



CARLA M. BUTLER

June 23, 2014

Filing Center
Oregon Public Utility Commission
P.O. Box 1088
Salem, OR 97308-1088

Re: UM-_____

Dear:

Enclosed for filing in a new docket, please find the original of Qwest Corporation's Petition for Commission Approval of 2014 Addition to Non-Impaired Wire Center List and Motion for Expedited Issuance of Protective Order. The original Affidavit of Renee Albersheim will be forwarded to the PUC once it is received.

If you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "Carla".

Carla M. Butler
PARALEGAL

Enclosures

310 SW Park Ave., 11th Flr.
Portland, OR 97205
Ph. 503.242.5420
Fx. 503-242-8589
carla.butler@centurylink.com

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM _____

In the Matter of

QWEST CORPORATION d/b/a
CENTURYLINK QC

Petition for Commission Approval of 2010
Addition to Non-Impaired Wire Center
List

**QWEST CORPORATION'S
PETITION FOR COMMISSION
APPROVAL OF 2014 ADDITION TO
NON-IMPAIRED WIRE CENTER
LIST AND MOTION FOR
EXPEDITED ISSUANCE OF
PROTECTIVE ORDER**

Pursuant to OAR 860-001-0400, Qwest Corporation d/b/a CenturyLink QC ("CenturyLink QC") petitions the Commission to open a docket for approval of CenturyLink QC's 2014 addition to its "non-impaired wire center list" based on the number of "fiber-based collocators" as defined in the FCC's *Triennial Review Remand Order* ("TRRO") in CenturyLink QC's Portland Belmont wire center.¹ This petition is brought pursuant to the non-impaired wire center update process that the Commission approved in Order No. 07-328, in Docket UM 1251, which was the initial TRRO non-

¹ Order on Remand, *In the Matter of Review of Unbundled Access to Network Elements, Review of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers*, CC Docket No. 01-338, WC Docket No. 04-313 (FCC rel. February 4, 2005) (hereafter "*Triennial Review Remand Order*" or "*TRRO*").

impaired wire center proceeding.² In addition, pursuant to settlement agreement approved in Order No. 07-328, CenturyLink QC requests that the Commission issue on an *expedited basis* a protective order based on the modified as set forth in Attachment E.³

PETITION

The Commission approved Qwest Corporation's initial petition to establish a non-impaired wire center list in Docket UM 1251, Order No. 07-328. It also approved additions to the non-impaired wire center list in Docket UM 1326, Order No. 07-404.

The Commission opened Docket UM 1251 in 2006 to determine the quantities of business lines and fiber collocators in Oregon wire centers so that carriers could implement the Section 251(d)(2) impairment standards for high-capacity dedicated transport and loops, as set forth in the FCC's *TRRO*. The docket also addressed other issues and disputes relating to the *TRRO*, including the process for identifying and listing additional wire centers as non-impaired.

² In its Order on Reconsideration, Order No. 07-328, entered July 31, 2007, the Commission approved a settlement agreement among the parties (Qwest and a coalition of Competitive Local Exchange Carriers ("CLECs") jointly referred to as the "Joint CLECs") resolving all of the outstanding issues in that docket. Section V of the settlement agreement settled Issues 2 and 3 and provided the methodology agreed upon by the parties to determine non-impairment and tier designations, including how "business lines" and "fiber-based collocators" are calculated. Section VI of the settlement agreement summarized the parties' agreement regarding how Qwest can request Commission approval of future non-impairment designations and additions to the Initial List of Commission approved non-impaired wire center. See also Order No. 07-404 in Docket UM 1326.

³ Qwest and the Joint CLECs in Docket UM 1251 negotiated and agreed to this protective order in order to allow Qwest to file confidential wire center information regarding "business line" counts and the number of "fiber-based collocators" as defined in the *TRRO*. The Commission approved the use of such a protective order in dockets UM 1251 and UM 1326. Order Nos. 07-328 and 07-404.

On March 20, 2007, the Commission issued Order No. 07-109, in Docket UM 1251, resolving certain issues and disputes between Qwest Corporation and the Joint CLECs. This order included a ruling on the requirements for adding wire centers to the list of non-impaired wire centers, including that Qwest Corporation provide five days' advance notice to alert CLECs that it would provide confidential data on the number of UNEs those CLECs have in the affected wire centers. Order No. 07-109, pp. 12-13.

In Order No. 07-328, the Commission approved a settlement agreement between the parties in Docket UM 1251. In the settlement, the parties agreed that Qwest Corporation could request, at any time up to July 1st of each year, the addition of non-impaired wire centers based on line counts, using the prior year line count data. The addition of non-impaired wire centers can also be sought at any time based on the number of fiber-based collocators.⁴

The parties to the settlement agreement also agreed that Qwest Corporation would seek a protective order, at least five (5) business days prior to filing new non-impairment or tier designations for Commission review, to govern confidential information filed in non-impairment proceedings. CenturyLink QC is therefore seeking approval of a protective order as set forth in Attachment E to this Petition. The

⁴ The only wire center at issue here (Portland Belmont) is based on the number of fiber-based collocators at that wire center, and thus CenturyLink QC can bring such a petition at any time.

Commission previously approved this protective order in Docket Number UM 1486, in Order No. 10-216.

Consistent with terms agreed to by the parties and approved by the Commission, CenturyLink QC intends to file with the Commission, by July 30, 2014, confidential data supporting this Petition. Assuming that the Commission has issued the protective order described above by that date, CenturyLink QC will also provide the data supporting the updated list to all CLECs that have signed the protective order. To facilitate this process CenturyLink QC seeks *expedited issuance* of the protective order in Attachment E. Expedited issuance of the protective order will permit CLECs that sign the order to begin reviewing the confidential wire center data promptly after CenturyLink QC files the data.

The only wire center that CenturyLink QC seeks in this Petition to add to the list of non-impaired wire centers is the Portland Belmont wire center:

STATE	WIRE CENTER	CLLI	TIER	NON-IMPAIRMENT FOR
OR	Portland Belmont	PTLDOR13	Tier 1	DS1, DS3 Transport and Dark Fiber

CONCLUSION

CenturyLink QC therefore respectfully requests the Commission approve the addition of its Portland Belmont wire center to the non-impaired wire center list. In

addition, CenturyLink QC seeks approval of a protective order as set forth in Attachment

E. Once a protective order has been entered, CenturyLink QC will file data supporting the Petition.

Dated: June 23, 2014

Respectfully submitted,

QWEST CORPORATION d/b/a
CenturyLink QC

A handwritten signature in black ink, appearing to read "Charles L. Best". The signature is written in a cursive, somewhat stylized font. Below the signature is a horizontal line.

Charles L. Best, OSB No. 78142
Attorney at Law
1631 NE Broadway, Suite 538
Portland, OR 97232-1425
Ph: (503) 287-7160
Fax (503) 287-7160
charlesbestlaw@q.com

and

William E. Hendricks, III
OSB# 116944 (House Counsel)
Senior Corporate Counsel
CENTURYLINK
902 Wasco Street
Hood River, OR 97031
tre.hendricks@centurylink.com

Attorneys for Qwest Corporation

BEFORE THE OREGON PUBLIC UTILITY COMMISSION

In the Matter of	Docket No. _____
-------------------------	-------------------------

AFFIDAVIT OF RENÉE ALBERSHEIM

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

I, RENÉE ALBERSHEIM, being first duly sworn, depose and state that:

1. My name is Renée Albersheim. I am employed by CenturyLink as a Lead Witnessing Representative for the Wholesale Organization. My business address is 930 15th Street, 6th Floor, Denver Colorado, 80202.

2. Consistent with the processes and procedures contained in the “Multi-State Settlement Agreement Regarding Wire Center Designations and Related Issues” which was filed with this Commission on Friday, June 22, 2007 (here after referred to as “Settlement Agreement”), CenturyLink has filed a list of additional Non-Impaired Wire Centers on June 23rd, 2014 with the Oregon Public Utility Commission. The Settlement Agreement was approved by this Commission in Order 07-328 on July 31, 2007.

3. In support of this filing, I supervised an inventory of Fiber-Based Collocators in CenturyLink Wire Centers to ascertain the number of fiber-based collocators in each wire center and the appropriate “Tier” designation. The Tier was subsequently used to establish Non-Impairment. Highly-Confidential Attachment A to this affidavit, “Collocations by Wire Center”, details the Tier


designation by wire center and details the number and identity of the fiber-based collocators in each wire center.

4. As part of that inventory, and as required under the terms of the Settlement Agreement, I oversaw a physical field verification of the inventoried fiber-based collocators, and cross-referenced the physical inventory data with the corresponding order and construction records and billing data. The results of that physical field verification (The Collocation Verification Worksheets) are contained in Highly Confidential Attachment B to this affidavit.
5. Additionally, I supervised research of the billing records for the collocation space and the active power supply to each collocation to ensure that each collocation was indeed an active fiber-based collocation and that the operators of these fiber-based collocations met the FCC's definition of a Fiber-Based Collocator.
6. CenturyLink sent each of the identified Fiber-Based Collocators a letter requesting further validation of their status as a Fiber-Based Collocator. Based on their responses, and if necessary, I oversaw the reconciliation of any discrepancies as to the physical aspects of the collocation (as noted on the physical verification worksheets) or in information with respect to changes in ownership, mergers and/or acquisitions (See Highly-Confidential Attachmen for a copy of the letters, and Highly Confidential Attachment D for the responses received from responding CLECs).
7. CenturyLink undertook a thorough analysis to ensure that the number of Fiber-Based Collocators in CenturyLink Wire Centers was accurately counted. Its process for identifying fiber-based collocators meeting the FCC's definition produced an accurate and verified count. The resulting determination of a change in the non-impairment status of Oregon Wire Centers, having relied on this accurate and verified data, is by extension just as accurate and should be validated by this Commission.

8. This accurate and verified data on the number of Fiber-Based Collocators was the sole determining factor in establishing which additional Oregon wire centers were Non-Impaired. The numbers of Business Lines in each Wire Center based on the most recently filed ARMIS 43-08 data, and having no impact on the non-impairment status of any Oregon wire centers at this time, were not considered for this filing.

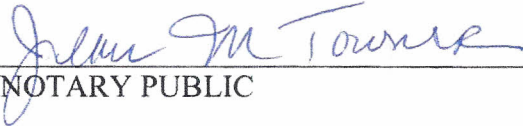
Further this affiant sayeth not.

DATE: June 20th, 2014



RENÉE ALBERSHEIM

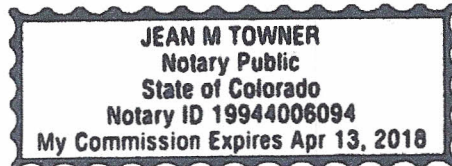
SUBSCRIBED AND SWORN to before me the 20th day of June, 2014..



NOTARY PUBLIC

My Commission Expires:

4-13-2018



Highly Confidential Attachment A
Oregon Collocators by Wire Center

State	WC CLLI	Co Name	CLEC Name	Tier
		Portland Belmont		Tier 1

ATTACHMENT B

CLEC Name	Collo Type	State	WC CLLI	CO Name	Fiber	Exp Fiber	Termination in collo?	Exits Qwest Central office?	Visual Power?	Power Verification at BDFB?
[Redacted Data]										

Verified by: JIM BARNES Date: 2/14/2014



May 23, 2014

CenturyLink will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

One component of the FCC's non-impairment thresholds is the presence of fiber-based collocators in a wire center. Rule 51.5 of the FCC rules requires that to be deemed a fiber-based collocator; the following criteria must be met:

A fiber-based collocator is defined as any carrier, unaffiliated with the incumbent LEC (CenturyLink), that maintains a collocation arrangement in an incumbent LEC (CenturyLink) Wire Center, with active electrical power supply, and operates a fiber-optic cable or comparable transmission facility that:

- a. terminates at a collocation arrangement within the Wire Center;
- b. leaves the incumbent LEC's (CenturyLink's) Wire Center premises; and
- c. is owned by a party other than the incumbent LEC (CenturyLink) or any affiliate of the incumbent LEC (CenturyLink), except as set forth in this definition. Dark fiber obtained from an incumbent LEC (CenturyLink) on an indefeasible right of use basis shall be treated as non-incumbent LEC (non-

CenturyLink) fiber-optic cable. Two or more affiliated fiber-based collocators in a single Wire Center shall collectively be counted as a single fiber-based collocator. For the purposes of this definition, "affiliate" is defined by 47 U.S.C. §153(1) and any relevant interpretation in that title.

The purpose of this notice is to advise you that CenturyLink is relying on the fiber-based collocation owned and operated by your company in support of its request that certain wire centers be found to be non-impaired and, therefore, relieving CenturyLink of unbundling obligations for certain high capacity UNEs.

Provided below is your carrier-specific fiber-based collocation data on which CenturyLink is relying for its determination of wire center non-impairment. Please review this data and contact CenturyLink by no later than June 20, 2014, if you disagree with the fiber-based collocation designation and you have information to support this position or if there is some inaccuracy in the information CenturyLink has on file identifying legal ownership.

CLEC Name	State	WC CLLI	CO Name	Type of Collocation
[REDACTED]				

By close of business on June 20, 2014, please send to CenturyLink via certified mail a letter that includes:

- a. A verification of the ownership/relationship information described above, and;
- b. Additional information about other ownership relationships that may have an impact on CenturyLink's fiber collocation customer records for this wire center, if any, and;
- c. A confirmation that these relationships meet the requirements of the FCC's Order and;
- d. A validation of the fiber-based collocation data as described above.

Please address the letter to:

Renee Albersheim
CenturyLink
930 15th Street, 6th Floor
Denver, CO 80202

If you have any questions or would like to discuss this request, please contact Renee Albersheim via email: Renee.Albersheim@centurylink.com

CenturyLink appreciates your business and we look forward to our continued relationship.

Sincerely,

CenturyLink Inc., on behalf of itself and its subsidiaries

In cases of conflict between the changes implemented through this CMP and any CLEC interconnection agreement (whether based on the CenturyLink SGAT or not), the rates, terms and conditions of such interconnection agreement shall prevail as between CenturyLink and the CLEC party to such interconnection agreement. In addition, if changes implemented through this CMP do not necessarily present a direct conflict with a CLEC interconnection agreement, but would abridge or expand the rights of a party to such agreement, the rates, terms and conditions of such interconnection agreement shall prevail as between CenturyLink and the CLEC party to such agreement.

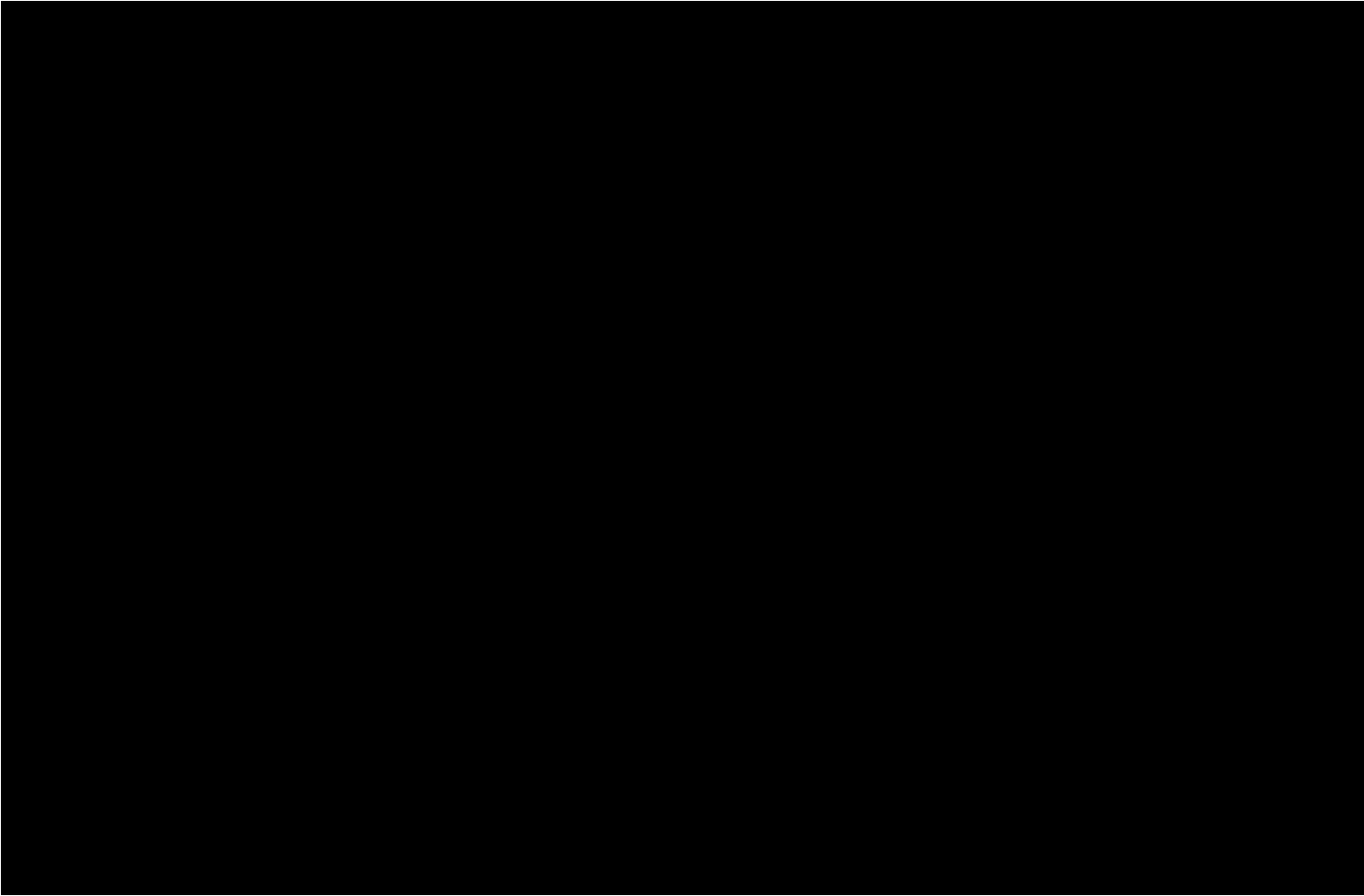
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CenturyLink Inc. – 930 15th Street 7th Floor, Denver CO 80202



June 12, 2014



CenturyLink will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

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CenturyLink Communications, LLC.

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CenturyLink Inc. – 930 15th Street 7th Floor, Denver CO 80202



June 11, 2014

Ian Coleman
XO Communications Services LLC
2700 Summit Ave - Suite 100
Plano, TX 75074
ian.coleman@xo.com

TO:Ian Coleman

Announcement Date:	June 11, 2014
Effective Date:	NA
Document Number:	NETW.ANNC.06.11.14.F.12452.Collocation_Validation
Notification Category:	Network Notification
Target Audience:	XO Communications fka Next Link
Subject:	CLEC Legal Ownership Information and Fiber-based Collocation Validation - Action Requested

CenturyLink will be filing with state regulatory commissions requesting that certain wire centers located in those states be deemed non-impaired. This filing is being made because the wire centers meet the threshold criteria for non-impairment outlined in the Federal Communication Commission's ("FCC") Triennial Review Remand Order, FCC-04-290 ("TRRO").

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[Redacted Data]				

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cc: Mary Ozga

Michelle Faamausili



May 23, 2014

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CenturyLink Inc. – 930 15th Street 7th Floor, Denver CO 80202



CenturyLink™

[Redacted]

[Large redacted block]

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shall

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Sincerely,

CenturyLink Inc., on behalf of itself and its subsidiaries

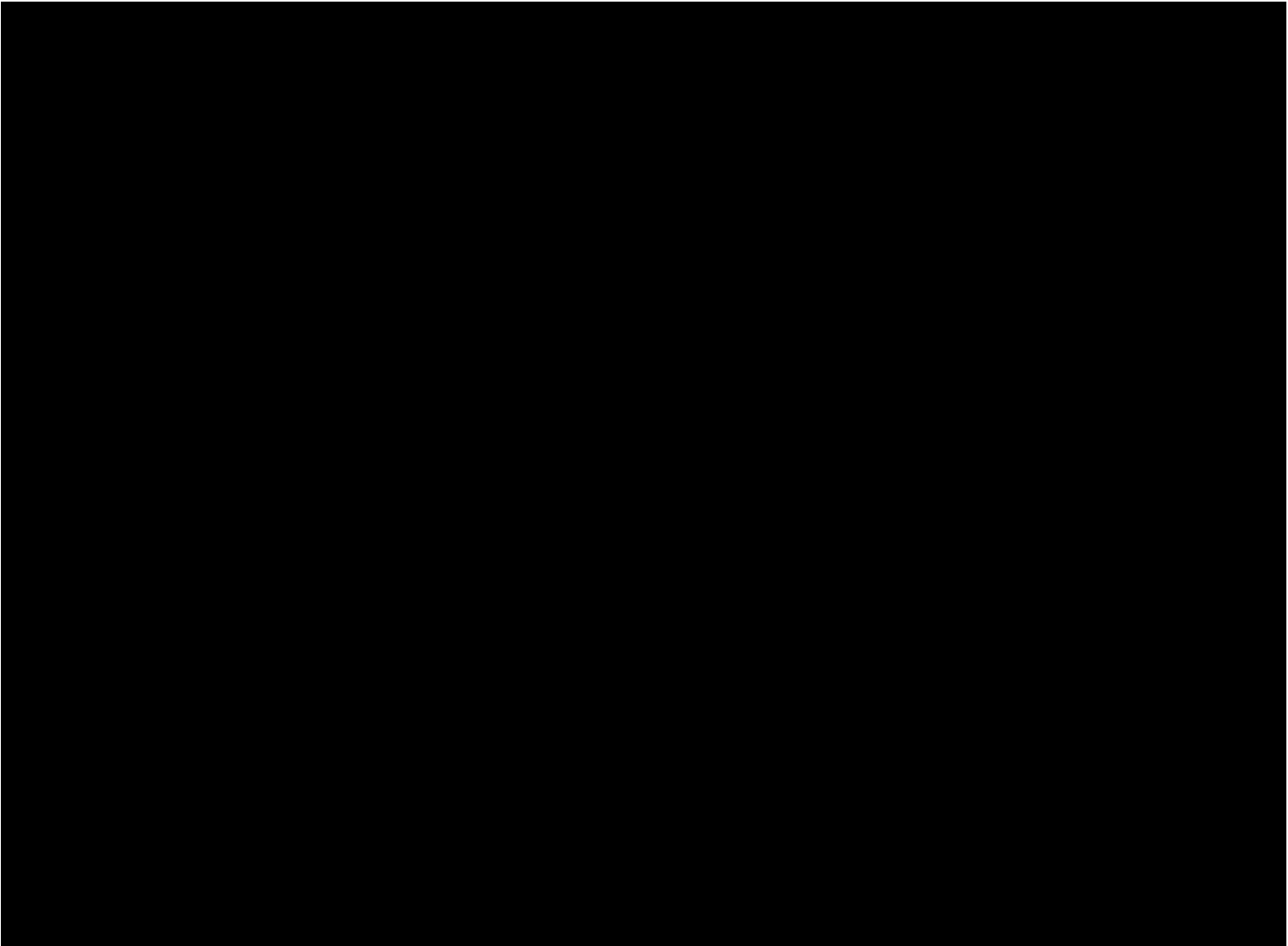
In cases of conflict between the changes implemented through this CMP and any CLEC interconnection agreement (whether based on the CenturyLink SGAT or not), the rates, terms and conditions of such interconnection agreement shall prevail as between CenturyLink and the CLEC party to such interconnection agreement. In addition, if changes implemented through this CMP do not necessarily present a direct conflict with a CLEC interconnection agreement, but would abridge or expand the rights of a party to such agreement, the rates, terms and conditions of such interconnection agreement shall prevail as between CenturyLink and the CLEC party to such agreement.

Note: To view your CenturyLink Wholesale notifications online, please log into our ANR (Accessible Notices

Repository) at : <http://notices.centurylinkapps.com>.

If you would like to subscribe, unsubscribe or change your current profile to CenturyLink Wholesale mailouts please go to the 'Subscribe/Unsubscribe' web site and follow the subscription instructions. The site is located at: <http://www.centurylink.com/wholesale/notices/cnla/maillist.html>

CenturyLink Inc. – 930 15th Street 7th Floor, Denver CO 80202



ORDER NO. _____

ENTERED JUNE __, 2014

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM _____

In the Matter of

QWEST CORPORATION

Petition for Commission Approval of 2014
Additions to Non-Impaired Wire Center
List

PROTECTIVE ORDER

MODIFIED PROTECTIVE ORDER

To facilitate the disclosure of documents and information during the course of this proceeding and to protect confidential information, the Administrative Law Judge now issues this Protective Order (“Order”). This Order will supersede the Commission’s Standard 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 printed on yellow paper, separately bound and placed in individually sealed envelopes or other appropriate containers. To the extent practicable, only the portions of a document that fall within ORCP 36(C)(7) shall be placed in the envelope container. The envelope/container shall be marked

“CONFIDENTIAL-SUBJECT TO MODIFIED PROTECTIVE ORDER, ORDER NO. _____, IN DOCKET UM ____.” The Commission’s Administrative Hearings Division shall store the confidential information in a locked cabinet dedicated to the storage of confidential information. 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 any subsequent appeals (“TRRO Proceedings”), 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.

(1) Confidential Information and Highly Confidential Information shall be provided to Commissioners, Administrative Law Judges, Commission staff counsel, Commission advisory staff members, and Commission employees when disclosure is necessary.

(2) Disclosure of both Confidential Information and Highly Confidential Information to consultants employed by Commission staff shall be under the terms and conditions described in paragraph 1(d) below. Court reporters who receive Confidential Information or Highly Confidential Information shall also be required to sign a nondisclosure agreement which shall be filed with the Commission.

(3) 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 TRRO Proceedings and the attorneys' staff; (2) experts, consultants and advisors who need access to the material to assist the party in TRRO Proceedings; (3) only those employees of the party who are directly involved in these TRRO 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.

(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 paragraphs 1(c)(2) and 1(c)(3) above and who have signed a nondisclosure agreement in the form which is attached hereto and incorporated herein as Appendix "A." Persons described in paragraph 1(c)(1) are bound by the confidentiality requirements of this order but are not required to sign a nondisclosure agreement.

The nondisclosure agreement (hereafter Appendix "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. An Appendix "A" 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 Confidential Information available to any person listed in subsection (c) above shall be responsible for having each such person execute an original of Appendix "A" and a copy of all such signed Appendix "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 paragraph 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, shall be submitted as designated as in paragraph 1(a) of this Protective Order, and shall be destroyed after the final settlement or conclusion of the TRRO Proceedings in accordance with paragraph 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 the TRRO 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
MODIFIED PROTECTIVE ORDER, ORDER NO. _____, IN
DOCKET UM _____.”

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 paragraph 1(a) 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 disclosed in advance of disclosure by the providing party. Such designation may occur through the submission of Appendix “B” of the non-disclosure agreement identified in paragraph 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 shall be limited to Commissioners, Administrative Law Judges, Commission staff counsel, Commission advisory staff members, and Commission employees when disclosure is necessary. Disclosure of Highly Confidential Information to consultants employed by Commission staff shall be under the terms and conditions as described in paragraph 1(d). Court reporters who receive Highly Confidential Information shall also be required to sign a nondisclosure agreement, which shall be filed with the Commission. Appendix “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 the development, planning, marketing or selling of retail or wholesale services for the purposes of any party competing with or against any other party, strategic or business decision making non-regulatory strategic or business planning or procurement on behalf of the receiving 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 Appendix "A" or "B" within three (3) business days after receiving the challenged individual's signed Appendix "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 the in-house attorneys, outside counsel and outside experts who have signed Appendix "B." The in-house experts who have signed Appendix "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 Section 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. Small Company. Notwithstanding anything to the contrary in this Order, persons authorized to review Confidential Information and Highly Confidential 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) a company's witnesses and no more than five (5) employees engaged in the review of and preparation of testimony; and (3) independent consultants acting under the direction of the company's counsel or senior management and directly engaged in this 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 Confidential Information or Highly Confidential Information. If the producing party refuses to give such written authorization, the company may, for good cause shown, request an order from the Administrative Law Judge allowing that person to review the Confidential Information or Highly Confidential 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.

6. 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 paragraph 6(b) above.
- (d) The record of said *in camera* hearing shall be marked "CONFIDENTIAL-SUBJECT TO MODIFIED PROTECTIVE ORDER, ORDER NO. _____, IN DOCKET UM _____." Court reporter notes of such hearing shall be transcribed only upon agreement by the parties or instruction from the Administrative Law Judges 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(s) 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 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 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 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

ORDER NO. _____

TO MODIFIED PROTECTIVE ORDER, ORDER NO. _____, IN DOCKET UM _____” and Highly Confidential Information shall be marked “HIGHLY CONFIDENTIAL – USE RESTRICTED PER MODIFIED PROTECTIVE ORDER, ORDER NO. _____, IN DOCKET UM _____” 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 Judges and persons who are entitled to review Confidential Information or Highly Confidential Information pursuant to paragraph 1(c) above and have signed an Appendix “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 a Administrative Law Judge, the order of the Commission and/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 the TRRO 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.

8. 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(s) 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 Appendix "A" or "B." All of the restrictions afforded by this Order apply to materials prepared and distributed under this section.

9. Summary of Record. If deemed necessary by the Commission, the providing party shall prepare a written summary of the Confidential Information

ORDER NO. _____

referred to in the Order to be placed on the public record.

10. 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 UM _____ or by any Competitive Local Exchange Carrier from whom the Commission is seeking information in Docket UM _____.

11. This Protective Order shall continue in force and effect after Docket UM _____ is closed.

Made, entered, and effective June ____, 2014.

[Name of ALJ]
Administrative Law Judge

This order may be appealed to the Commission pursuant to OAR 860-001-0420.

ORDER NO. _____

APPENDIX "A"
CONFIDENTIAL INFORMATION

DOCKET UM _____

I have read the foregoing Modified Protective Order, Order No. _____, entered June __, 2014, in Docket UM _____, and agree to be bound by the terms and conditions of this Order.

Full Name (Printed)

Employer

Job Title and Job Description

Business Address

Party

Signature

Date

ORDER NO. _____

APPENDIX "B"
HIGHLY CONFIDENTIAL INFORMATION

DOCKET UM _____

I have read the foregoing Modified Protective Order, Order No. _____, entered June __, 2014, in Docket UM _____, and agree to be bound by the terms and conditions of this Order.

Full Name (Printed)

Employer

Job Title and Job Description

Business Address

Party

Signature

Date