

STATE OF IOWA
DEPARTMENT OF COMMERCE
UTILITIES BOARD

Joint Application of Qwest Communications International, Inc. and CenturyTel, Inc. for Approval of Indirect Transfer of Control of Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp.

DOCKET NO. SPU-2010-0006

APPLICANTS' MOTION FOR CONFIDENTIAL TREATMENT

Qwest Communications International, Inc. and CenturyLink, Inc., (“Applicants”), pursuant to Iowa Code § 22.7(3) and (6) and Board Rule 199–1.9(5)a(1) and (3) request that certain portions of the Additional Supplemental Direct Testimony and Exhibits of Jeff Glover be kept confidential by the Iowa Utilities Board (“Board”). The Confidential Pages are being filed with the designation “Confidential” or “Highly Confidential”. Pursuant to the Board’s rules, a public version of the testimony is also being filed. In support of this motion, Applicants state as follows:

1. The Confidential and Highly Confidential Pages contain detailed and proprietary information as follows:

Supplemental Exhibits JG-5 through -7 to Mr. Glover’s Additional Supplemental Direct Testimony contain highly confidential data regarding Board requests for additional information (“Board Request Data”). The documents identified above are hereinafter referenced as the “Applicants’ Confidential Information.”

2. Iowa law protects from public disclosure “[t]rade secrets which are recognized and protected as such by law,” as well as “[r]eports to governmental agencies which, if released, would give advantage to competitors and serve no public purpose.” Iowa Code § 22.7 (3), (6).

Iowa Code § 550.2(4) defines “trade secret” to mean “information, including but not limited to a formula, pattern, compilation, program, device, method, technique, or process that . . . [d]erives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by a person able to obtain economic value from its disclosure or use. . . [and] [i]s the subject of efforts that are reasonable under the circumstances to maintain its secrecy.” The Iowa Supreme Court has given § 550.2(4) a broad reading and has found that business information in many forms may also fall within the definition of trade secret.

Economy Roofing & Insulating Co. v. Zumaris, 538 N.W.2d 641, 646-47 (Iowa 1995)

(acknowledging the Court’s broad interpretation of the kinds of information which can legally constitute trade secrets); see also, *US West Communications, Inc. v. Office of Consumer Advocate*, 498 N.W.2d 711, 714 (Iowa 1993) (stating that “[b]usiness information may also fall within the definition of a trade secret” and may range from customer information to financial information, to information about manufacturing processes to the composition of products).

3. The information contained in the Confidential Information constitutes both trade secret and competitively sensitive business information that must be kept confidential under Iowa Code § 22.7(3) and § 22.7(6).

4. With respect to the Applicants’ Confidential Information, all of the Confidential Information being submitted by Applicants is viewed as highly proprietary by both Companies and is closely guarded to maintain its confidentiality. The financial and business planning information, at the level of detail being submitted by Applicants, is closely guarded by all businesses. If Applicants’ competitors had access to the Confidential Information submitted, they would have access to detailed and proprietary information about Applicants’ operations, pro forma financial information, and the evaluation and decision making processes used by

Applicants. This would place Applicants at a severe competitive disadvantage. Some of the information regarding projected synergies and the proposed reorganization balance sheets and capital structures was compiled on a confidential basis and contains information that is not publicly available. If this sensitive and confidential information was provided to competitors it would also place Applicants at a competitive disadvantage.

5. Applicants seek Board approval for treating confidential information provided to third-party (non-statutory) intervenors in this proceeding in two tiers: confidential, which would be available to persons with a need to know employed by an intervenor that executed a protective agreement; and highly confidential, which would be available only to outside counsel and outside consultants employed by intervenors.

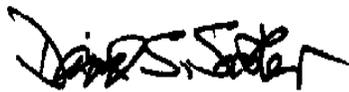
6. For all of these reasons, the Board should maintain the confidentiality of the Confidential Information filed as set out above in this motion.

7. Attached hereto as Exhibit A is the Affidavit of Jeff Glover, Vice-President, Regulatory Operations, CenturyLink, Inc., in support of this Application as respects CenturyLink, Inc. information, as required by Board Rule 199–1.9(6)(b), Iowa Administrative Code.

WHEREFORE, Applicants respectfully request that the Board enter an order granting this Application for Confidential Treatment and directing that the Confidential Information filed under seal herewith be withheld from public inspection pursuant to Iowa Code §§ 22.7(3) and (6) (2009) and 199–1.9(5)a(1) and (3), Iowa Administrative Code.

Respectfully submitted,

APPLICANTS



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