

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

ENDNOTES:

- 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 WA Direct at pp. 11-12; Jones OR 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. 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. 4; Bailey MT Direct at p. 6; 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. 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.

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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.