

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of	)	Application No. 17-03-016
	)	(Filed: March 22, 2017)
Broadwing Communications, LLC (U-5525-C);	)	
Global Crossing Local Services, Inc. (U-5685-	)	
C); Global Crossing Telecommunications, Inc.	)	
(U-5005-C); IP Networks, Inc. (U-6362-C);	)	
Level 3 Communications, LLC (U-5941-C);	)	
Level 3 Telecom of California, LP (U-5358-C);	)	
WilTel Communications, LLC (U-6146-C);	)	
	)	
and	)	
	)	
Level 3 Communications, Inc., a Delaware	)	
Corporation;	)	
	)	
and	)	
	)	
CenturyLink, Inc., a Louisiana Corporation,	)	
	)	
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For Approval of Transfer of Control of the	)	
Level 3 Operating Entities Pursuant to	)	
California Public Utilities Code Section 854(a)	)	
	)	
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**THE OFFICE OF RATEPAYER ADVOCATES, THE UTILITY REFORM NETWORK,  
THE GREENLINING INSTITUTE, AND THE JOINT APPLICANTS' MOTION FOR  
LEAVE TO FILE CONFIDENTIAL MATERIALS UNDER SEAL (EXHIBIT B)**

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*On Behalf of The Utility Reform Network*

*On Behalf of The Greenlining Institute*

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*On Behalf of Level 3 Communications, Inc. and the  
Level 3 Operating Entities*

*On behalf of CenturyLink, Inc. and the CenturyLink  
Operating Entities*

Dated: June 30, 2017

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

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**THE OFFICE OF RATEPAYER ADVOCATES, THE UTILITY REFORM NETWORK,  
THE GREENLINING INSTITUTE, AND THE JOINT APPLICANTS’ MOTION FOR  
LEAVE TO FILE CONFIDENTIAL MATERIALS UNDER SEAL (EXHIBIT B)**

Pursuant to Rule 11.4 of this Commission’s Rules of Practice and Procedure and D.16-08-024, (a) Broadwing Communications, LLC (U-5525-C), Global Crossing Local Services, Inc. (U-5685-C), Global Crossing Telecommunications, Inc. (U-5005-C), IP Networks, Inc. (U-6362-C), Level 3 Communications, LLC (U-5941-C), Level 3 Telecom of California, LP (U-5358-C), and WilTel Communications, LLC (U-6146-C) (collectively the “Level 3 Operating Entities”); CenturyLink, Inc., the post-merger ultimate parent of the Level 3 Operating Companies; and Level 3 Communications, Inc., the current ultimate parent of the Level 3 Operating Entities (all

applicants collectively referred to as the “Joint Applicants”), and (b) the Office of Ratepayers Advocates (“ORA”), The Utility Reform Network (“TURN”) and the Greenlining Institute (“Greenlining”) (collectively referred to as the “Consumer Advocates”), respectfully submit this Motion for Leave to File Under Seal Confidential Exhibit B attached to their Joint Motion for Approval of Settlement filed with the Commission on this same date.

The designated information contained in this Confidential Exhibit B (the “Confidential Exhibit”) includes confidential, competitively-sensitive information provided to the Consumer Advocates during the course of this proceeding regarding, among other things, the Joint Applicants’ networks, infrastructure, facilities’ costs, outage information, on-net building counts, fiber miles and capital expenditures in California, and national expectations of synergies that will occur after the consummation of the transaction. This information is not otherwise publicly available and contains information which, if disclosed, could place the Joint Applicants at an unfair business disadvantage. In addition, the Joint Applicants note that certain information regarding their networks constitutes (a) trade secrets and is otherwise protected by Evidence Code Section 1061 et seq. and (b) information about critical infrastructure and is protected from disclosure pursuant to state and federal law including but not limited to 6 U.S.C § 133 and Cal. Gov’t Code §§ 6250 et seq. Moreover, all such information was provided in the context of settlement discussions and thus is protected by Commission Rule 12.6.

Accordingly, the Confidential Exhibit is appropriately designated as confidential under, among other provisions, Commission Rule 12.2, General Order 66-C, (Section 2.2(b)), Evidence



/s/

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*On Behalf of Level 3 Communications, Inc. and  
the Level 3 Operating Entities*

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*On behalf of CenturyLink, Inc. and the  
CenturyLink Operating Entities*