



Patrick Haggerty
Director of State Regulatory
and Legislative Affairs
(651) 312-5630

April 24, 2015

DELIVERED VIA COURIER AND E-MAIL

Mr. Mike Reardon
Cable Communications Officer
Office of Cable Communications
City of Saint Paul
15 Kellogg Boulevard West, 68 City Hall
Saint Paul, MN 55102

Re: Application of Qwest Broadband Services, Inc. d/b/a CenturyLink for Cable
Communications Services Franchise in Saint Paul, Minnesota

Dear Mr. Reardon:

In response to the City of Saint Paul's published Notice of Intent to Franchise, enclosed please find one copy of Qwest Broadband Services, Inc., d/b/a CenturyLink's notarized application for a cable communications franchise in the City of Saint Paul, Minnesota. Trade secret information has been redacted from the enclosed copy. Your counsel, Brian Grogan, has been served with one copy that contains the trade secret information as well as a public version. Also, enclosed is a check in the amount of \$40,000 payable to the City of Saint Paul in full payment of its application fee.

Please do not hesitate to contact me or any other designated representative of the Company if you have any questions. CenturyLink looks forward to working with and bringing facilities based video competition to the City of Saint Paul.

Very truly yours,

A handwritten signature in black ink, appearing to read "PH", followed by a horizontal line extending to the right.

Patrick Haggerty

Enclosures

cc: Mr. Brian Grogan

200 South 5th Street, Room 2200
Minneapolis, MN 55402
www.centurylink.com



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Brian Grogan, Esq.
Moss & Barnett
150 South Fifth Street
Suite 1200
Minneapolis, MN 55402

Re: Application of Qwest Broadband Services, Inc. d/b/a CenturyLink for Cable
Communications Services Franchise in Saint Paul, Minnesota

Dear Mr. Grogan:

In response to the City of St Paul's published Notice of Intent to Franchise, enclosed please find one trade secret and one public version of Qwest Broadband Services, Inc., d/b/a CenturyLink's notarized application for a cable communications franchise in the City of Richfield, Minnesota. One public copy has been sent to the City of Saint Paul.

Please do not hesitate to contact me or any other designated representative of the Company if you have any questions. CenturyLink looks forward to working with and bringing facilities based video competition to the City of Saint Paul.

Very truly yours,

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CITY OF SAINT PAUL, MINNESOTA

APPLICATION OF QWEST BROADBAND SERVICES, INC. D/B/A CENTURYLINK
FOR A COMPETITIVE CABLE FRANCHISE

Qwest Broadband Services, Inc., d/b/a CenturyLink ("CenturyLink") respectfully files this application for a competitive cable communications franchise with the City of Saint Paul, Minnesota ("City") pursuant to the City's Notice and Request for Proposals dated March 30, 2015.

Background:

Overview of CenturyLink

CenturyLink Improves Lives

At CenturyLink, our vision is to improve the lives of our customers. Through our products and services, we help strengthen businesses and connect communities to each other and the world.

CenturyLink's Unifying Principles

We have established certain fundamental values that are the foundation for how we interact with our partners, our customers and with one another. We call these values our Unifying Principles, and they bring together our beliefs into a cohesive philosophy that guides our actions in all matters, including our greater social responsibility in the communities where we live and work. The Unifying Principles are Fairness, Honesty and Integrity, Commitment to Excellence, Positive Attitude, Respect, Faith and Perseverance.

CenturyLink in Minnesota

CenturyLink in Minnesota employs approximately 3,000 people with the majority of those jobs located in the Twin Cities metropolitan area. More than half of CenturyLink employees in the Twin Cities are represented by the Communications Workers of America Union. This includes approximately 500 network technicians, 200 of whom are being cross-trained to support Prism. Success in the market will trigger hiring more skilled technicians in the future to support Prism. CenturyLink also employs approximately 100 network engineers in the Twin Cities who work in partnership with the network operations team to plan, build and deploy service. CenturyLink's network operations team supports the new headend facility, located in Golden Valley.

Employees in the Twin Cities also include business sales, marketing, regulatory affairs, public policy, customer service and administrative support. Employees are located across the Twin Cities in central office neighborhood locations and at three main corporate campus locations:

- CenturyLink, 200 S. 5th Street, downtown Minneapolis
- CenturyLink, 2800 Wayzata Blvd, Bryn Mawr, Minneapolis
- CenturyLink, 70 W. 4th Street, downtown St. Paul

Many CenturyLink employees have worked with the company for decades experiencing early innovations as a telephone company and the current day transformation into a technologically-sophisticated service provider to local communities and Minnesota's largest companies.

With a statewide payroll that exceeds \$195 million each year, CenturyLink is a proud contributor to jobs and the economy in the state.

CenturyLink in the Community, Sustainability and Commitment to Diversity

CenturyLink is committed to strengthening and improving the communities it serves, not only through jobs, products and services, but also through philanthropic support of local community agencies, events and initiatives. We focus our philanthropic and volunteer efforts on K-12 education and programs that support youth; technology-focused initiatives; and locally-driven efforts that strengthen communities and make them better places to live.

Through our involvement in efforts ranging from environmental stewardship to community investment, we further our commitment to improve lives by being a good citizen and neighbor in the communities where we work and live.

- Since 2007, the CenturyLink Clark M. Williams Foundation (previously Qwest Foundation) has awarded \$800,000 to innovative Minnesota teachers working to improve STEM learning and access to technology in schools statewide. The Minnesota Business Partnership assists CenturyLink by administering the program. Together, we are helping to build awareness around STEM education and preparing Minnesota's future workforce for STEM careers.
- CenturyLink awards scholarships in partnership with local organizations to advance the opportunities of their stakeholders. Scholarships recipient organizations include:
 - CenturyLink STEM scholarship via Minnesota High Tech association.
 - Pacer Center Excite Technology Camp for Girls scholarship.
 - Minneapolis Urban League general education scholarships.
 - University of St. Thomas, ThreeSixty program scholarship.
- CenturyLink helps provide a state-of-the-art fan experience at Target Field as the Official Communications Provider for the Minnesota Twins and Target Field. CenturyLink's sponsorship also includes working with the Twins and the Metro Area Library Association to support the summer reading program.

- Through our Matching Time Grant program, Minnesota employees volunteering time to a non-profit agency can earn a CenturyLink Foundation grant for that organization.
- Our employees can further their community support through our annual CenturyLink All Employee Volunteer Day, Employee Giving Campaign supporting the Greater Twin Cities United Way and our Annual Food Drive supporting Second Harvest Heartland.
- We are committed to environmental sustainability through programs that include waste recycling, green information technology, and procurement policies and practices.
- CenturyLink provides incentives for employees in certain communities to make use of public transit or green commuter programs.
- Our Ethics and Compliance Program provides employees with guidance in making ethical business decisions and provides mechanisms for employees to report concerns.
- We have a Supplier Code of Conduct that establishes expectations for our contractors and vendors regarding ethical business practices.
- CenturyLink's Privacy Policy protects our customers' information and keeps our customers informed about the information we collect and the choices they have regarding that information.
- Diversity is celebrated and promoted through our Employee Resource Groups, recruiting, global supply chain and community outreach.

CenturyLink Lifeline & Internet Basics

CenturyLink participates in Lifeline, which provides certain discounts to qualified subscribers on monthly service. The program is designed to help low income households with needed phone services. Lifeline is available to qualifying customers in every U.S. state. Qualifications vary by state. Residents of American Indian and Alaskan Native tribal lands may qualify for up to an additional \$25 of enhanced Lifeline support monthly. They may also qualify for the Link-Up program, which helps consumers pay the initial installation costs of getting telephone service. Link-Up provides a credit of up to \$100 of the initial installation charges for tribal customers.

CenturyLink supports the Federal Communications Commission's goal of bringing high-speed Internet to economically-disadvantaged households. We work with nonprofit partners throughout our state to engage communities in the CenturyLink Internet Basics program which provides qualifying low-income Minnesotans service at a reduced rate. CenturyLink has conducted training programs and awareness building around Internet Basics through the Minneapolis Urban League. We have created partnerships with the Minneapolis Public Schools and PC's for People to distribute hundreds of computers to low-income families and provide information to families on the opportunities offered through CenturyLink Internet Basics.

CenturyLink, the applicant, is a Delaware corporation, in good standing and authorized to do business in the State of Minnesota.

The following responds directly to the requested information set forth in the Request for Proposals:

- A. Plans for channel capacity, including both the total number of channels capable of being energized in the system and the number of channels to be energized immediately.

Applicant's underlying switched digital IP based technology allows for an almost unlimited channel capacity. While a final channel lineup has not been finalized at this time, please see "Exhibit A – channel lineup and programming packages" from another jurisdiction CenturyLink offers Prism™ service. CenturyLink will provide the City with a copy of the actual channel lineup prior to launching service. It should be noted that currently CenturyLink offers more channels in HD than any other MVPD nationally. It also provides a robust library of Video on Demand content.

- B. A statement of the television and radio broadcast signals for which permission to carry will be requested from the Federal Communications Commission.

Franchisee will make all appropriate filings and preparations prior to the turn up of its video service including (1) filing a community registration with the FCC via FCC Form 322; (2) providing notice to local broadcasters and requesting either must-carry or retransmission consent election. In the Twin Cities area, Applicant will negotiate retransmission agreements with the following stations: KARE, KMSP, KSTC, KSTP, WCCO, WFTC, and WUCW. The following stations will be carried via a must carry election by the station: KPXM and KTCA. And (3) registration of any antennas required to provide service.

In its existing markets, Franchisee complies with many additional federal requirements in providing its Prism™ service, including all of the FCC requirements applicable to multichannel video programming distributors (such as equal employment opportunity and set-top box requirements), the FCC requirements applicable to EAS participants that are wireline video service providers, other FCC requirements applicable to provision of Prism™ (such as receive-only earth station license requirements and annual regulatory fees for IPTV providers), and the Copyright Office requirements for cable systems filing semi-annual copyright statements of accounts and paying statutory license fees. Franchisee does not file an FCC Form 327 relating to CARS microwave facilities because Franchisee does not use such facilities in connection with the provision of Prism™. Similarly, Franchisee does not file FCC Form 320 and FCC Form 321 as they relate to the use of aeronautical frequencies that are not applicable to the IPTV technology.

- C. A description of the proposed system design and planned operation, including at least the following items:

Description of the Technology and Infrastructure:

CenturyLink will deploy its cable communications service, Prism™, over facilities owned by an affiliated company, Qwest Corporation, d/b/a CenturyLink (QC). Prism™ is a switched digital service and is Ethernet based (it is not a QAM based, broadcast service). The fact that the service is switched digital and Ethernet based enables CenturyLink to offer unique features and functions, e.g., warp channel change, not generally available over more traditional cable systems, as more fully detailed below.

Currently, two network architectural designs are used to deliver Prism™ to subscribers: fiber to the node (FTTN) and fiber to the premises (FTTP), but the quality of the cable communications service is of the same high, technical quality regardless of the underlying network architecture. For FTTN, CenturyLink deploys fiber from a serving central office to a remote terminal in a neighborhood. The remote terminal houses the electronics (currently VDSL2) and such electronics create a broadband stream to individual addresses of up to 40Mbps (80Mbps if using pair bonding) over a copper subloop. For FTTP, there is fiber connectivity from the serving central office to a distinct address/location via an optical loop terminal (OLT) and this fiber connection will support broadband speeds of up to One Gbps. A set-top box is required for each television in a home to receive Prism™. CenturyLink recently introduced a wireless set top box which enables the end user to move Prism™ to any location such as the patio or garage.

QC is the traditional telecommunications provider in the Twin Cities area. It has and will continue to pull all necessary permits and comply with all local rules, codes and ordinances associated with access to and presence in the public rights of way.

Please see Exhibit B (TRADE SECRET).

1. The general area for location of antenna and headend, if known;

CenturyLink has two "super head ends", one located in Columbia, Missouri and one in Littleton, Colorado and each super head end has a satellite "farm" used to download national content. These two super head ends provide redundancy, i.e., should an emergency interrupt service at one super head end, and then the other head end will be used to provide the national content. The national content is encoded and then deployed over diverse 10 Gig fiber circuits to the local head where the local content, including public, educational and government access channels, is inserted for ultimate delivery to end users. St. Paul customers will be served out of

the super head end is in Columbia, Missouri and the local head end will be located in Golden Valley, Minnesota. CenturyLink will pick up the local broadcast signals via fiber circuits and will also capture those signals by antennae located at the local head end as a back-up, precautionary measure.

2. The schedule for activating cable and two-way capacity;

While an exact launch date has yet to be determined, we are working diligently to complete all necessary work and required testing and operational readiness reviews to offer service to customers upon successful execution of a Franchise Agreement. Applicant will meet with the City to share the actual launch date when it becomes finalized.

3. The type of automated services to be provided;

As noted above, we have attached a sample channel line up from another market. This illustrates the vast selection of content available to subscribers. Because our system is IP based, we offer unique applications available via the television set such as access to Picasa. In addition, search and streaming services are available which enable viewers to search for the cheapest gasoline within a specified area or to stream selected stock market quotes. We also have an ever increasing video on demand library. Prism™ is a state of the art offering and its features and functions also include, but are not limited to: (1) whole home DVR; (2) warp speed channel change; (3) find-it fast navigation, (4) multi-view (4 shows on one screen); (5) personal media sharing; (6) interactive news and information dashboard; (7) Prism™ on the Go (select content available over mobile devices such as smart phones and tablets); and (8) advanced parental controls. By going to the following URL, you can “experience” the features and functions of Prism™ through a short demonstration: <http://www.centurylink.com/prismtv/ffindex.html>.

4. The number of channels and services to be made available for access cable broadcasting; and

Applicant will carry the same number of PEG stations as the incumbent. Further, Applicant is willing to carry any of the PEG stations in High Definition (“HD”) format if the entity originating the signal provides that signal to Applicant in HD. Applicant will down convert the HD signals to standard definition (“SD”) for those customers who may not subscribe to an HD package.

5. A schedule of charges for facilities and staff assistance for access cable broadcasting;

Franchisee will make all of the City's access channels available to its subscribers. For purposes of acquiring the signal, Franchisee will pick up the City's Access Channel signals at the point(s) of origination via a fiber facility and transport such content back to the local VSO for insertion in the channel lineup. At the point(s) of origination, Franchisee will need rack space and power for its equipment to receive the signal(s) handed off by the City to Franchisee. Franchisee will pay for all facilities and equipment located on its side of the demarcation point where the City will hand off its content to Franchisee and as is industry practice, the City will be responsible for all equipment on its side of the demarcation point.

One of the features available on Prism™ is "multi-view" -- we create a single channel/landing page for a category of shows, e.g., news, and make all the news channels available using picture in a picture technology. The end user can then click on the channel he or she wants to watch or watch four simultaneously. You can see a quick demonstration of this feature by clicking on the following URL:

<http://www.centurylink.com/prismtv/#prism-tv-virtual-test-drive.html>.

We will use this same technology to create a "multi-view" (also referred to as "mosaic") for the City's Access Channels. In other words, we will work with the City to assign a channel placement/number for the Access Channel mosaic so that all of the City's Access Channels will be available on the "landing page" and an end user merely needs to click on the specific channel/picture in a picture to be seamlessly taken to the selected Access Channel in full screen view. Because each of the Access Channels has its own dedicated channel assignment, the channels are offered in the same video and audio quality as all other channels and can be recorded if so desired by an end user. Further, access to the City's Access Channels will not be limited to residents of St Paul. Rather, Prism™ subscribers throughout the area will have access to the various franchised cities' Access Channels and City residents will have access to other Cities' or Cable Commissions' Access Channels. This opens a vast array of viewing options for citizens.

Franchisee is willing to make all the City's access channels available in high definition if the City hands them to Franchisee in that format. If so, Franchisee will down convert all such HD Access Channels to SD so they can be viewed by any end user not capable of receiving HD signals. As this relates to the multi-view screen for the Access Channels, Applicant's middleware will automatically know if a subscriber needs to see the channel in SD or HD and will automatically route the end user to the channel with the proper format.

With respect to video on demand, Franchisee will offer the City a specified amount of space on its VOD servers, as will be specified in the franchise.

This will enable viewers to go into the VOD library and to view, on an on-demand basis, any Access Channel content that the City has handed to Franchisee for storage on its VOD servers. Such VOD content hand off has a common industry standard which will be shared with the City when the terms of the franchise are negotiated and finalized.

- D. Terms and conditions under which particular service is to be provided to governmental and educational entities.

Applicant will provide at no charge expanded basic service to all government buildings, schools, and public libraries located within its service footprint so long as those locations are capable of receiving service from Applicant and no other cable provider is providing service at such locations.

- E. A schedule of proposed rates in relation to the services to be provided and a proposed policy regarding unusual or difficult connection of services.

Final rates have yet to be determined, please see "Exhibit C- sample Prism™ rates" which are offered here for illustrative purposes. CenturyLink will provide Prism service to all qualified households within seven days. CenturyLink does not have "non-standard" installation, i.e., the provision of service at an additional construction cost to the subscriber. Qualification for Prism™ service is purely a technical issue - it is not possible to pay an additional amount to qualify for the service.

- F. A time schedule for construction of the entire system with the time sequence for wiring the various parts of the area requested to be served.

Applicant is still finalizing its initial footprint for the deployment of cable services within the St. Paul service area. Applicant's planned deployment is highly confidential. Pursuant to an executed franchise agreement(s), Applicant will meet regularly with the City to discuss where service is available and any plans for additional deployment. Applicant is the second entrant into the wireline video market in St. Paul. As a second entrant, investment in and expansion of Applicant's Cable System should be driven by market success, and not a contractual requirement for ubiquitous coverage.

The following sets forth some critical background with respect to deployment of both telecommunications and cable infrastructure. Initially, local telephone companies were granted monopolies over local exchange service in exchange for taking on a provider of last resort obligation- a duty to provide service - to customers in its service territory. Similarly, with respect to video services, the City has given the incumbent video provider (and its predecessors) a monopoly over facilities based video. In exchange

for making the capital investment to deploy facilities, the incumbent cable company got 100 percent of the customers who wanted cable television.

Subsequently, with respect to telephone services, the federal and local governments effectively eliminated the local telephone monopolies and fostered robust competition. It should be noted that in doing so, the telecom second entrant had absolutely no obligation to build any facilities or to serve any particular location(s) at all. As the FCC noted, imposing build-out requirements on new entrants in the telecommunications industry would constitute a barrier to entry (13 FCC Rcd 3460, 1997). Cable companies were free to enter the telecom market on terms that made business and economic sense to them. This very environment was the catalyst for robust wireless and wireline competition and the proliferation of higher broadband speeds.

Congress became concerned about the lack of competition in the video world and in 1992 amended federal law to prohibit a local franchising authority from “unreasonably[y] refus[ing] to award an additional competitive franchise.” 47 U.S.C. § 541(a)(1) provides a direct avenue for federal court relief in the event of such an unreasonable refusal. 47 U.S.C. § 555(a) and (b). Until the advent, however, of state statutes granting statewide cable franchises without a mandatory build requirement (e.g., Florida) or progressive cities willing to grant competitive franchises, cable monopolies continued to the detriment of consumers and competition. Level playing field requirements are just one example of barriers to competitive entry erected by cities at the behest of the cable monopolies.

Courts have ruled, however, that “level playing field” provisions do not require identical terms for new entrants. See, for example, *Insight Communications v. City of Louisville*, 2003 WL 21473455 (Ky. Ct. App. 2003), where the court found:

There will never be an apple-to-apple comparison for Insight and other franchisee simply because Insight is the incumbent which in its own right and through its predecessors has been the exclusive provider of cable services in the City of Louisville for almost thirty years. No new cable franchisee can ever be in the same position as a thirty-year veteran.

See also, In Cable TV Fund 14-A, Ltd. v. City of Naperville (1997 WL 209692 (N.D. Ill); and *New England Cable Television Ass’n, Inc. v. Connecticut DPUC*, 717 A.2d 1276 (1998).

In sharp contrast to the monopoly provider, a second entrant faces a significant capital outlay with absolutely no assurance of acquiring customers; rather, it must compete with the monopoly incumbent and win

each and every customer over. As Professor Thomas Hazlett of George Mason University has explained, “[i]ncumbents advocate build-out requirements precisely because such rules tend to limit, rather than expand, competition.” The federal Department of Justice has also noted that “...consumers generally are best served if market forces determine when and where competitors enter. Regulatory restrictions and conditions on entry tend to shield incumbents from competition and are associated with a range of economic inefficiencies including higher production costs, reduced innovation, and distorted service choices.” (Department of Justice Ex Parte, May 10, 2006, FCC MB Dkt. 05-311).

The fact is that the incumbent cable provider has (1) an established market position; (2) all of the cable customers; and (3) an existing, in-place infrastructure. These disparate market positions make imposing a build-out requirement on a competitive entrant bad public policy. Under the guise of “level playing field” claims, incumbent cable operators seek to require new entrants to duplicate the networks the incumbents built as monopolies, knowing that such a requirement will greatly reduce, if not eliminate, the risk of competitive entry.

In 2007, the FCC issued its findings with respect to facilities based video competition and held as follows: (1) with respect to level playing field requirements, the FCC stated that such mandates “unreasonably impede competitive entry into the multichannel video marketplace by requiring local franchising authorities to grant franchises to competitors on substantially the same terms imposed on the incumbent cable operators (Para. 138); and (2) with respect to mandatory build out, the FCC held that “an LFA’s refusal to grant a competitive franchise because of an applicant’s unwillingness to agree to unreasonable build out mandates constitutes an unreasonable refusal to award a competitive franchise within the meaning of Section 621(a)(1) [47 U.S.C. § 541(a)(1)].”

Those two FCC holdings alone should put this entire matter to rest – level playing field requirements and unreasonable mandatory build requirements are barriers to competitive entry in the cable market and violate the federal Cable Act and the FCC’s order. Minnesota, however, codified its requirements in a state law and the FCC expressly declined to “preempt” state laws addressing the cable franchising process.

It is clear, however, that the FCC did not intend to protect the Minnesota statute which mandates the imposition of barriers to entry on each and every local franchising authority. As various providers were trying to enter the competitive cable market and encountering barriers such as level playing field requirements and mandatory build out provisions, many states passed statutes to facilitate competitive entry and to prevent local

franchising authorities from erecting barriers to entry. Such laws were passed in 26 states including Florida, Missouri and North Carolina, where CenturyLink has taken advantage of the streamlined process to enter a market without a mandatory build obligation. These laws have facilitated competitive entry as evidenced, for example, by the presence of four facilities based competitors in the Orlando, Florida market, including CenturyLink and Comcast. As such, these state laws are aligned and not in conflict with the FCC's and Congress' policies for promoting competition in the video distribution market.

Minnesota's cable law, however, is quite the opposite. Minnesota's cable act dates back to the 1970s and directs each local franchising authority to impose not only a level playing field across a broad range of issues (many of which Franchisee does not oppose), but also a five year mandatory build out requirement. Both of these provisions have been deemed to be barriers to entry by the FCC. The incontrovertible fact is that the law has been extremely successful in barring cable communications competition in St. Paul: The City has not experienced any facilities based competition because of the barriers to entry Minnesota codified in Chapter 238.

In support of this position, that the FCC's 2007 Order preempts Minn. Stat. Chapter 238, Franchisee notes the following:

- Conflict preemption: State law may be preempted without express Congressional authorization to the extent it actually conflicts with federal law where state law "stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress" *English v. General Elec. Co.*, 496 U.S. 72,79 (1990).
- Whether state law constitutes a sufficient obstacle is a matter of judgment to be informed by examining the federal statute as a whole and identifying its purpose and intended effects. *Crosby v. Nat'l Foreign Trade Council*, 530 U.S. 363,372 (2000).
- Minn. Stat. § 238.08 mandates terms that each municipality must implement in granting a new or renewed cable franchise.
- Minn. Stat. § 238.084 sets forth the required contents of a franchise ordinance and sets forth very precise requirements in an initial franchise about the build: commence build within 240 days; must construct at least 50 plant miles per year; construction throughout the franchise area must be substantially completed within 5 years of granting the franchise; and these requirements can be waived by the franchising authority only upon occurrence of unforeseen events or acts of God.
- Section 621(a)(1) initially gave local authorities the authority to grant franchises, but this broad grant resulted in exclusive franchises/monopolies. Congress "believe[d] that exclusive

franchises are contrary to federal policy . . . which is intended to promote the development of competition. H.R. Conf. Rep. No. 102-862, at 77 (1992).

- Legislative history clearly supports that Congress was focused on fostering competition when it passed the 1992 Act. *Qwest Broadband Servs. Inc. v. City of Boulder*, 151 F. Supp. 1236, 1244 (D. Colo. 2001).
- In its 2007 order, the FCC found that “an LFA’s refusal to grant a competitive franchise because of an applicant’s unwillingness to agree to unreasonable build out mandates constitutes an unreasonable refusal to award a competitive franchise within the meaning of Section 621(a)(1).” The FCC order, however, targeted local and not state laws.
- Arguably, the Minnesota build requirements set forth in Section 238.084(m) are in conflict with Section 621(a)(1) and are, therefore, preempted.

In the Boulder case, the court applied Section 621’s prohibition on unreasonable refusals to grant franchises to find conflict preemption where local rules required voter approval for any new franchises.

- The mandatory build out in the Minnesota statute could be considered a de facto “unreasonable refusal” to grant a franchise and thus conflict with the pro-competition purpose set forth in 621(a)(1).
- In upholding the FCC’s ruling, the Sixth Circuit stated that “while the [FCC] characterized build out requirements as ‘eminently sensible’ under the prior regime in which cable providers were granted community-wide monopolies, under the current, competitive regime, these requirements ‘make entry so expensive that the prospective . . . provider withdraws its application and simply declines to serve any portion of the community.’ *Alliance for Cmty Media v. FCC*, 529 F.3d 763, 771 (6th Cir. 2008).
- The FCC ruling targeted local rules and actions and the FCC refrained from preempting state regulation because it lacked “a sufficient record to evaluate whether and how such state laws may lead to unreasonable refusals to award additional competitive franchises.” FCC Cable Franchising Order (FCC 06-180, at n.2 & ¶ 126). That is not to say, however, that upon full consideration, the FCC would not find the Minnesota mandatory build requirements to constitute an unreasonable refusal under Section 621.
 - The franchising laws which were being enacted about the time of the FCC order facilitated competitive entrants into the facilities based video market.

- In sharp contrast, the Minnesota statutes mandates individual cities and commissions to include onerous build out schedules which, standing alone, would run afoul of the FCC's order.

It should also be noted that at least two cities in Minnesota have chosen to award competitive franchises to second entrants without satisfying all the mandates of Chapter 238. See *Mediacom Minnesota, LLC v. City of Prior Lake*, Minn. Ct. of Appeals, A09-1379 (Unpublished decision, Filed June 22, 2010). In October 2014, the City of Owatonna awarded a competitive franchise to a second provider, and the franchise did not contain the five year build requirement set forth in Chapter 238. Rather, it contained a market success model expressly endorsed by the FCC. The competitor will provide service to 25 percent of the City of Owatonna and will have no further obligation to enable the provision of cable communications services until 48 percent of households in the footprint subscribe to its service.

Finally, nothing in the FCC's Order on Reconsideration released in January of this year alters the above analysis.

- G. A statement indicating the applicant's qualifications and experience in the cable communications field, if any.

CenturyLink has been offering Prism™ since 2008, when it initially launched its service in Lacrosse, Wisconsin, and has continued to expand its Prism™ footprint since that time. Prism™ is currently available in 14 markets. The attached Exhibit D is a list of the jurisdictions in which CenturyLink offers Prism™ pursuant to either statewide franchise statutes or locally negotiated, competitive franchises. In addition, the Company offers an analog product in smaller markets in Wisconsin and Iowa.

CenturyLink has upgraded and/or deployed new facilities, including fiber to the premises, so that it is capable of offering service to over 2.4 million homes. CenturyLink has approximately 240,000 Prism™ customers and continues to bring on new subscribers daily.

Tyler Middleton is the Vice President of Operations for Minnesota. His team includes more than 500 technicians, 200 of whom are being cross-trained to install and support Prism™. There is a wide array of employees performing various functions in support of Prism™ in the Twin Cities, including approximately 100 engineers who will be working under Mr. Middleton's leadership to design and support the infrastructure that enables Prism™.

Trent Clausen is the Vice President of Construction for the Midwest Region. He has held a variety of leadership positions in the network organization over the past 16 years, including positions managing and leading capital planning, field construction, local engineering, dispatch operations, and

installation and maintenance operations. His team successfully upgraded the network in Omaha to support the launch of Prism™ there in 2013 and will be responsible, working closely with Mr. Middleton's team, to construct the network to support Prism™ in Minneapolis and the Twin Cities metropolitan area.

There are three essential corporate divisions which support the provision of Prism™ to end users: Global Operations and Shared Services, Global Markets and Product Development and Technology.

The Global Operations and Shared Services organization is led by Executive Vice President Maxine Moreau. A 30-year veteran of telecommunications, Maxine Moreau brings a depth of knowledge and experience in network services, operations, IT and process improvement to her role as Executive Vice President of Global Operations and Shared Services. She is responsible for operational excellence through the end-to-end planning, engineering, construction, operation and maintenance of CenturyLink's global network, as well as regional operations and hosting data centers. Moreau oversees network enablement that currently provides commercial 100Gbps services to businesses for high-bandwidth needs as well as the deployment of 1Gbps fiber networks in certain markets, including Minneapolis for both consumer and business customers. Members of her team will staff the VSO in Golden Valley.

Maxine Moreau's team is responsible for the engineering, planning and deployment of all network infrastructure, including the infrastructure on a national and local basis for the delivery of Prism™. In addition, organizations responsible for data and video operations report up to Maxine. These centers, from an operational perspective, constantly monitor and repair, if necessary, the entire network including the facilities used in the provision of Prism™.

The Global Markets organization is led by President Karen Puckett. With 30 years of telecommunications experience, Karen Puckett is an industry veteran with proven success in the integration of complex operations, the achievement of industry-leading financial and operational performance, and the creation of a company culture that is focused on accountability, innovation and growth. As CenturyLink's Chief Operating Officer, Puckett is responsible for the company's financial and operational performance in the business and consumer segments. She leads marketing, sales, service delivery, care and customer experience initiatives for all business and consumer customers and the implementation of the local operating model in the company's local service areas in 37 states. Puckett has been at the forefront of CenturyLink's transformation from a local telephone exchange company serving rural and mid-sized markets to an industry leader in

advanced communications services with customers throughout the United States and overseas. Her visionary leadership has been instrumental in the company's ability to thrive in the new arenas of cloud, data hosting and managed services, as well as facilities based switched digital video service while maintaining its focus on operational excellence and financial strength. Puckett led the 2001 companywide realignment to the local operating model, placing decision making closer to the customer and making the company more responsive to the marketplace. The model has consistently resulted in financial and operational improvements as CenturyLink has acquired new markets.

As it relates to Prism™, Karen Puckett's organization owns the customer experience in terms of sales and repairs. There are five call centers which provide support for consumer sales, including Prism™. These centers are located in Sioux City, Iowa; Idaho Falls, Idaho; Boise, Idaho; Midvale, Utah; and Phoenix, Arizona.

The Product Development and Technology organization is led by Executive Vice President and Chief Technology Officer, Aamir Hussain. Hussain is an experienced senior technology executive with more than 23 years of proven success in the implementation of global technology operations, operationalization of complex technology, infrastructures, and business solutions while driving capital cost efficiencies in the business. Hussain and his team are responsible for the design and delivery of next generation products, services and technologies critical to achieving CenturyLink's strategic growth priorities, including Prism™. Hussain has a diverse background in data, security, voice, video and wireless technologies. Prior to joining CenturyLink, he held senior leadership roles at Liberty Global, Covad, TELUS and Qwest. Hussain sits on several startup and non-profit boards, is technical advisor to technology companies and holds 11 patents in Telecommunications. In addition, he has completed leadership, innovation and strategy training from Harvard, the INSEAD institute in France and the International School of Business Management in Switzerland.

Aamir's team is charged with constantly working to implement new technologies and innovations to enhance the customer experience across the entire suite of CenturyLink products, including Prism™.

Glenn Garbelman serves as the Vice President of the Video Operations at CenturyLink, and is based in Monroe, Louisiana. He currently has day-to-day operational responsibility for all video services, which is currently serving 240,000 Prism™ customers with more than 150 employees on his team. Prior to joining CenturyLink, he was part of a large communications company that successfully launched and supported IPTV video in over 70 markets throughout the United States. He has more than 25 years of

experience in the industry with the last 10 focused on video products and services over an IP network.

Sandeep Bhalla is the Director of Video Technical Operations. Responsible for the daily operations of CenturyLink Video Services, Sandeep oversees the Video Operations staff and ensures the integrity of operations and processes. With 19 years of technical experience and 10 years of video, Sandeep has served as a CenturyLink representative to national and international forums related to next generation video services. Prior to joining CenturyLink, Sandeep was a Manager of Head End Implementation for a large communications company. Sandeep holds a BA from the University of California Berkley.

Charles Becker is the Manager Video Operations IPTV responsible for all headends based out of Denver, Colorado. The Video Headend Team is responsible for the operation and acquisition of all video content served by the Prism™ platform both local and national. The team maintains and operates 17 headends located in 13 states across the country. This team supports new market builds, preventative maintenance, outage resolution and proactively supports the video monitoring teams in outage resolution. Charles is a 35 year veteran of the video industry and 9 year employee of CenturyLink.

Steve Epstein is a Senior Lead Engineer –Managing for CenturyLink. Steve was the initial member of the CenturyLink Video team and brings 35 years of broadcast experience to CenturyLink. In addition to being Chief Engineer at several television stations, Steve was the technical editor of Broadcast Engineering magazine. Steve is an SBE certified professional broadcast engineer and holds a BS in Broadcasting.

- H. A statement indicating applicant's policies and procedures to comply with applicable customer service standards, including performance measures used by applicant to meet such standards. Examples of any reports or other statistical information provided by applicant to other local franchising authorities served by applicant should also be included, if available.

Applicant will comply with all FCC, state and local customer service standards. There are five consumer call centers, and they are located in Sioux City, Iowa; Idaho Falls, Idaho; Boise, Idaho; Midvale, Utah and Phoenix, Arizona. These centers are staffed from 8:00 a.m. to 6 p.m. (local time Monday through Friday). In addition, calls are handled by agents on Saturday and Sunday. CenturyLink uses outside vendors to handle overflow for calls as needed. CenturyLink schedules its agents on a daily basis to meet service level targets. Call activity is monitored throughout the day and call routing is updated throughout the day to help insure calls

are answered within appropriate timeframes. Also, the local team is always available to work with customers or City staff to answer any questions or resolve any issues relating to the provision of Prism. In addition, in the event that the call center personnel or members of Public Policy working across business segments are unable to successfully resolve an issue, then the issue may be referred to the Customer Advocacy Group ("CAG"). The CAG handles any issues or complaints received from Senior Company Officers, Regulatory Agencies, Attorney General's offices, Legal, Security, Corp Compliance, etc., and each such issue is assigned, investigated and resolved by the a CAG manager. The manager is responsible for documenting the issue, the findings of the investigation, conversations or interactions with the customer and/or company employees, the resolution and associated action taken. A sample of Applicant's customer service report is attached hereto as Exhibit E.

- I. An identification of the municipalities (including contact information for the municipal officials in each community) in which the applicant either owns or operates a cable communications system, directly or indirectly, or has outstanding franchises for which no system has been built.

Please see Exhibit D for a list of jurisdictions Applicant or affiliate of Applicant holds a cable franchise agreement pursuant either to local agreement or statewide franchise authority.

- J. Plans for financing the proposed system, which must indicate every significant anticipated source of capital and significant limitations or conditions with respect to the availability of the indicated sources of capital. This information should include:

1. Current financial statement

Applicant's ultimate parent company is CenturyLink, Inc. CenturyLink's most recent Form 10-K (along with all other SEC filings) may be found here: <http://ir.centurylink.com/docs.aspx?iid=4057179>.

2. Proposed sources and uses of funds for the construction project

Applicant's ultimate parent company is CenturyLink, Inc. which is a Fortune 500 Company (currently around Fortune 150) with annual operating revenues exceeding \$18 billion in 2013. Applicant does not require any unique or additional funding sources (i.e., special notes or bonds) in order to deploy its Prism™ service in this, or any other market.

3. Financial budgets for the next three (3) years;

See response to J (4) below.

4. Documentation regarding the commitment of funds; and

As a publicly traded Company, CenturyLink releases a very limited amount of forward-looking information for the company as a whole, but it does not provide forward-looking information at the individual market level because it could lead to incorrect or inappropriate assumptions or conclusions by its current and potential investors regarding the business as a whole. Given the extremely sensitive nature of the information contained in the requested proforma, applicant cannot file this information as part of its application.

5. Any other information that applicant determines would be useful in evaluating its financial qualifications.

Please see response to J (1) above.

- K. A statement of ownership detailing the corporate organization of the applicant, if any, including the names and addresses of officers and directors and the number of shares held by each officer or director, and intercompany relationship, including the parent, subsidiary or affiliated company.

Applicant's ultimate parent company is CenturyLink, Inc., a Louisiana corporation headquartered in Monroe, Louisiana, and, through its subsidiaries, owns 100% of Qwest Broadband Services, Inc. d/b/a CenturyLink. A more detailed corporate structure is depicted on the attached Exhibit F. On April 21, 2010, CenturyLink, Inc. reached an agreement to purchase Qwest Communications International, Inc. ("QCII") through a tax-free, stock-for-stock transaction. Under the terms of the parties' merger agreement, CenturyLink, Inc. is the ultimate parent of QCII and the subsidiaries that were under QCII. At the time of the merger between CenturyLink and Qwest Communications International, Inc., Franchisee was a wholly-owned subsidiary of Qwest Services Corporation, Inc. as was Qwest Corporation, the entity which places facilities in the City's public rights of way pursuant to the City's ordinances and associated rules. Further, at merger, Franchisee was a member of the National Cable Television Cooperative ("NCTC") as was the CenturyLink entity which offers Prism in legacy CenturyLink markets, e.g., Florida. Because the NCTC expressly forbids more than one entity within a corporate family to belong to and directly obtain content from the NCTC and because any affiliated entity receiving content from the NCTC must be a wholly-owned subsidiary of the NCTC member, CenturyLink, Inc. moved Franchisee from being a subsidiary of Qwest Services Corporation to being a subsidiary of CenturyTel Broadband Services, LLC. As provided in the original application filed with the City, the following sets forth the officers and directors of Franchisee. This group of officers and directors do not own any shares of the franchisee.

Qwest Broadband Services, Inc. (Delaware Domestic)

Directors: R. Stewart Ewing, Jr.
Stacey W. Goff

Officers:

Chief Executive Officer and President	Glen F. Post, III
President Global Markets	Karen A. Puckett
Executive Vice President and Chief Financial Officer	R. Stewart Ewing, Jr.
Executive Vice President, General Counsel	Stacey W. Goff
President IT Services and New Market Development	Girish Varma
Vice President – Public Policy and Government Relations	James P. Campbell
President – Wholesale Operations	William E. Cheek
Executive Vice President – Controller and Operations Support	David D. Cole
Executive Vice President – Network Services	Maxine Moreau
Vice President and Treasurer	Glynn E. Williams, Jr.
Vice President	Jonathan J. Robinson
Secretary	Kay Buchart
Assistant Secretary	Joan E. Randazzo
Assistant Secretary	Meagan E. Messina

- L. A notation and explanation of omissions or other variations with respect to the requirements of the proposal.

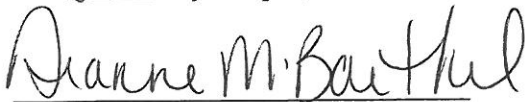
None at this time.

Respectfully Submitted,



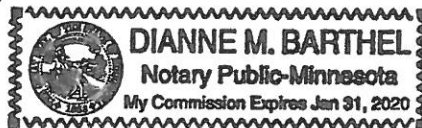
Qwest Broadband Services, Inc. d/b/a CenturyLink
By: Patrick Haggerty

Subscribed and sworn to before me
this 24th day of April, 2015



Notary Public

My Commission Expires: Jan 31, 2020





Contact CenturyLink

Sales: 877-299-0172

Support: 866-314-4148

Phoenix Channel Lineup

Prism™ Essential

3	3TV (KTVK)	1129	FX HD	1045	My Network TV HD (KUTPDT)
1003	3TV HD (KTVKDT)	129	FX	1266	National Geographic Channel HD
1167	A&E HD	1131	FXX HD	266	National Geographic Channel
167	A&E	131	FXX	12	NBC (KPNX)
15	ABC (KNXV)	4004	Galavision HD	1012	NBC HD (KPNXDT)
1179	ABC Family HD	3004	Galavision	1640	NBC SN HD
179	ABC Family	36	GetTV (KFPDHT2)	640	NBC SN
1015	ABC HD (KNXVDT)	1641	Golf Channel HD	20	NBC Weather Plus (KPNXDT2)
1796	AMC HD	641	Golf Channel	1630	NFL Network HD
796	AMC	1176	Hallmark Channel HD	630	NFL Network
16	Antenna TV (KNXVDT2)	176	Hallmark Channel	629	NFL RedZone (Pay Per View)
1105	AXS TV	1106	HDNet Movies	1629	NFL RedZone HD (Pay Per View)
13	AZ-TV (KAZT)	1451	HGTV HD	1638	NHL Network HD
1013	AZ-TV HD (KAZTDT)	451	HGTV	638	NHL Network
41	Azteca America (KPDFCA)	271	History	1314	Nickelodeon HD
310	Baby First TV	1203	HLN HD	314	Nickelodeon
1156	BET HD	203	HLN	1368	Oxygen HD
156	BET	1422	Home Shopping Network HD	368	Oxygen
1222	Bloomberg HD	19	Home Shopping Network	1683	PAC 12 Arizona HD
222	Bloomberg	422	Home Shopping Network	683	PAC 12 Arizona
327	Boomerang	1261	ID HD	106	Pay Per View Events HD
1182	Bravo HD	261	ID	1101	Pay Per View Events HD
182	Bravo	51	ION (KPPX)	101	Pay Per View Events
1650	BTN HD	1051	ION HD (KPPXDT)	8	PBS Eight (KAET)
650	BTN	1428	Jewelry Television HD	1008	PBS Eight HD (KAETDT)
1651	BTN2 HD	17	Jewelry Television	8006	Phoenix Educational Access
651	BTN2	428	Jewelry Television	8005	Phoenix Government Access
1652	BTN3 HD	1168	Justice Central HD	8014	Pinal County Government Access
652	BTN3	168	Justice Central	9161	Premier League Extra Time 1 HD
1230	C-SPAN HD	4	KPHO Weather Now (KPHODT2)	9151	Premier League Extra Time 1
230	C-SPAN	1361	Lifetime HD	9162	Premier League Extra Time 2 HD
1231	C-SPAN2 HD	361	Lifetime	9152	Premier League Extra Time 2
231	C-SPAN2	364	Lifetime Real Women	9163	Premier League Extra Time 3 HD
1327	Cartoon Network HD	1362	LMN HD	9153	Premier League Extra Time 3
326	Cartoon Network	362	LMN	9164	Premier League Extra Time 4 HD
5	CBS (KPHO)	5129	MC ?70s	9154	Premier League Extra Time 4
1005	CBS HD (KPHODT)	5128	MC ?80s	9165	Premier League Extra Time 5 HD
411	CenturyLink Information	5127	MC ?90s	9155	Premier League Extra Time 5
1411	CenturyLink Information	5116	MC Adult Alternative	90	Prism Applications
8015	City of Casa Grande	5115	MC Alternative	92	Prism Games
8003	City of Chandler Educational Access	5146	MC Blues	301	Prism Kids
8002	City of Chandler Government Access	5134	MC Classic Country	201	Prism News
8004	City of Gilbert Government Access	5118	MC Classic Rock	11	Prism PEG Channels
8007	City of Glendale Government Access	5149	MC Classical Masterpieces	601	Prism Sports
8008	City of Maricopa Government Access	5135	MC Contemporary Christian	1420	QVC HD
8010	City of Mesa Educational Access	5133	MC Country Hits	18	QVC
8011	City of Mesa Government Access	5103	MC Dance	420	QVC
8009	City of Peoria Government Access	5148	MC Easy Listening	1799	Reelz Channel HD
8001	City of Scottsdale Government Access	5111	MC Gospel	799	Reelz Channel
8013	City of Surprise Government Access	5105	MC Hip-Hop and R&B	1424	ShopHQ HD
8012	City of Tempe Government Access	5107	MC Hip-Hop Classics	424	ShopHQ
1526	CMT HD	5101	MC Hit List	1146	Spike TV HD
526	CMT	5104	MC Indie	146	Spike TV
1216	CNBC HD	5145	MC Jazz	1337	Sprout HD
216	CNBC	5124	MC Kidz Only!	337	Sprout
1202	CNN HD	5150	MC Light Classical	1152	Syfy HD
202	CNN	5120	MC Love Songs	152	Syfy
1141	Comedy Central HD	5114	MC Metal	21	TBN (KPAZ)
141	Comedy Central	5138	MC Mexicana	1560	TBN HD
48	Daystar (KDTP)	5137	MC Musica Urbana	560	TBN
1121	Discovery Channel! HD	5122	MC Party Favorites	1113	TBS HD
121	Discovery Channel!	5131	MC Pop Country	113	TBS
1303	Disney Channel HD	5121	MC Pop Hits	5123	Teen MC
303	Disney Channel	5136	MC Pop Latino	39	Telemundo (KTAZ)
9999	DVR	5102	MC Pop Rhythmic	3007	Telemundo (KTAZ)
8016	Dysart Schools Educational Access	5109	MC R&B Classics	1039	Telemundo HD (KTAZDT)
1134	E! HD	5110	MC R&B Soul	6	The CW (KASW)
135	E!	5106	MC Rap	1006	The CW HD (KASWDT)
9	Eight Life (KAETDT2)	5112	MC Reggae	1225	The Weather Channel HD
7	Eight World (KAETDT3)	5117	MC Rock Hits	225	The Weather Channel
603	ESPN Classic	5113	MC Rock	2	This TV (KTVKDT2)
1602	ESPN HD	5140	MC Romances	1251	TLC HD
27	ESPN	5147	MC Singers & Swing	251	TLC
602	ESPN	5144	MC Smooth Jazz	1109	TNT HD
1606	ESPN2 HD	5119	MC Soft Rock	109	TNT
28	ESPN2	5130	MC Solid Gold Oldies	1255	Travel Channel HD
606	ESPN2	5141	MC Sounds of the Seasons	255	Travel Channel
1562	EWTN HD	5143	MC Soundscapes	1164	truTV HD
562	EWTN	5142	MC Stage & Screen	165	truTV
40	Exlitos (KTAZDT2)	5108	MC Throwback Jams	1139	TV Land HD
1453	Food Network HD	5132	MC Today?s Country	139	TV Land
453	Food Network	5125	MC Toddler Tunes	44	TV44 (KPHELD)
10	FOX (KSAZ)	5139	MC Tropicales	35	UniMas (KFPH)
1010	FOX HD (KSAZDT)	5126	MC Y2K	4005	UniMas HD
1210	FOX News Channel HD	14	Me-TV (KAZTDT2)	33	Univision (KTVW)
210	FOX News Channel	1634	MLB Network HD	1033	Univision HD (KTVWDT)
1620	FOX Sports 1 HD	634	MLB Network	1125	USA Network HD
620	FOX Sports 1	46	Movies! (KUTPDT2)	125	USA Network
9002	FOX Sports Pay Per View HD	1215	MSNBC HD	1102	Velocity HD
9001	FOX Sports Pay Per View	215	MSNBC	1519	VH1 HD
1762	FS Arizona HD	1503	MTV HD	519	VH1
1763	FS Arizona Plus HD	503	MTV	1	Video On Demand
763	FS Arizona Plus	193	Mun2	1180	WGN HD
762	FS Arizona	45	My Network TV (KUTP)	180	WGN

Prism™ Complete

Exhibit A

Includes Prism™ Essential Plan channels.

1259	American Heroes Channel HD	381	Esquire TV	505	MTV2
259	American Heroes Channel	1211	FOX Business Network HD	315	Nick 2
1253	Animal Planet HD	211	FOX Business Network	1320	Nick Jr HD
253	Animal Planet	647	FOX College Sports Atlantic	320	Nick Jr
1188	BBC America HD	648	FOX College Sports Central	1316	Nicktoons HD
188	BBC America	649	FOX College Sports Pacific	316	Nicktoons
567	BYU TV	1621	FOX Sports 2 HD	1185	NUVOtv HD
1643	CBS Sports HD	621	FOX Sports 2	185	NUVOtv
643	CBS Sports	1535	Fuse HD	1256	Oprah Winfrey Network HD
515	Centric	535	Fuse	257	Oprah Winfrey Network
153	Chiller	1792	FX Movie Channel HD	1680	Outdoor Channel HD
161	Cloo	792	FX Movie Channel	680	Outdoor Channel
527	CMT Pure Country	1272	FYI HD	1531	Ovation HD
1456	Cooking Channel HD	272	FYI	531	Ovation
456	Cooking Channel	1529	Great American Country HD	1258	SCIENCE HD
1465	Destination America HD	529	Great American Country	258	SCIENCE
465	Destination America	1174	GSN HD	1642	Sportsman Channel HD
1335	Discovery Family HD	174	GSN	642	Sportsman Channel
335	Discovery Family	1274	H2 HD	322	Teen Nick
1307	Disney Junior HD	274	H2	507	Tr3s
307	Disney Junior	1794	Hallmark Movies & Mysteries HD	1790	Turner Classic Movies HD
1305	Disney XD HD	794	Hallmark Movies & Mysteries	790	Turner Classic Movies
305	Disney XD	1797	IFC HD	1157	TV One HD
1454	DIY Network HD	798	IFC	157	TV One
454	DIY Network	564	Inspiration Network	1104	Universal HD
1604	ESPN News HD	466	Life	521	VH1 Classic
604	ESPN News	184	Logo	522	VH1 Soul
1605	ESPNU HD	509	MTV Hits	1372	WE tv HD
605	ESPNU	510	MTV U	373	WE tv
1380	Esquire TV HD	1505	MTV2 HD	132	Youtoo America

Prism™ Preferred

Includes Prism™ Complete Plan channels.

220	Al Jazeera America	1172	MyDestination.TV HD	1852	Showtime HD (E)
159	ASPIRE	172	MyDestination.TV	1853	Showtime HD (W)
1470	AWE HD	1264	NASA TV HD	864	Showtime Next (E)
470	AWE	264	NASA TV	865	Showtime Next (W)
1219	BBC World News HD	1267	Nat Geo Wild HD	1884	Showtime Next HD (E)
219	BBC World News	267	Nat Geo Wild	1865	Showtime Next HD (W)
1540	Blue Highways TV HD	1209	One America News Network HD	880	Showtime On Demand
540	Blue Highways TV	209	One America News Network	1880	Showtime On Demand
1232	C-SPAN3 HD	1678	Outside TV HD	856	Showtime Showcase (E)
232	C-SPAN3	678	Outside TV	857	Showtime Showcase (W)
1169	Cars.TV HD	1684	PAC 12 Bay Area HD	1856	Showtime Showcase HD (E)
169	Cars.TV	684	PAC 12 Bay Area	1857	Showtime Showcase HD (W)
217	CNBC World	1685	PAC 12 Los Angeles HD	866	Showtime Women (E)
205	CNN	685	PAC 12 Los Angeles	867	Showtime Women (W)
1142	Comedy.TV HD	1686	PAC 12 Mountain HD	1866	Showtime Women HD (E)
142	Comedy.TV	686	PAC 12 Mountain	1867	Showtime Women HD (W)
1163	Crime & Investigation HD	1687	PAC 12 Oregon HD	118	Smithsonian Channel (E)
163	Crime & Investigation	687	PAC 12 Oregon	119	Smithsonian Channel (W)
263	DoD News	1688	PAC 12 Washington HD	1118	Smithsonian Channel HD (E)
932	ENCORE (E)	688	PAC 12 Washington	1119	Smithsonian Channel HD (W)
933	ENCORE (W)	1682	PAC12 Network HD	1791	Sony Movie Channel HD
938	ENCORE Action (E)	682	PAC12 Network	791	Sony Movie Channel
939	ENCORE Action (W)	1170	Pets.TV HD	902	Starz! (E)
1938	Encore Action HD (E)	170	Pets.TV	903	Starz! (W)
942	ENCORE Black (E)	1492	Pivot HD	908	Starz! Cinema (E)
943	ENCORE Black (W)	492	Pivot	909	Starz! Cinema (W)
1942	Encore Black HD (E)	1787	PixL HD	1908	Starz! Cinema HD (E)
934	ENCORE Classic (E)	787	PixL	910	Starz! Comedy (E)
935	ENCORE Classic (W)	1458	Recipe.TV HD	911	Starz! Comedy (W)
1934	ENCORE Classic HD (E)	458	Recipe.TV	1910	Starz! Comedy HD (E)
946	ENCORE Espanol	1916	Retroplex HD	904	Starz! Edge (E)
944	ENCORE Family (E)	916	Retroplex	905	Starz! Edge (W)
945	ENCORE Family (W)	1538	Revolt HD	1904	Starz! Edge HD
1932	Encore HD (E)	538	Revolt	1902	Starz! HD (E)
1933	Encore HD (W)	1476	RFD TV HD	1903	Starz! HD (W)
951	ENCORE On Demand	476	RFD TV	906	Starz! In Black (E)
1951	Encore On Demand	474	RLTV	907	Starz! In Black (W)
936	ENCORE Suspense (E)	1607	SEC Network HD	1906	Starz! In Black HD
937	ENCORE Suspense (W)	1608	SEC Network Overflow 1 HD	912	Starz! Kids and Family (E)
1936	ENCORE Suspense HD (E)	608	SEC Network Overflow 1	913	Starz! Kids and Family (W)
940	ENCORE Westerns (E)	1609	SEC Network Overflow 2 HD	1912	Starz! Kids and Family HD
941	ENCORE Westerns (W)	609	SEC Network Overflow 2	931	Starz! On Demand
1133	ES.TV HD	607	SEC Network	1931	Starz! On Demand
133	ES.TV	1789	Shorts HD	575	The Word Network
890	Flix (E)	789	Shorts	882	TMC (E)
892	Flix On Demand	852	Showtime (E)	883	TMC (W)
1892	Flix On Demand	853	Showtime (W)	1882	TMC HD (E)
1656	Gol.TV HD	854	Showtime 2 (E)	1883	TMC HD (W)
656	GolTV (English)	855	Showtime 2 (W)	888	TMC On Demand
672	HRTV	1854	Showtime 2 HD (E)	1888	TMC On Demand
1914	Indieplex HD	1855	Showtime 2 HD (W)	884	TMC Xtra (E)
914	Indieplex	860	Showtime Beyond (E)	885	TMC Xtra (W)
1590	Jewish Broadcasting Service HD	861	Showtime Beyond (W)	1884	TMC Xtra HD (E)
590	Jewish Broadcasting Service	1860	Showtime Beyond HD (E)	1885	TMC Xtra HD (W)
1147	MAVTV HD	1861	Showtime Beyond HD (W)	670	TVG
147	MAVTV	858	Showtime Extreme (E)	644	Universal Sports
1116	MGM HD	859	Showtime Extreme (W)	1644	Universal Sports HD
116	MGM	1858	Showtime Extreme HD (E)	1559	UP HD
276	Military History	1859	Showtime Extreme HD (W)	559	UP
1788	MOVIEPLEX HD	862	Showtime Family (E)	1679	World Fishing Network HD
788	MOVIEPLEX	863	Showtime Family (W)	679	World Fishing Network

Prism™ Premium

Includes Prism™ Preferred Plan channels.

1840	5 Star Max HD	811	HBO Comedy (W)	812	HBO Zone (E)
840	5 Star Max	1810	HBO Comedy HD (E)	813	HBO Zone (W)
836	ActionMAX (E)	1811	HBO Comedy HD (W)	1812	HBO Zone HD (E)
837	ActionMAX (W)	806	HBO Family (E)	1813	HBO Zone HD (W)
1836	ActionMAX HD (E)	807	HBO Family (W)	1804	HBO2 HD (E)

1837 ActionMAX HD (W)	1806 HBO Family HD (E)	1805 HBO2 HD (W)
1846 Cinem?x HD	1807 HBO Family HD (W)	834 MoreMAX (E)
846 Cinem?x	1802 HBO HD (E)	835 MoreMAX (W)
832 Cinemax (E)	1803 HBO HD (W)	1834 MoreMax HD (E)
833 Cinemax (W)	814 HBO Latino (E)	1835 MoreMax HD (W)
1832 Cinemax HD (E)	815 HBO Latino (W)	1842 Movie MAX HD
1833 Cinemax HD (W)	1814 HBO Latino HD (E)	842 MovieMAX
850 Cinemax On Demand	1815 HBO Latino HD (W)	1844 Outer Max HD
1850 Cinemax On Demand	830 HBO On Demand	844 OuterMAX
802 HBO (E)	1830 HBO On Demand	838 ThrillerMAX (E)
803 HBO (W)	808 HBO Signature (E)	839 ThrillerMAX (W)
804 HBO 2 (E)	809 HBO Signature (W)	1838 ThrillerMax HD (E)
805 HBO 2 (W)	1808 HBO Signature HD (E)	1839 ThrillerMax HD (W)
810 HBO Comedy (E)	1809 HBO Signature HD (W)	

Premium Packages Available as Add-ons:

Preferred and Premium plans include select Add-on Channels.

Cinemax Add-on Package

1840 5 Star Max HD	833 Cinemax (W)	1842 Movie MAX HD
840 5 Star Max	1832 Cinemax HD (E)	842 MovieMAX
836 ActionMAX (E)	1833 Cinemax HD (W)	1844 Outer Max HD
837 ActionMAX (W)	850 Cinemax On Demand	844 OuterMAX
1836 ActionMAX HD (E)	1850 Cinemax On Demand	838 ThrillerMAX (E)
1837 ActionMAX HD (W)	834 MoreMAX (E)	839 ThrillerMAX (W)
1846 Cinem?x HD	835 MoreMAX (W)	1838 ThrillerMax HD (E)
846 Cinem?x	1834 MoreMax HD (E)	1839 ThrillerMax HD (W)
832 Cinemax (E)	1835 MoreMax HD (W)	

International-AI-Carte Add-on Package

3740 Al Jazeera America	3682 Filipino on Demand	3703 TV Asia
3710 Bollywood Hits on Demand	3802 Rai Italia	3680 TV Japan
3882 Channel One Russia	3704 Sony Entertainment Television Asia (SET Asia)	3832 TV5 Monde
3603 China Central TV	3706 STAR India PLUS	3702 Zee TV
3604 CTI-Zhong Tian Channel	3681 The Filipino Channel	

Paquete Latino Add-on Package

3146 Bandamax	3102 Discovery en Espanol	3056 La Familia Cosmovision
3053 Boomerang en Espanol	3103 Discovery Familia	3017 Latele Novela
3022 Cable Noticias	3051 Disney en Espanol	3149 Ritmoson Latino
3054 Cartoon Network en Espanol	3052 Disney XD Espanol	3078 TBN Enlace
3025 Cine Mexicano	3302 ESPN Deportes	3143 Telehit
3127 Cine Sony	3077 EWTN en Espanol	3024 TV Chile
3202 CNN en Espanol	3303 FOX Deportes	3013 ViAPA America
3128 De Pelicula	3304 GoTV	
3129 De Pelicula Clasico	3104 History en Espanol	

Starz/Encore Add-on Package

932 ENCORE (E)	1951 Encore On Demand	910 Starz! Comedy (E)
933 ENCORE (W)	936 ENCORE Suspense (E)	911 Starz! Comedy (W)
938 ENCORE Action (E)	937 ENCORE Suspense (W)	1910 Starz! Comedy HD (E)
939 ENCORE Action (W)	1936 ENCORE Suspense HD (E)	904 Starz! Edge (E)
1938 Encore Action HD (E)	940 ENCORE Westerns (E)	905 Starz! Edge (W)
942 ENCORE Black (E)	941 ENCORE Westerns (W)	1904 Starz! Edge HD
943 ENCORE Black (W)	1914 Indieplex HD	1902 Starz! HD (E)
1942 Encore Black HD (E)	914 Indieplex	1903 Starz! HD (W)
934 ENCORE Classic (E)	1788 MOVIEPLEX HD	906 Starz! In Black (E)
935 ENCORE Classic (W)	788 MOVIEPLEX	907 Starz! In Black (W)
1934 ENCORE Classic HD (E)	1916 Retroplex HD	1906 Starz! In Black HD
946 ENCORE Espanol	916 Retroplex	912 Starz! Kids and Family (E)
944 ENCORE Family (E)	902 Starz! (E)	913 Starz! Kids and Family (W)
945 ENCORE Family (W)	903 Starz! (W)	1912 Starz! Kids and Family HD
1932 Encore HD (E)	908 Starz! Cinema (E)	931 Starz! On Demand
1933 Encore HD (W)	909 Starz! Cinema (W)	1931 Starz! On Demand
951 ENCORE On Demand	1908 Starz! Cinema HD (E)	

Showtime Add-on Package

890 Flix (E)	1858 Showtime Extreme HD (E)	1857 Showtime Showcase HD (W)
892 Flix On Demand	1859 Showtime Extreme HD (W)	866 Showtime Women (E)
1892 Flix On Demand	862 Showtime Family (E)	867 Showtime Women (W)
852 Showtime (E)	863 Showtime Family (W)	1866 Showtime Women HD (E)
853 Showtime (W)	1852 Showtime HD (E)	1867 Showtime Women HD (W)
854 Showtime 2 (E)	1853 Showtime HD (W)	882 TMC (E)
855 Showtime 2 (W)	864 Showtime Next (E)	883 TMC (W)
1854 Showtime 2 HD (E)	865 Showtime Next (W)	1882 TMC HD (E)
1855 Showtime 2 HD (W)	1864 Showtime Next HD (E)	1883 TMC HD (W)
860 Showtime Beyond (E)	1865 Showtime Next HD (W)	888 TMC On Demand
861 Showtime Beyond (W)	880 Showtime On Demand	1888 TMC On Demand
1860 Showtime Beyond HD (E)	1880 Showtime On Demand	884 TMC Xtra (E)
1861 Showtime Beyond HD (W)	856 Showtime Showcase (E)	885 TMC Xtra (W)
858 Showtime Extreme (E)	857 Showtime Showcase (W)	1884 TMC Xtra HD (E)
859 Showtime Extreme (W)	1856 Showtime Showcase HD (E)	1885 TMC Xtra HD (W)

HBO Add-on Package

802 HBO (E)	1806 HBO Family HD (E)	808 HBO Signature (E)
803 HBO (W)	1807 HBO Family HD (W)	809 HBO Signature (W)
804 HBO 2 (E)	1802 HBO HD (E)	1808 HBO Signature HD (E)
805 HBO 2 (W)	1803 HBO HD (W)	1809 HBO Signature HD (W)
810 HBO Comedy (E)	814 HBO Latino (E)	812 HBO Zone (E)
811 HBO Comedy (W)	815 HBO Latino (W)	813 HBO Zone (W)
1810 HBO Comedy HD (E)	1814 HBO Latino HD (E)	1812 HBO Zone HD (E)
1811 HBO Comedy HD (W)	1815 HBO Latino HD (W)	1813 HBO Zone HD (W)
806 HBO Family (E)	830 HBO On Demand	1804 HBO2 HD (E)

807 HBO Family (W)

1830 HBO On Demand

1805 HBO2 HD (W)

**TRADE SECRET/PRIVILEGED INFORMATION
CLASSIFICATION RATIONALE**

State: Minnesota

Description/Title of Information: Application of Qwest Broadband Services, Inc. d/b/a CenturyLink for a Competitive Cable Communications Franchise Agreement with the City of Saint Paul

Trade Secret/Privileged Designation Rationale:

Exhibit B to the Application of Qwest Broadband Services, Inc. d/b/a CenturyLink for a Competitive Cable Communications Franchise Agreement with the City of Saint Paul contains information that is considered Trade Secret because (1) CenturyLink makes reasonable efforts to ensure its privacy and (2) the data derives actual or potential independent economic value because the information is not generally known to, and not being readily ascertainable by proper means by, other persons who can obtain value from its disclosure or use. For this reason, Exhibit B to the Application of Qwest Broadband Services, Inc. d/b/a CenturyLink for a Competitive Cable Communications Franchise Agreement with the City of Saint Paul should be protected from public disclosure.

Exhibit B

Has Been Redacted

In Its Entirety

Prism Rates

	Prism Essential	Prism Complete	Prism Preferred	Prism Premium
Promotional Rate	\$54.99	\$69.99	\$ 84.99	\$114.99
Rack Rate	\$74.99	\$89.00	\$104.99	\$134.99

Exhibit C



Prism offered in the following markets pursuant to state or local franchises

<u>Locally Negotiated Franchises</u>	<u>Locally Negotiated Franchises</u>	<u>Statewide Franchises</u>
<p>Gulf Shores, AL Orange Beach, AL Baldwin County, AL</p> <p>Phoenix, AZ Chandler, AZ Mesa, AZ Queen Creek, AZ Glendale, AZ Peoria, AZ Scottsdale, AZ Surprise, AZ Goodyear, AZ Maricopa County, AZ Pinal County, AZ Buckeye, AZ Florence, AZ Gilbert, AZ Casa Grande, AZ Tempe, AZ Paradise Valley, AZ Apache Junction, AZ</p>	<p>Colorado Springs, CO Monument, CO Fountain, CO El Paso County, CO Gypsum, CO Eagle, CO Eagle County, CO Centennial, CO Littleton, CO Castle Rock, CO Parker, CO Jefferson County, CO Lone Tree, CO Douglas County, CO</p> <p>Papillion, NE Springfield, NE Gretna, NE Ralston, NE La Vista, NE Bellevue, NE Omaha, NE Douglas County, NE Sarpy County, NE</p>	<p>Las Vegas, NV North Las Vegas, NV Clark County, NV Henderson, NV</p> <p>Tallahassee, FL Fort Myers, FL Orlando, FL</p> <p>Columbia, MO</p> <p>Raleigh/Durham DMA, NC</p> <p>LaCrosse DMA, WI</p> <p>Council Bluffs, IA Pottawattamie County, IA Carter Lakes, IA</p>

Exhibit D



Qwest Broadband Services, Inc, D/B/A CenturyLink
Monthly Construction and Customer Service Report
[Locality] for All Measures
December 2014

METRIC DESCRIPTION	3 MONTH ROLLING	Oct14	Nov14	Dec14
Number of Homes Passed				
Number of Subscribers				
Subscribers per Homes Passed (%)				
Installation Interval (% installed within 7 days)				
Average Speed of Answer (seconds)				
Average Outage Duration (Hrs:Mins)				
All Troubles Cleared (% within 36 hours)				
Trouble Report Rate (# per 100 subscribers)				

Confidential / Proprietary Information

Exhibit E

Company Structure

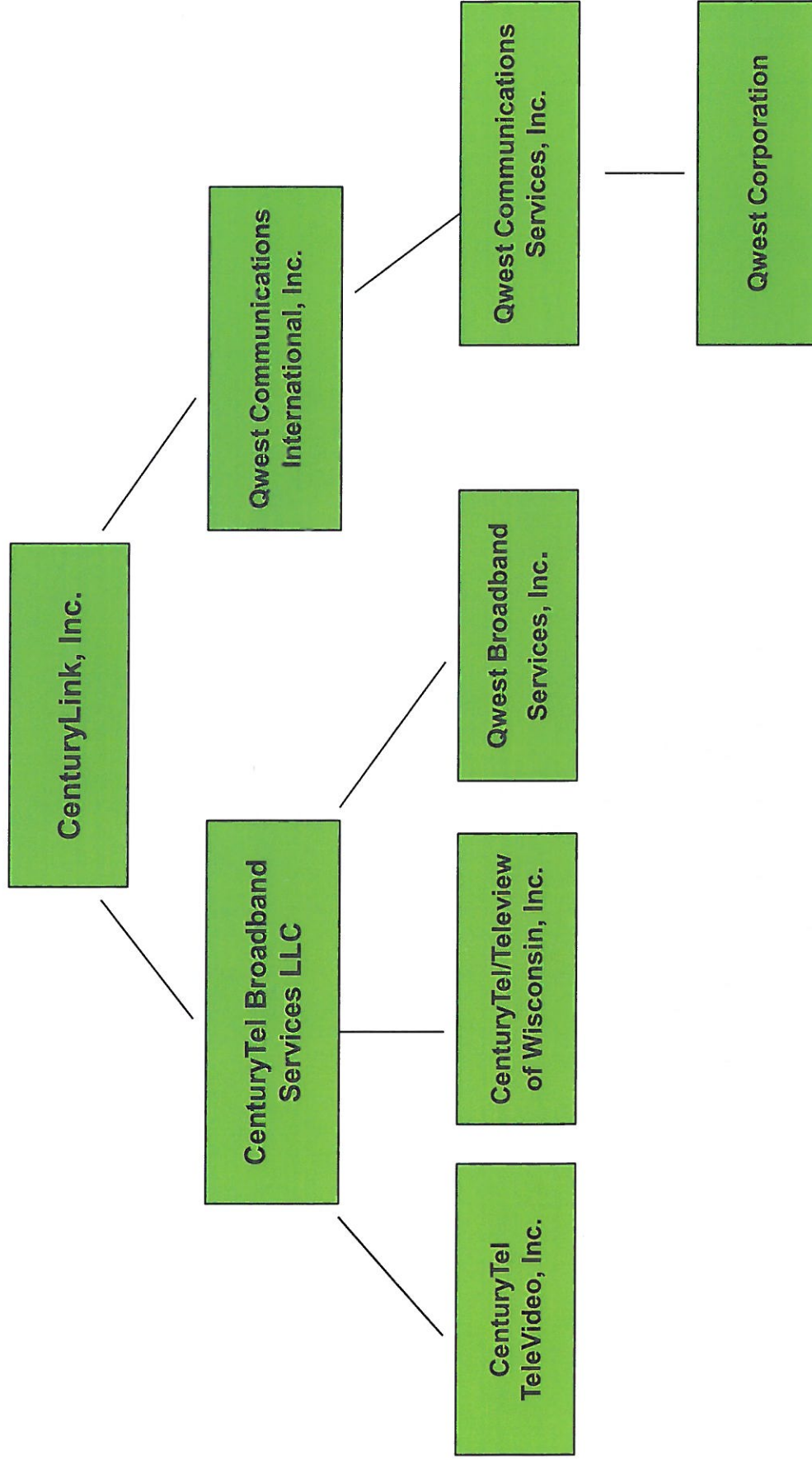


Exhibit F

