁶⁸</p> <p>"Immediately after the Transaction, customers will continue to receive the same full range of high quality products and services at the same rates, terms and under the same conditions as they did immediately before the close of the Transaction...Until the Transaction is complete and the necessary decisions have been made on how to best integrate the two companies, specific product and pricing plans cannot be evaluated and finalized."⁶⁹</p> <p>"CenturyLink has not evaluated or reached any conclusions regarding this issue [subsequent service, term, or price change] at this time."⁷⁰</p> <p>Regarding CenturyLink's claim that the merger will have positive impacts on the state of competition, CenturyLink has provided information in discovery responses showing hundreds of CenturyLink exchanges that are adjacent to Qwest exchanges.⁷¹</p>

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<p align="center">Broader Array of Services to Enterprise Customers</p>	<p>“The transaction will enable post-merger CenturyLink to [leverage / build on] Qwest’s strength in providing complex communications services to large businesses and government entities on a national and global scale to provide a broader array of services to enterprise customers in CenturyLink territories.”⁷²</p> <p>“It will also allow for more diverse routing options, provide redundant routing for [network reliability / backup] purposes, and offer communications and information services that are attractive to businesses in the financial sector, government entities, and other customers who require solutions for highly sensitive data operations.”⁷³</p> <p>“The company also will be able to leverage Qwest’s more extensive enterprise service expertise to offer new and enhanced business services in CenturyLink’s markets.”⁷⁴</p>	<p>“Plans for the introduction of specific new services in [Iowa, Arizona] have not been fully developed at this point. Until the Transaction is complete and the necessary decisions have been made on how to best integrate the two companies specific product and service plans cannot be evaluated and finalized.”⁷⁵</p> <p>“Legacy CenturyTel companies in [Colorado, Iowa] are rural carriers.”⁷⁶</p> <p>“[Minnesota, Oregon, Washington] is a rural state for the legacy CenturyTel companies...”⁷⁷</p>

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<p align="center">Added Stability</p>	<p>“the merged company [should / is expected to] have improved access to capital on reasonable terms.”⁷⁸</p> <p>“...will bring added stability and reliability to the telecommunications industry in [Oregon, Colorado, Minnesota, Iowa, Washington] and also position the company to better meet current and future customer demands.”⁷⁹</p> <p>“...the merged company is expected to have one of the strongest balance sheets in the U.S. telecommunications industry.”⁸⁰</p> <p>“The company will be better situated, both financially and operationally, with more flexibility to meet the challenges of a rapidly changing and intensely competitive communications environment.”⁸¹</p> <p>“The proposed transaction will diversify and therefore reduce the financial risk of the merged company. The effect...is to lower the potential impact of operating and financial risk for the consolidated merged company by reducing its exposure to any single risk.”⁸²</p>	<p>“Post-merger pro-forma financial statements for the years 2011 through 2015 have not been developed.”⁸³</p> <p>CenturyLink has calculated its pre-merger cost of capital at 9.23% and Qwest has calculated its pre-merger cost of capital at 10.4% (pre-tax WACC). CenturyLink calculates its pro-forma (post-merger) cost of capital at 10.67%.⁸⁴</p> <p>“Post-merger pro-forma financial statements for the years 2011 through 2015 have not been developed.”⁸⁵</p> <p>The Joint Applicants repeatedly refer to the Form S4 in response to financial questions. The Form S4 discusses numerous financial risks, including: (1) “Much of CenturyLink’s and Qwest’s revenues are, and following the merger will remain, dependent upon laws and regulations which, if changed, could result in material revenue reductions” (p. 21); (2) “As a result of assuming Qwest’s indebtedness in connection with the merger, CenturyLink will become more leveraged. This could have material adverse consequences for CenturyLink, including (i) reducing CenturyLink’s credit ratings and thereby raising its borrowing costs, (ii) hindering CenturyLink’s ability to adjust to changing market, industry or economic conditions, (iii) limiting CenturyLink’s ability to access the capital markets to refinance maturing debt or to fund acquisitions or emerging businesses, (iv) limiting the amount of free cash flow available for future operations, acquisitions, dividends, stock repurchases or other uses, (v) making CenturyLink more vulnerable to economic or industry downturns, including interest rate increases, and (vi) placing CenturyLink at a competitive disadvantage compared to less leveraged competitors.” (p. 23)</p>

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ENDNOTES:

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- ¹ Direct Testimony of John Jones, Colorado PUC Docket No. 10A-350T, May 27, 2010 (“Jones CO Direct”), at p. 9; Direct Testimony of John Jones, Iowa Board Docket No. SPU-2010-0006, May 24, 2010 (“Jones IA Direct”), at p. 8; Direct Testimony of John Jones, Minnesota PUC Docket No. PA-10-456, June 14, 2010 (“Jones MN Direct”), at p. 6; Direct Testimony of John Jones, Oregon PUC Docket No. UM 1484, May 21, 2010 (“Jones OR Direct”), at p. 10; Direct Testimony of John Jones, Washington UTC Docket No. UT-100820, May 21, 2010 (“Jones WA Direct”), at p. 8.
- ² Direct Testimony of Kristen McMillan, Arizona Corporation Commission, Docket T-01051B-10-0194, May 24, 2010 (“McMillan AZ Direct”), at p. 9; Direct Testimony of Jeremy Ferkin, Montana PSC Docket D2010.5.55, May 28, 2010 (“Ferkin MT Direct”), at p. 7; Direct Testimony of Jeremy Ferkin, Utah PSC Docket No. 10-049-16, May 27, 2010 (“Ferkin UT Direct”), at p. 7.
- ³ Reply Comments of CenturyLink, Inc. and Qwest Communications International, Inc., WC Docket No. 10-110, July 27, 2010 (“Joint Applicants’ FCC Reply Comments”), at pp. i and 4-5.
- ⁴ Jones CO Direct at p. 9; Jones IA Direct at p. 9; Jones MN Direct at p. 7; Jones OR Direct at pp. 11-12; Jones WA Direct at pp. 8-9. See also, McMillan AZ Direct at p. 10; Ferkin MT Direct at p. 8; Ferkin UT Direct at p. 8 (“It creates a truly nationwide platform for high-speed internet deployment by merging Qwest’s long-haul fiber network with CenturyLink’s complementary long-haul fiber network and its core metropolitan rings...The combined network will...heighten the ability to *compete for broadband* Internet services as well as for the customer-desired ‘triple play’ of broadband, voice and video.” Bold/italics text shows the difference between CenturyLink’s Arizona testimony and Oregon testimony).
- ⁵ McMillan AZ Direct at p. 10; Jones CO Direct at p. 10; Jones IA Direct at p. 9; Jones MN Direct at p. 8; Ferkin MT Direct at p. 8; Jones OR Direct at p. 12; Ferkin UT Direct at p. 8; Jones WA Direct at p. 9.
- ⁶ Joint Applicants’ FCC Reply Comments at p. 2.
- ⁷ Direct Testimony of James Campbell, Arizona Corporation Commission Docket T-01051B-10-0194, May 24, 2010 (“Campbell AZ Direct”) at p. 22; Direct Testimony of Charles Ward, Colorado PUC Docket No. 10A-350T, May 27, 2010 (“Ward CO Direct”) at p. 24; Direct Testimony of Max Phillips, Iowa Board Docket No. SPU-2010-0006, May 24, 2010 (“Phillips IA Direct”) at p. 25; Direct Testimony of John Stanoch, Minnesota PUC Docket No. PA-10-456, June 14, 2010 (“Stanoch MN Direct”) at p. 28; Direct Testimony of David Gibson, Montana PSC Docket D2010.5.55, May 28, 2010 (“Gibson MT Direct”) at p. 16; Direct Testimony of Jerry Fenn, Utah PSC Docket No. 10-049-16, May 27, 2010 (“Fenn UT Direct”) at p. 22; Direct Testimony of Mark Reynolds, Washington UTC Docket No. UT-100820, May 21, 2010 (“Reynolds WA Direct”) at p. 24.
- ⁸ CenturyLink (“CL”) response to Oregon Public Utility Commission (“ORPUC”) Staff Data Request (“DR”) #33; CL response to Iowa Office of Consumer Advocate (“IAOCA”) DR #004A; and CL response to Washington Utilities and Transportation Commission (“WAUTC”) Staff DR #52.
- ⁹ CL response to Arizona Corporation Commission (“ACC”) Staff DR #4.4.
- ¹⁰ CL response to ORPUC Staff DR #15.
- ¹¹ CL response to WAUTC Staff DR #50; CL response to WAUTC Staff DR #55.
- ¹² CL response to ACC Staff DR #2.34.
- ¹³ CL response to Montana Consumer Counsel (“MCC”) DR #38c. (emphasis added)
- ¹⁴ CL response to MCC DR #38.
- ¹⁵ CL response to MCC DR #54.
- ¹⁶ CL response to ORPUC Staff DR #13.

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¹⁷ CL Response to MCC DR #72.

¹⁸ CL Response to Integra AZ DR #128.

¹⁹ CL response to Integra UT DR #128.

²⁰ CL Response to Joint CLECs OR DR #132; CL response to Integra WA DR #128.

²¹ CL Response to WAUTC Staff DR #58.

²² McMillan AZ Direct at p. 4; Jones CO Direct at p. 4; Jones IA Direct at p. 4; Jones MN Direct at p. 3; Ferkin MT Direct at p. 4; Jones OR Direct at p. 5; Jones WA Direct at p. 3.

²³ Joint Applicants' FCC Reply Comments at p. 7.

²⁴ CL Response to Joint CLECs OR DR #107; CL response to PAETEC IA DR #103; CL response to Integra CO DR #103, CL response to Integra MN DR #103; CL response to Integra WA DR #103. *See also*, CL response to Integra AZ DR #103(b); CL response to Integra UT DR #103(b).

²⁵ CL response to IAOCA DR #005C; CL Response to WAUTC Staff DR #51.

²⁶ CL response to ACC Staff DR #2.10.

²⁷ CL response to ORPUC Staff DR #27.

²⁸ CL response to ORPUC Staff DR #25.

²⁹ CL response to Integra UT DR #128.

³⁰ CL response to Integra WA DR #128.

³¹ McMillan AZ Direct at p. 10; Jones CO Direct at p. 10; Jones IA Direct at p. 9; Jones MN Direct at p. 7; Ferkin MT Direct at p. 8; Ferkin UT Direct at p. 8; Jones WA Direct at p. 9.

³² McMillan AZ Direct at p. 15; Jones CO Direct at p. 15; Jones IA Direct at p. 14; Jones MN Direct at p. 11; Ferkin MT Direct at p. 12; Jones OR Direct at p. 18; Ferkin UT Direct at p. 12; Jones WA Direct at p. 14.

³³ Direct Testimony of G. Clay Bailey, Colorado Docket No. 10A-350T, May 27, 2010 ("Bailey CO Direct"), at p. 15; Direct Testimony of G. Clay Bailey, Montana Docket No. D2010.5.55, May 28, 2010 ("Bailey MT Direct"), at pp. 14-15; Direct Testimony of G. Clay Bailey, Oregon Docket No. UM1484, May 21, 2010 ("Bailey Oregon Direct"), at pp. 17-18; Direct Testimony of G. Clay Bailey, Washington UTC Docket No. UT-100820 ("Bailey WA Direct"), at p. 15.

³⁴ Joint Applicants' FCC Reply Comments at p. 8.

³⁵ CL response to IAOCA DR #1-008C.

³⁶ CL response to WAUTC Staff DR #92.

³⁷ CL response to WAUTC Staff DR #80.

³⁸ CL response to WAUTC Staff DR #93; CL Response to Joint CLECs OR DR #56(g); CL response to PAETEC IA DR #52; CL response to Integra AZ DR #52(g); CL response to Integra UT DR #52(g); CL response to Integra CO DR #52(g); CL response to Integra MN DR #52(g); CL response to Integra WA DR #52(g).

³⁹ Direct Testimony of Jeff Glover, Arizona Corporation Commission Docket T-01051B-10-0194, May 24, 2010 ("Glover AZ Direct"), at p. 6; Bailey CO Direct, at p. 5; Direct Testimony of Jeff Glover, Iowa Board Docket No. SPU-2010-0006, May 24, 2010 ("Glover IA Direct"), at p. 5; Direct Testimony of Mark Gast, Minnesota PUC Docket No. PA-10-456, June 14, 2010 ("Gast MN Direct"), at p. 6; Bailey MT Direct at p. 5; Bailey OR Direct at p. 6; Direct Testimony of Jeff Glover, Utah PSC Docket No. 10-049-16, May 27, 2010 ("Glover UT Direct"), at p. 5; Bailey WA Direct at p. 5.

⁴⁰ Glover AZ Direct at p. 6; Bailey CO Direct at p. 5; Glover IA Direct at p. 6; Gast MN Direct at p. 6; Bailey MT Direct at p. 4; Bailey OR Direct at p. 6; Glover UT Direct at p. 5; Bailey WA Direct at p. 5. (The word "appropriate" appears in CenturyLink testimony in some states but not others).

⁴¹ CL Response to Joint CLECs OR DR #137; CL response to Integra MN DR #133; CL response to PAETEC IA DR #133; CL response to Integra AZ DR #133; CL response to

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- Integra UT DR #133; CL response to Integra CO DR #133; CL response to Integra WA DR #133.
- ⁴² CL response to ORPUC Staff DR #6.
- ⁴³ CL response to MCC DR #38e.
- ⁴⁴ CL Response to Joint CLECs OR DR #107; CL response to Integra AZ DR #103(b); CL response to Integra UT DR #103(b); CL response to Integra CO DR #103(b).
- ⁴⁵ CL response to ORPUC Staff DR #27.
- ⁴⁶ Glover AZ Direct at p. 6; Bailey CO Direct at p. 5; Glover IA Direct at p. 5; Gast MN Direct at p. 6; Bailey MT Direct at p. 4; Bailey OR Direct at pp. 6 and 14; Glover UT Direct at p. 5; Bailey WA Direct at pp. 4-5.
- ⁴⁷ Glover AZ Direct at p. 12; Bailey CO Direct at p. 11; Glover IA Direct at p. 11; Gast MN Direct at p. 9; MT Direct at p. 11; Bailey OR Direct at p. 13; Glover UT Direct at p. 10; Bailey WA Direct at p. 11.
- ⁴⁸ Joint Applicants' FCC Reply Comments at p. 5.
- ⁴⁹ CL response to IAOCA DR #1-013F; CL response to Minnesota Department of Commerce ("MNDOC") DR #3.
- ⁵⁰ CL response to WAUTC Staff DR #24.
- ⁵¹ CL Response to Joint CLECs OR DR #57; CL response to Integra MN DR #53; CL response to PAETEC IA DR #53; CL response to Integra AZ DR #53; CL response to Integra UT DR #53; CL response to Integra CO DR #53; CL response to Integra WA DR #53.
- ⁵² CL response to AZ Staff DR #2.12.
- ⁵³ CL response to MNDOC DR #12.
- ⁵⁴ CL response to Integra MN DR #52.
- ⁵⁵ CL Response to Joint CLECs OR DR #51; CL response to Integra MN DR #47; CL response to PAETEC IA DR #47; CL response to Integra AZ DR #47; CL response to Integra UT DR #47; CL response to Integra CO DR #47; CL response to Integra WA DR #47.
- ⁵⁶ CL response to ORPUC Staff DR #6.
- ⁵⁷ CL response to ORPUC Staff DR #54.
- ⁵⁸ CL response to IAOCA DR #001.
- ⁵⁹ CL Response to Joint CLECs OR DR #78; CL response to Integra MN DR #74; CL response to Integra WA DR #74.
- ⁶⁰ CL response to Integra MN DR #74; CL response to Integra WA DR #74.
- ⁶¹ CL Response to Joint CLECs OR DR #151; CL response to Integra MN DR #147; CL response to PAETEC IA DR #145; CL response to Integra UT DR #147; CL response to Integra CO DR #147; CL response to Integra WA DR #147.
- ⁶² CL Response to Joint CLECs OR DR #140; CL response to AZ Staff DR #2.38; CL response to PAETEC IA DR #136; CL response to Integra AZ DR #136; CL response to Integra UT DR #136; CL response to Integra CO DR #136; CL response to Integra MN DR #136; CL response to Integra WA DR #136.
- ⁶³ CL Response to Joint CLECs OR DR #56(g); CL response to WAUTC Staff DR #93; CL response to PAETEC IA DR #52; CL response to Integra AZ DR #52(g); CL response to Integra UT DR #52(g); CL response to Integra CO DR #52(g); CL response to Integra MN DR #52(g); CL response to Integra WA DR #52(g).
- ⁶⁴ CL Response to Joint CLECs OR DR #59(b); CL response to Integra Colorado DR #55(b).
- ⁶⁵ Jones CO Direct at p. 15; Jones IA Direct at p. 14; Jones MN Direct at p. 12; Jones OR Direct at p. 18; Jones WA Direct at p. 14.
- ⁶⁶ McMillan AZ Direct at p. 15; Ferkin MT Direct at p. 12; Ferkin UT Direct at p. 12.
- ⁶⁷ Joint Applicants' FCC Reply Comments at p. 2.

**JOINT APPLICANTS' CLAIMS ABOUT ALLEGED BENEFITS
RESULTING FROM THE MERGER COMPARED TO THEIR DISCOVERY RESPONSES**

⁶⁸ CL response to IAOCA DR #1-004; CL response to AZ Staff DR #2.30.

⁶⁹ CL response to WAUTC Staff DR #60.

⁷⁰ CL Response to Joint CLECs OR DR #99; CL response to PAETEC IA DR #95; CL response to Integra AZ DR #95; CL response to Integra UT DR #95; CL response to Integra CO DR #95; CL response to Integra MN DR #95; CL response to Integra WA DR #95.

⁷¹ *See, e.g.*, CenturyLink response to Integra Colorado DR #15, Attachment, showing about 93% of CenturyLink's exchanges in Colorado as being either directly adjacent to a Qwest exchange or adjacent to another CenturyLink exchange that is adjacent to a Qwest exchange. *See also*, CenturyLink response to Washington UTC Staff DR #65 ("CenturyLink provides certain Ethernet services to a small number of customers (less than 20) in the Olympia, Tumwater and Spokane markets in Qwest territory.")

⁷² McMillan AZ Direct at p. 11; Jones CO Direct at p. 11; Jones IA Direct at p. 10; Jones MN Direct at p. 8; Ferkin MT Direct at p. 9; Jones OR Direct at p. 13; Jones WA Direct at p. 10.

⁷³ McMillan AZ Direct at p. 12; Jones CO Direct at p. 11; Jones IA Direct at p. 10; Jones MN Direct at p. 9; Ferkin MT Direct at p. 9; Jones OR Direct at p. 14; Ferkin UT Direct at p. 9; Jones WA Direct at pp. 10-11.

⁷⁴ Joint Applicants' FCC Reply Comments at p. 4.

⁷⁵ CL response to IAOCA DR #1-004; CL response to AZ Staff DR #2.30.

⁷⁶ CL response to Integra Colorado DR #114; CL response to Integra Iowa DR #114.

⁷⁷ CL Response to Joint CLECs OR DR #118; CL response to Integra Minnesota DR #114; CL response to Integra Washington DR #114.

⁷⁸ Glover AZ Direct at p. 8; Bailey CO Direct at p. 6; Gast MN Direct at p. 14; Bailey MT Direct at p. 6; Bailey OR Direct at p. 8; Glover UT Direct at p. 6; Bailey WA Direct at p. 6.

⁷⁹ Jones CO Direct at p. 8; Jones IA Direct at p. 8; Jones MN Direct at p. 6; Jones OR Direct at p. 10; Jones WA Direct at pp. 7-8.

⁸⁰ Glover AZ Direct at p. 6; Bailey CO Direct at p. 5; Glover IA Direct at p. 5; Gast MN Direct at p. 6; Bailey MT Direct at p. 4; Bailey OR Direct at p. 6; Glover UT Direct at pp. 4-5; Bailey WA Direct at p. 4.

⁸¹ McMillan AZ Direct at p. 10; Jones CO Direct at p. 10; Jones IA Direct at p. 9; Jones MN Direct at p. 8; Ferkin MT Direct at p. 8; Jones OR Direct at p. 13; Ferkin UT Direct at p. 8; Jones WA Direct at pp. 9-10.

⁸² Bailey CO Direct at p. 15; Gast MN Direct at p. 10; Bailey MT Direct at p. 15; Bailey OR Direct at p. 18; Bailey WA Direct at p. 15.

⁸³ CL response to ORPUC Staff DR #6.

⁸⁴ CL response to ORPUC Staff DR #3 and Qwest response to ORPUC Staff DR #3 Attachment A.

⁸⁵ CL response to ORPUC Staff DR #6.