FILED WITH
Executive Secretary
March 31, 2014
IOWA UTILITIES BOARD

STATE OF IOWA
DEPARTMENT OF COMMERCE
IOWA UTILITIES BOARD

IN RE: **QWEST COMMUNICATIONS INT'L, INC. AND CENTURYTEL, INC.**	**DOCKET NO. SPU-2010-0006**
Applicants' Motion for Confidential Treatment for 2014 Annual Broadband Report	

Qwest Communications International, Inc. and CenturyLink, Inc. f/k/a/CenturyTel, Inc.[1], ("Applicants"), pursuant to Iowa Code § 22.7(3) and (6) and Board Rule 199–1.9(5)a(1) and (3), request that Confidential Attachments (Iowa 2014 Broadband Report, IA BB 2013 Investment Detail and IA BB 2013 Supplemental Information) to Applicants' 2014 Annual Broadband Report, and filed contemporaneously herewith, be kept confidential by the Iowa Utilities Board ("Board"). The Confidential exhibit is being filed with the designation "Confidential". Pursuant to the Board's rules, a public version of the exhibit is also being filed. In support of this motion, Applicants state as follows:

1. The Confidential Exhibit contains detailed and proprietary information including confidential Broadband speed and availability data by wire center, as well as investment information, that are competitively sensitive 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,

[1] CenturyTel, Inc. became CenturyLink, Inc. on May 20, 2010, pursuant to shareholder approval.

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 Exhibit constitutes both trade secret and competitively sensitive business information that is confidential under Iowa Code § 22.7(3) and § 22.7(6). The information contains Applicants' Broadband speed and availability data by wire center, as well as investment information.

4. All of the Confidential Information being submitted by Applicants is viewed as highly proprietary by the Applicants and is closely guarded to maintain its confidentiality. The financial, business and investment planning information, at the level of detail being submitted

by Applicants, is closely guarded by all businesses offering broadband services. If Applicants' competitors had access to the Confidential Information submitted, they would have access to detailed and proprietary information about Applicants' operations, investment plans, and the evaluation and decision making processes used by Applicants for broadband investment. This would place Applicants at a severe competitive disadvantage. If this sensitive and confidential information was provided to competitors it would also place Applicants at a competitive disadvantage.

5. The Applicants will be providing the Confidential information to the Board in connection with this Motion and to permit the Board to monitor the Applicants' compliance with the orders in the underlying merger docket; however, the Applicants are not providing the Confidential information to any other party, intervenor in the underlying docket, or other entity, none of whom have a valid interest in the review of the Confidential information or monitoring of the these aspects of the Board's merger orders.

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 Wayne M. Johnson, State Regulatory Affairs Director, Iowa and South Dakota of Qwest Corporation d/b/a CenturyLink, in support of this Application as respects Qwest and CenturyLink 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 Exhibit 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,

QWEST COMMUNICATIONS INTERNATIONAL, INC.

By: /s/ Tim Goodwin
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ATTORNEYS FOR APPLICANTS

EXHIBIT "A"

FILED WITH
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AFFIDAVIT

STATE OF IOWA)
) SS:
COUNTY OF POLK)

Wayne M. Johnson, being first duly sworn on an oath, states as follows:

1. That he is employed by Qwest Corporation (Qwest) d/b/a CenturyLink, as State Regulatory Affairs Director, and has a business address of 925 High Street, 9 S of 9, Des Moines, Iowa 50309. In his employment by Qwest, he is familiar with the confidential and proprietary treatment accorded the Qwest and CenturyLink trade secret and proprietary information and analysis regarding broadband plans and investment in Iowa.

2. The material claimed in the motion filed contemporaneously herewith to constitute confidential trade secret information includes Broadband speed and availability data by wire center, as well as investment information, that is competitively sensitive information.

3. The material described above constitutes trade secrets under Iowa Code Section 550.2(4), and is a report to a governmental agency which, if released, would give an advantage to competitors and serve no public purpose under Section 22.7(6) of the Iowa Code.

a. The Broadband speed and availability data by wire center, as well as the investment information, is unpublished data not known outside of Qwest and CenturyLink. The data are developed and compiled by Qwest and CenturyLink and consist of information known only to those entities.

b. This information has been restricted to Qwest and CenturyLink employees who have a need to know. These employees are limited to the network and broadband product management teams responsible for planning and deploying broadband investments and facilities who have a need to know in connection with their duties. The total number of employees is not substantial.

c. Qwest and CenturyLink take extensive measures to guard the secrecy of this information by, among other things, maintaining the information in locked files. Such employees are under an obligation to Qwest and CenturyLink not to disclose this confidential and proprietary information, including any work papers and back up papers. Unauthorized use or disclosure of this information is a punishable offense within the companies, up to and including dismissal.

d. The information is valuable to Qwest and CenturyLink as it provides specific Broadband speed and availability data by wire center. Keeping such information

confidential is important from a competitive perspective because disclosure would provide recipients of the information with a competitive advantage.

e. The Broadband speed and availability data by wire center, as well as investment information, would be nearly impossible to duplicate without obtaining Qwest's and CenturyLink's confidential information. Basically, all competitors treat specific information regarding broadband plans and investment data as confidential business information. Such "trade secret" information is not generally provided to the public or to competitors.

4. Qwest and CenturyLink submit that the release of this information would not serve a public purpose. The Board, OCA and Staff can review the information, and representatives of other parties to these proceedings also can examine them pursuant to confidential protective agreements. Qwest and CenturyLink are not aware of any additional public purpose to be served by releasing the information.

5. Qwest and CenturyLink are confronted by substantial competition as to all of its services, and such competition continues to increase at a rapid rate. The competition consists of firms already offering broadband services and the pervasive threat of entry by firms when opportunities for them arise. Qwest and CenturyLink believe that release of this information would substantially injure its interests and the interests of the combined company, assuming the application is approved. A decision to release the information is one that can never be reversed; the injury to Qwest and CenturyLink is complete at the time the information is released; and continues for a significant future period. Furthermore, neither Qwest nor CenturyLink has access to the same type of information from competitors.

Further affiant sayeth not.

/s/Wayne M. Johnson

Subscribed and sworn to before me this 31st day of March, 2014.

/s/ Jeanne A. Frantum
Notary Public in and for the State of Iowa
My commission Expires 08-21-2015