

DATE: June 29, 2011

COMPANY NAME: Qwest Communications Int'l and CenturyTel, Inc.

SUBJECT MATTER: Applicants' Motion for Confidential Treatment for Broadband Report

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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 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 Exhibit A (marked confidential) attached to Applicants’ Broadband Report, 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 service quality performance data that is 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, 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

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

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 must be kept confidential under Iowa Code § 22.7(3) and § 22.7(6). The information contains Applicants’ broadband investments and plans.

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, 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. 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 Max Philips, State President, Iowa and South Dakota of Qwest Corporation, 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/ Timothy J. Goodwin

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ATTORNEYS FOR APPLICANTS

EXHIBIT "A"

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), 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 plans and investments. This data contains sensitive competitive information regarding Qwest's and CenturyLink's broadband marketing and investment plans.

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 plans and investments data is unpublished data not known outside of Qwest and CenturyLink. The data is developed and compiled by Qwest and CenturyLink and consists of data known only to those two 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. The extent of the measures taken by Qwest and CenturyLink to guard the secrecy of this information is that this information (according to information provided me) is kept in locked files. Such employees are under an obligation to Qwest and CenturyLink not to disclose confidential and proprietary information, including any work papers and back up papers. Unauthorized use or disclosure of this information is a punishable offense, up to and including dismissal.

d. The information is valuable to Qwest and CenturyLink as it provides specific information regarding broadband plans and investment. Keeping such information confidential is important from a competitive perspective because disclosure would provide recipients of the information with a competitive advantage.

