

Qwest
421 Southwest Oak Street
Suite 810
Portland, Oregon 97204
Telephone: 503-242-5420
Facsimile: 503-242-8589
e-mail: carla.butler@qwest.com

Carla M. Butler
Sr. Paralegal

March 22, 2006

Annette Taylor
Oregon Public Utility Commission
550 Capitol St., NE
Suite 215
Salem, OR 97301

Re: UM 1251

Dear Ms. Taylor:

Enclosed for filing please find an original and (5) copies of Qwest Corporation's Motion for Entry of a Modified Protective Order and for an Order Compelling Qwest to Produce Data in Response to the Parties' Proposed Bench Requests with its Direct Testimony, along with a certificate of service.

If you have any question, please do not hesitate to give me a call.

Sincerely,



Carla M. Butler

CMB:

Enclosures

L:\Oregon\Executive\Duarte\UM 1251 TRRO\PUC Transmittal Ltr.doc

**BEFORE THE
PUBLIC UTILITY COMMISSION OF OREGON
UM 1251**

In the Matter of

COVAD COMMUNICATIONS COMPANY,
ESCHELON TELECOM OF OREGON, INC.,
INTEGRA TELECOM OF OREGON, INC.,
MCLEODUSA TELECOMMUNICATIONS
SERVICES, INC., and XO
COMMUNICATIONS SERVICES, INC.

Request for Commission Approval of Non-
Impairment Wire Center List

**QWEST CORPORATION'S MOTION
FOR ENTRY OF A MODIFIED
PROTECTIVE ORDER AND FOR AN
ORDER COMPELLING QWEST TO
PRODUCE DATA IN RESPONSE TO
THE PARTIES' PROPOSED BENCH
REQUESTS WITH ITS DIRECT
TESTIMONY**

Qwest Corporation ("Qwest") hereby requests that the Commission issue a modified protective order to supersede the standard protective order that the Commission issued on March 10, 2006, Order No. 06-110. This is consistent with what the parties agreed during the prehearing conference with Administrative Law Judge Christina Smith on March 14, 2006, and no party has objected to this modified protective order. The modified protective order that Qwest seeks is attached as Attachment A to this motion.

In addition, Qwest also asks that the Commission order Qwest to produce certain highly confidential wire center data, including highly confidential CLEC-specific data, in response to four specific proposed bench requests that the Joint CLECs have requested the Commission issue to Qwest and that Qwest has agreed to respond to. These bench requests that the parties propose are attached as Attachment B.

INTRODUCTION AND BACKGROUND OF CASE

The primary purpose of this proceeding is for the Commission determine the quantities of business lines and fiber collocators in Oregon wire centers so that carriers can implement the

Section 251(d)(2) impairment standards set forth in the FCC’s Triennial Review Remand Order (“*TRRO*”) for high-capacity dedicated transport and loops.¹ Based on prior experience, Qwest anticipates that interested parties, including the Commission itself, will desire to review the wire center data that Qwest produces on a CLEC-specific basis to permit determinations of the numbers of business access lines and fiber-based collocations that each CLEC has in a particular wire center. By having this information specific to each CLEC instead of in an aggregated form, the Commission and interested parties will be able to conduct their own calculations of the total numbers of business lines and fiber-based collocators reflected in Qwest's data. These “bottom up” calculations would not be possible with aggregated data masking the identities of individual CLECs, and use of aggregated data therefore would reduce the likelihood of the parties to this proceeding eventually agreeing upon the counts in wire centers.

REASON FOR MODIFIED PROTECTIVE ORDER

The reason that a modified protective order is needed in this proceeding is that the information that Qwest discusses above includes certain highly confidential wire center data, including highly confidential CLEC-specific data, that both Qwest and the CLECs in this proceeding agree should be protected by a modified protective order that contains protections and limited disclosures of highly confidential information.² Qwest seeks this modified protective order because CLEC-specific wire center data likely will be demanded by parties in this

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).

² As Qwest mentioned in its original motion for a protective order on February 28, 2006, Qwest expects it will be required to produce certain highly confidential information or data essential to this proceeding in a disaggregated form that will permit parties to match specific data with specific CLECs. Qwest expects to produce such data with its testimony in this proceeding and potentially in response to discovery requests.

proceeding for the purposes of counting business line counts and fiber-based collocators in specific wire centers.

Further, at the March 14, 2006 prehearing conference, the parties agreed to use the modified protective order that was issued in the Triennial Review Order (“TRO”) proceeding, docket UM 1100, in November 2003. Accordingly, on March 17, 2006, Qwest distributed to all parties a draft modified protective order that is, with very few relevant exceptions, verbatim to the modified protective order in docket UM 1100, with a request that any party objecting to the draft notify Qwest by March 21, 2006. No party objected to the draft modified protective order.

Accordingly, Qwest submits with this motion (Attachment A) a Word version of the draft modified protective order that Qwest distributed on March 17, 2006 and that no party objected to.³ This draft is virtually verbatim to the modified protective order in docket UM 1100.⁴ Qwest respectfully submits the Commission should issue this modified protective order to supersede the Commission’s standard protective order issued on February 28, 2006, Order No. 06-110.

MOTION FOR ORDER TO COMPEL RESPONSE TO PROPOSED BENCH REQUESTS

In addition, Qwest notes that data that disclose the business line counts and locations of fiber collocations for individual CLECs may be protected under Section 222 of the Telecommunications Act of 1996 and pursuant to other federal and state privacy laws. Qwest will not produce these data absent an order from the Commission compelling it to do so. This is

³ The ALJ Conference Report of March 15, 2006 provides that March 24, 2006 is the last date for Qwest to submit a motion to modify the modified protective order and the date for the parties to submit proposed bench requests. Since no party objects to the proposed modified protective order (Attachment A) or the proposed bench requests (Attachment B) (indeed, the proposed bench requests were initially proposed by the Joint CLECs), and since Qwest desires to expedite the process, Qwest files the motion and submits the proposed bench requests early.

⁴ The only changes are (1) the caption, (2) the docket number, (3) the applicable dates, (4) a change of the references from “TRO proceedings” to “TRRO proceedings” in the document, (5) a change in the blank order number from “03-***” to “06-***” (to reflect a 2006 order), (6) a change of the date and order number of the standard protective order in UM 1100 to the date and standard protective order that Judge Smith issued on March 10, and (7) the name of the Administrative Law Judge.

so because without an order compelling it to do so, Qwest may not lawfully be able to produce disaggregated data that can be matched to individual CLECs. Accordingly, to permit parties to conduct full and thorough analyses of wire center data in this proceeding, the Commission should issue the modified protective order and thereafter order Qwest to produce, with its direct testimony, the highly confidential data in response to the parties' proposed bench requests that are attached as Attachment B to this motion, pursuant to that modified protective order.

Finally, at the March 14, 2006 prehearing conference, the parties agreed to submit proposed bench requests by March 24, 2006, and that Qwest would produce the data in response to those bench requests in its direct testimony. Accordingly, on March 17, 2006, Qwest distributed to all of the parties a draft set of proposed bench requests almost identical to "Attachment B" of the Joint CLECs' February 15, 2006 submission to the Commission. In their February 15th filing, the Joint CLECs had asked that the Commission issue information requests similar to those in that attachment, which were the information requests that the Washington Commission had issued in its docket. Qwest then advised all parties that it is agreeable to the form and content of those Washington bench requests, and thus asked that any party who had an objection to these proposed bench requests advise Qwest by March 21, 2006 so that Qwest could promptly submit the parties' proposed bench requests as an agreed-upon submission. No party objected to Qwest's submission of these proposed bench requests.

Accordingly, Qwest attaches a Word copy of those parties' proposed bench requests. These proposed bench requests are almost verbatim to the Washington information requests that the Joint CLECs requested the Commission issue on February 15, 2006.⁵ Qwest respectfully

⁵ The only changes in Qwest's Attachment B to this motion from Attachment B of the Joint CLECs' February 15th submission are the name of the docket and state and the replacing of "Qwest" in place of "the ILECs" (since Verizon has been excluded from the case).

submits that the Commission should issue the parties' proposed bench requests with an order that Qwest produce the data with its direct testimony.

CONCLUSION

Accordingly, for the reasons set forth above, Qwest respectfully requests that the Commission enter the modified protective order that is attached as Attachment A to this motion to supersede the standard protective order that the Commission issued on March 10, 2006, Order No. 06-110. Qwest further respectfully requests that the Commission issue the parties' proposed bench requests that are attached as Attachment B to this motion with an order that Qwest produce the data, including highly confidential information, with its direct testimony, pursuant to the modified protective order.

Dated: March 22, 2006

Respectfully submitted,

QWEST CORPORATION



By _____

Alex M. Duarte, OSB No. 02045

QWEST

421 SW Oak Street, Room 810

Portland, OR 97204

(503) 242-5623

(503) 242-8589 (facsimile)

Alex.Duarte@qwest.com

John M. Devaney

PERKINS COIE LLP

607 Fourteenth Street, N.W.

Washington, D.C. 20005-2011

(202) 628-6600

JDevaney@perkinscoie.com

Attorneys for Qwest Corporation

ORDER NO. DRAFT

ENTERED

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM 1251

In the Matter of TRRO/Request for
Commission Approval of Wire Center Lists
submitted on behalf of the Joint CLECs

MODIFIED 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 Modified Protective Order (“Order”). This Order supercedes the Standard Protective Order No. 06-110, entered on March 10, 2006.

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. 06-***, IN DOCKET UM 1251.” 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 all 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. 06-***,
IN DOCKET UM 1251.”

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. 06-***, IN DOCKET UM 1251.” 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 TO MODIFIED PROTECTIVE ORDER, ORDER NO. 06-***, IN DOCKET UM 1251” and Highly Confidential Information shall be marked “HIGHLY CONFIDENTIAL—USE RESTRICTED PER MODIFIED PROTECTIVE ORDER, ORDER NO. 06-***, IN DOCKET UM 1251” 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 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 1251 or by any Competitive Local Exchange Carrier from whom the Commission is seeking information in Docket UM 1251.

11. This Protective Order shall continue in force and effect after Docket UM 1251 is closed.

Made, entered, and effective March **, 2006, pursuant to OAR 860-012-0035(1)(k).

Christina Smith
Administrative Law Judge

This order may be appealed to the Commission pursuant to OAR 860-014-0091. The appeal should be in the form of a motion. *See* OAR 860-013-0031.

APPENDIX "A"
CONFIDENTIAL INFORMATION

DOCKET UM 1251

I have read the foregoing Modified Protective Order, Order No. 06-***, entered March
**, 2006, in Docket UM 1251, 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

APPENDIX "B"
HIGHLY CONFIDENTIAL INFORMATION

DOCKET UM 1251

I have read the foregoing Modified Protective Order, Order No. ***, entered March **, 2006, in Docket UM 1251, 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

Bench Requests to Qwest in Docket UM 1251 (TRRO)

1. Please provide a list of wire centers Qwest's service territory in Oregon that will be designated as "non-impaired" pursuant to the final rule in Appendix B of the FCC's Triennial Review Remand Order (TRRO) and specifically identify each wire center on the list for DS1 and DS3 Loops, and DS1, DS3 and Dark Fiber transport.

2. Please identify for each wire center whether it is classified as a Tier 1 or Tier 2 wire center, and whether the calculation is based on the number of fiber-based collocators (include the names of the collocators), or the number of business lines (line counts by each carrier), or both.

3. For each of the wire centers listed as "non-impaired" in Oregon, please provide a descriptive explanation and data necessary for the Commission and other participants to validate. The underlying data, at minimum, should include the following:

- (i) The total number of fiber-based collocators as defined in 47 C.F.R. § 51.5.
- (ii) The date on which the number of fiber-based collocators was determined.
- (iii) The name of each fiber-based collocator.
- (iv) If Qwest requested affirmation from a carrier regarding whether or not the carrier, if included in part (iii) above, was a fiber-based collocator, please provide documents to support whether the carrier affirmed, denied or did not respond to Qwest's request.
- (v) The total number of business lines as defined in 47 C.F.R. § 51.5.
- (vi) The date on which the business line counts data was calculated.
Note: If different components of the business line counts come from sources representing different points in time, then each component should be identified and the corresponding date for each component provided.
- (vii) Total Qwest business switched access lines.
- (viii) If the methodology used to determine the line counts in (vii) above differ from the methodology used to determine switched business line counts for ARMIS 43-08, describe the differences and any data that would allow the Commission or participants to reconcile this data.
- (ix) Total UNE Loops for each CLEC.
- (x) Number of UNE Loops, for each CLEC, provided in combination with Qwest switching (e.g. UNE-P, QPP, or other Qwest Commercial arrangement).
- (xi) Number of UNE Loops, for each CLEC, where Qwest does not provide switching.
- (xii) If different from (x) above, the number of business loops, for each CLEC, provided in combination with Qwest switching (e.g. UNE-P, QPP, or other Qwest Commercial arrangement). If this

information is not available, indicate whether the response to (x) includes both business and residential loops.

- (xiii) If different from (xi) above, the number of switched business loops, for each CLEC, where Qwest does not provide switching. If this information is not available, indicate whether the response to (xi) includes both business and residential loops, switched and non-switched loops.
- (xiv) If the total of UNE Loops in (x) and (xi) above does not equal (ix) above, explain the difference, including any data that would allow participants to reconcile this data.
- (xv) Provide all underlying data, calculations and any description used to count digital access lines on a 64-kbps-equivalent basis for the counts in (vii) and (xi) above.
- (xvi) Verify that line counts associated with remote switch locations are associated with the remote and not the host switch. If this is not the case, explain why not.

4. If the calculation of number of lines (or inclusion of certain lines) is based on a directive from the FCC as Qwest has previously indicated, please provide the detailed citations of the FCC's decision(s).

CERTIFICATE OF SERVICE

UM 1251

I hereby certify that on the 22nd day of March 2006, I served the foregoing **QWEST CORPORATION'S MOTION FOR ENTRY OF A MODIFIED PROTECTIVE ORDER AND FOR AN ORDER COMPELLING QWEST TO PRODUCE DATA IN RESPONSE TO THE PARTIES' PROPOSED BENCH REQUESTS WITH ITS DIRECT TESTIMONY** in the above entitled docket on the following persons via U.S. Mail, by mailing a correct copy to them in a sealed envelope, with postage prepaid, addressed to them at their regular office address shown below, and deposited in the U.S. post office at Portland, Oregon.

Covad Communications Co.
Gregory Diamond
7901 E. Lowry Blvd.
Denver, CO 80230

Sarah Wallace
Davis Wright Tremaine
1300 SW Fifth Avenue
Suite 2300
Portland,, OR 97201

Karen L. Clauson
Eschelon Telecom, Inc.
730 2nd Avenue S
Suite 900
Minneapolis, MN 55402-2489

Karen J. Johnson
Integra Telecom of Oregon, Inc.
1201 NE Lloyd Blvd.
Suite 500
Portland, OR 97232

William A. Haas
McLeod USA
Telecommunications Svcs, Inc.
P.O. Box 3177
6400 C. Street, SW
Cedar Rapids, IA 52406-3177

John M. Devaney
Perkins Coie, LLP
607 Fourteenth St., NW
Suite 800
Washington DC 20005-2011

Rex Knowles
XO Communications Svcs., Inc
111 E. Broadway
Suite 1000
Salt Lake City, UT 84111

DATED this 22nd day of March, 2006.

QWEST CORPORATION



By: _____
ALEX M. DUARTE, OSB No. 02045
421 SW Oak Street, Suite 810
Portland, OR 97204
Telephone: 503-242-5623
Facsimile: 503-242-8589
e-mail: alex.duarte@qwest.com
Attorney for Qwest Corporation