

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON
ARB 665**

In the Matter of

LEVEL 3 COMMUNICATIONS, INC's

Petition for Arbitration Pursuant to Section 252(b) of the Communications Act of 1934, as amended by the Telecommunications Act of 1996, and the Applicable State Laws for Rates, Terms, and Conditions of Interconnection with Qwest Corporation

LEVEL 3's MOTION FOR ISSUANCE OF STANDARD PROTECTIVE ORDER

Pursuant to OAR 860-012-0035(1)(k), Level 3 Communications, Inc. ("Level 3") hereby respectfully requests entry of a protective order in this proceeding to limit disclosure of confidential information. Level 3 requests that the Public Utility Commission of Oregon (the "Commission") issue the standard protective order adopted by the Commission.

Level 3 anticipates that the parties to this docket will engage in discovery seeking sensitive and proprietary information, such as Level 3's financial records, projections, and strategic plans. Level 3 will be exposed to competitive injury if it is forced to make unrestricted disclosure of its confidential business information. In addition, Qwest has stated in response to data requests in this docket that it cannot provide the requested information because it is confidential or proprietary and "no reasonable accommodations" have been made to preserve the confidentiality. Therefore, a protective order is also required to protect information that Qwest may provide during discovery in this docket.

OAR 860-011-0000(3) provides that the Oregon Rules of Civil Procedure ("ORCP") govern these proceedings. ORCP 36C(7) provides for the issuance of a protective order providing that "a trade secret or other confidential research, development, or commercial information not be disclosed or be disclosed only in a designated way." Level 3 requests the entry of the standard protective order to protect such information by limiting disclosure to

1 specified persons, and requiring those persons to use the information only for purposes of this
2 proceeding.

3 WHEREFORE, Level 3 respectfully requests the issuance of the Commission's standard
4 protective order.

5 Respectfully submitted this 30th day of June, 2005.

6 ATER WYNNE, LLP

7
8 By: /s/ Sarah K. Wallace

9 Lisa F. Rackner

10 E-mail: lfr@aterwynne.com

11 Sarah K. Wallace

12 E-mail: sek@aterwynne.com

13 LEVEL 3 COMMUNICATIONS, LLC

14 Erik J. Cecil

15 Regulatory Counsel

16 E-mail: erik.cecil@level3.com

17 Rick E. Thayer

18 Director, Interconnection Law & Policy

19 E-mail: rick.thayer@level3.com

June 30, 2005

VIA ELECTRONIC MAIL AND US MAIL

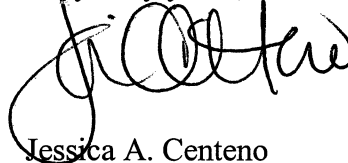
Filing Center
Oregon Public Utility Commission
550 Capitol Street NE #215
PO Box 2148
Salem, OR 97308-2148

Re: ARB 665 - Level 3 Communications, LLC's Motion for Issuance of Standard Protective Order

Dear Sir or Madam:

Enclosed for filing in the above-referenced docket is Level 3's Motion for Issuance of Standard Protective Order. Please contact me with any questions.

Very truly yours,



Jessica A. Centeno

Enclosures

cc: ARB 665 Service List

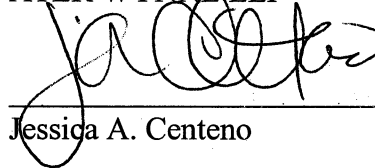
**CERTIFICATE OF SERVICE
ARB 665**

I hereby certify that a true and correct copy of **LEVEL 3'S MOTION FOR ISSUANCE OF STANDARD PROTECTIVE ORDER** was served via U.S. Mail on the following parties on June 30, 2005:

Thomas Dethlefs
Qwest Corporation
1801 California Street Suite 900
Denver CO 80202

Alex M. Duarte
Qwest Corporation
Suite 810
421 SW Oak Street
Portland OR 97204

ATER WYNNE LLP



Jessica A. Centeno