Suzan DeBusk Paiva
Assistant General Counsel

1717 Arch Street, 3 East
Philadelphia, PA 19103

Tel: (215) 466-4755
Fax: (215) 563-2658
Suzan.D.Paiva@Verizon.com

February 8, 2013

Via Electronic Filing
Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, 2nd Floor
Harrisburg, PA 17120

Re: Core Communications, Inc.
v. Verizon Pennsylvania Inc. and Verizon North LLC;
Docket Nos. C-2011-2253750 and C-2011-2253787

Dear Secretary Chiavetta:

Enclosed please find Verizon's Response to Core's Consolidated Expedited Motion, filed on behalf of Verizon Pennsylvania LLC and Verizon North LLC (collectively, "Verizon") in the above captioned matter.

If you have any questions, please feel free to contact me.

Very truly yours,

Suzan D. Paiva

Suzan D. Paiva

SDP/slb

Via E-Mail and Federal Express
cc: The Honorable Susan D. Colwell
Attached Certificate of Service

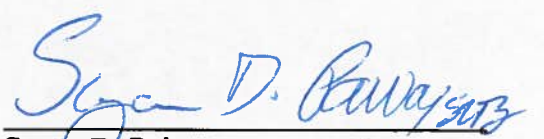
CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of Verizon's Response to Core's Consolidated Expedited Motion, upon the parties listed below, in accordance with the requirements of §1.54 (relating to service by a party) and 1.55 (related to service upon attorneys).

Dated at Philadelphia, Pennsylvania, this 8th day of February, 2013.

Via E-Mail and Federal Express

Michael A Gruin, Esquire
Stevens & Lee
17 North Second St., 16th Fl.
Harrisburg, PA 17101



Suzan D. Paiva
Pennsylvania Bar ID No. 53853
1717 Arch Street, 3rd Floor
Philadelphia, PA 19103
(215) 466-4755

Attorney for Verizon

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Core Communications, Inc.,	:	
	:	
Complainant,	:	
	:	
v.	:	Docket No. C-2011-2253750
	:	Docket No. C-2011-2253787
Verizon Pennsylvania Inc. and	:	
Verizon North LLC,	:	
Respondents.	:	

VERIZON'S RESPONSE TO CORE'S CONSOLIDATED EXPEDITED MOTION

Pursuant to 52 Pa. Code §§ 5.103, 5.342, 5.371, 5.372 and 5.571, Verizon Pennsylvania LLC ("Verizon PA") and Verizon North LLC ("Verizon North") (collectively, "Verizon"), hereby respond to Core Communications, Inc.'s ("Core") Consolidated Expedited Motion to Compel Supplemental Discovery Responses, Petition to Reopen the Record, and Motion for Sanctions ("Core Motion") and request that the Commission deny all relief sought by Core.

INTRODUCTION

A week before the reply brief deadline, Core wants to stop the presses, suddenly claiming to have discovered a document that it asserts should have been produced in discovery. The problem with Core's argument is that Core never asked for the document in question, and, even if it were entitled to access now, the document is irrelevant, or at best for Core, adds nothing new and would simply be cumulative of the evidence already developed.

Specifically, Core moves to compel production of a confidential document produced by Verizon affiliates in a Virginia federal district court case, wrongly asserting that it is responsive to two Core interrogatories in this case. In reality, Core failed to serve discovery requests that might have encompassed the document at issue. Moreover, Verizon advised Core in a discovery

response served in August 2012 – *six months ago* – of its ability to generate information of the type found in the report, but Core never followed up with additional questions. Adding insult to injury, Core's motion violates the protective order entered in the Virginia case.

Core also seeks reopening of the record to admit the confidential Virginia document and submit additional testimony discussing it; an extension of the briefing schedule; and sanctions in the form of dismissal of millions of dollars in counterclaims against it on the grounds of alleged discovery violations by Verizon. The Commission should recognize Core's motion for what it really is – a stall tactic to delay the ultimate resolution of this case and to protract the monthly payments Verizon is required to make to Core in the interim – and deny Core's motion in all respects.

ARGUMENT

I. The Commission Should Deny Core's Motion to Compel Supplemental Discovery Responses Because the Confidential Virginia Document Is Not Responsive to Core Interrogatories II-21 and II-22, Which in Any Event Sought Irrelevant Information

Core claims that the confidential Virginia document was responsive to Core Interrogatories II-21 and II-22. Core seeks to compel both its production and admission into the record on that basis. Core Motion, ¶¶ 13, 17. However, in communications with Verizon's counsel before filing the motion, Core initially claimed that the document was responsive to different Core Interrogatories: I-15 and II-14. *See* **Exhibit 1**, which is a true and correct copy of e-mail correspondence between Verizon's and Core's counsel on February 5, 2013. Only after Verizon refuted those claims did Core claim that the document was actually responsive to Core Interrogatories II-21 and II-22. There is no merit to that claim either.

A. Core Interrogatories II-21 and II-22 Pertain Solely to Now-Superseded Allegations

Core Interrogatories II-21 and II-22 are replicated in ¶ 13 of the Core Motion. Those interrogatories relate exclusively to ¶¶ 113 and 115 of Verizon's August 16, 2011 Answer, New Matter and Counterclaims to Core's original Complaint ("Original VZ Answer"). Core does not provide the text of ¶¶ 113 and 115, nor does it disclose that the allegations of those paragraphs were not included in Verizon's May 16, 2012 Answer, New Matter and Counterclaims to Core's Amended Complaint ("Amended VZ Answer"), and are therefore not even at issue in this proceeding. Core also fails to provide copies of Verizon's responses to Core Interrogatories II-21 and II-22, in which Verizon made this very point.[1]

Paragraphs 113 and 115 of the Original VZ Answer stated as follows:[2]

> 113. Verizon has previously requested that Core provide Verizon valid call detail records for Core-originated traffic (traffic flowing in the other direction). Core provided call detail records purporting to validate an asserted **begin confidential end confidential** MOU per day, but Verizon's investigation reveals that *Core overstated its MOUs by more than* **begin confidential end confidential** *percent.*
>
> 115. Verizon's limited visibility into the nature of the traffic being terminated by Core has raised suspicions as to the legitimacy of that traffic. For example, in one review, **begin confidential end confidential** percent of all calls, which routed over SS7 capable trunks, terminated to Core were directed to less than **begin confidential end confidential** numbers. **begin confidential end confidential** Verizon is unable to identify the rationale for the generation of such calls, but such calls would be consistent with a desire to generate terminating minutes solely for the purposes of inflating reciprocal compensation.

Even aside from the fact that these paragraphs are not at issue in this proceeding, the confidential Virginia document has nothing to do with either paragraph. Both paragraphs relate

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1 *See* true and correct copies of Verizon's August 1, 2012 responses to Core Interrogatories II-21 and II-22, attached as **Exhibit 2**.

2 Paragraphs 113 and 115 contain confidential information not pertinent to the motion to compel, so only the public content is replicated here.

to Verizon's conclusions following its analysis of various telephone numbers associated with Core traffic. However, the confidential Virginia document contains no phone numbers, nor any phone number analysis. It is, instead, the product of a query run using Verizon's SS7 trunk monitoring system, known internally as Traffic Track. That system is not used for billing, or to analyze calling and called numbers. It is used to monitor certain third party traffic flowing over Verizon's network, on select SS7 trunks where special study equipment has been deployed, in order to detect irregularities. This system does not monitor all traffic traversing Verizon's network, all third party traffic traversing Verizon's network, all traffic traversing the SS7 trunks, or even all third party traffic carried over the SS7 trunks. And as discussed below, the confidential Traffic Report was neither the source of, nor the support for, the allegations of now-superseded ¶¶ 113 and 115, and was therefore not responsive to them.

B. The Confidential Traffic Report Is Not Responsive to Core Interrogatories II-21 and II-22

Core Interrogatory II-21 seeks documents supporting ¶ 113 of the Original VZ Complaint. Paragraph 113 discusses Verizon's analysis of the called and calling numbers listed in the oft-referenced .txt file of allegedly Core-originated traffic that Core provided to Verizon on January 18, 2011, listing calls placed on January 17, 2011. The parties' testimony extensively discussed Verizon's review of this .txt file. *See, e.g.*, Core Statement ("Core Stmt.") 1.0 at Ex. BLM-4; Verizon Statement ("VZ Stmt.") 2.0 at 38-39, 49, 51; Core Stmt. 3.0 at 58-59; VZ Stmt. 3.0 at 60-63. Not only does the confidential Traffic Report contain neither phone numbers nor phone number analysis, the document shows on its face that it deals exclusively with traffic from May 2011, and thus had nothing to do with Verizon's analysis of calls allegedly placed by Core's customers on January 17, 2011. Therefore, Verizon had no obligation to produce the document in response to that request.

Similarly, Core Interrogatory II-22 seeks documents supporting ¶ 115 of the Original VZ Complaint. Paragraph 115 discussed Verizon's analysis of Core phone numbers to which calls were terminated, which analysis turned about to be incorrect due to an inadvertent error that caused Verizon mistakenly to treat Location Routing Numbers ("LRNs") as telephone numbers for purposes of its analysis. Both parties' testimony addressed this issue, and Core's witness specifically acknowledged receiving the records Verizon provided to support that erroneous analysis on August 19, 2011, and discussed his analysis of them in detail. *See* Core Stmt. 1.0 at 26-28; VZ Stmt. 2.0 at 52. Core's counsel also cross-examined Verizon's witness at hearing about this mistake. Hearing Transcript ("Tr.") at 520-23. The confidential Traffic Report produced in Virginia – which, again, contains neither phone numbers nor phone number analysis – has absolutely nothing to do with Verizon's analysis of the Core phone numbers referenced in ¶ 115. Verizon was not obligated to produce the document in response to Interrogatory II-22 either.

In short, the two interrogatories on which Core relies ask Verizon to produce documents that "support" certain statements made in the original answer – contentions that were not renewed in the amended answer. Verizon answered those interrogatories fully and truthfully; the simple fact is that the Traffic Report was not in fact a source of support for those statements, and those allegations are not even at issue now.

C. Core Had Ample Opportunity to Request the Traffic Report

Core states that "[h]ad Verizon informed Core about this additional analysis, Core could have and would have certainly specifically demanded that the Traffic Report be produced immediately in this case." Core Motion, ¶ 18. But Verizon ***did*** inform Core of the existence of the SS7 trunk monitoring system used to generate the Traffic Report in Verizon's responses to

discovery in this case, and Core did not follow up with requests for such records. In the course of a "meet-and-confer" in August of 2012, Core asked Verizon "[w]ith respect to the switch records for locally dialed traffic originated by third parties that transits Verizon's network and is delivered to Core (I-24), you reference the daily EMI records that Verizon sends to Core for this traffic. Are you saying that these EMI records are the only records that Verizon generates related to this traffic? Or are you saying that there are other records/data in Verizon's billing system related to this traffic, but such records/data would be too difficult to gather/retrieve?" (*see* VZ Stmt. 2.0 at Exhibit 19-R). Verizon's counsel responded that the EMI records were the only billing records, and that although not part of Verizon's billing system, Verizon also generated call records on certain SS7 trunks, but its ability to do was subject to certain limitations, and such records were not available for all carriers or for all traffic. *Id.* That response was ultimately memorialized, at Core's request, in a supplemental response to Core Interrogatory II-24, as follows:

> [A]s to traffic that originates from third parties, transits the Verizon network and terminates to Core, the EMI records that Verizon provides to Core are the only records in Verizon's billing system. Verizon also generates SS7 call records on a subset of the SS7 trunks that are used by third parties to interconnect with Verizon. Verizon does so only for those third party carriers whose traffic has been subject to study, and only for those SS7 point codes where Verizon has deployed study equipment. Some such calls may have been destined for Core, but there is no complete set of SS7 records for third party transit traffic sent to Core.
>
> *See* Verizon's Supplemental Response to Core Interrogatory II-24.[3]

The Traffic Report that is the subject of Core's motion here is a report generated from the referenced SS7 monitoring system, exactly as described in this response. Notably, Core told Verizon in the context of these meet-and-confer discussions that it "reserves [the] right to re-

[3] A true and correct copy of Verizon's August 9, 2012 Supplemental Response to Core Interrogatory II-24 is attached as **Exhibit 3**.

issue these interrogatories or similar interrogatories after digesting all of the other material provided by Verizon in response to Set II." VZ Stmt. 2.0 at Exhibit 19-R. Yet, Core never followed up with a request for records relating to Core traffic that might have been monitored by the SS7 monitoring system.

Core, therefore, has no one to blame but itself. Indeed, Core's failure to pursue information regarding Verizon's SS7 trunk monitoring process during the discovery period in this case highlights that its motion, in reality, is a last ditch effort to forestall an adverse judgment. Not only is the confidential Virginia document outside the scope of Core Interrogatories II-21 and II-22, but also it has no relevance to any claim in this litigation raised by Core or Verizon. Tellingly, Core does not even assert that the document contains evidence critical to the resolution of the parties' disputes. Nor could it. This is a last minute effort at distraction, which the Commission should reject.

II. Core's Use of the Confidential Virginia Document as the Basis for Its Motion in Pennsylvania Violates the Protective Order in the Virginia Case

Core's Motion studiously avoids any reference to the Protective Order ("PO") entered by Judge Theresa Carroll Buchanan on November 26, 2012 (Dkt. No. 53) in the U.S. District Court for the Eastern District of Virginia, Alexandria Division, in *CoreTel Virginia, LLC v. Verizon Virginia LLC et al.*, Civ. Action No. 1:12-cv-741, a true and correct copy of which is attached as **Exhibit 4** hereto. That Protective Order governs the use of "Confidential Material" from that case – including Confidential Material produced in discovery (PO ¶ 1(a)) – and requires that "[a]ll Confidential Material shall be treated in accordance with the provisions of this Order …." PO ¶ 5. The document that is the subject of Core's motion in this proceeding was produced as Confidential Material in the Virginia case and is so marked. Core Motion, ¶ 16.

The Virginia Protective Order further provides as follows:

> 6. Disclosure of Confidential Material in General. Confidential Material may be disclosed ***only to the following persons and solely for purposes of preparing for, prosecuting, defending or appealing this action***:
>
> . . .
>
> (b) Counsel for the parties, including in-house counsel, ***outside counsel***, associates, legal assistants, paralegals, secretarial and clerical employees, and outside services engaged to assist counsel ....
>
> 9. Use of Confidential Material. ***Any Receiving Party*** or person who receives or is afforded access to any Confidential Material pursuant to the provisions of this Stipulated Protective Order, whether produced by parties or non parties ***shall use, disclose, copy and retain Confidential Material solely for the purposes of litigating or settling this lawsuit, including any appeals thereof, and all other purposes whatsoever are strictly prohibited***. ...
>
> PO ¶¶ 6, 9 (Italic emphasis added).

Core claims that its counsel in this case is co-counsel for Core's Virginia affiliate in the Virginia proceeding. Core Motion, ¶ 15. Regardless of the validity of this claim,[4] any disclosure of Confidential Material to Core's Pennsylvania counsel pursuant to ¶ 6 of the Protective Order is limited to disclosure "*solely for purposes of preparing for, prosecuting, defending or appealing [the Virginia action]*" (emphasis added). Disclosure for use in this (or any other) proceeding is prohibited.

Similarly, Core's use of Confidential Material from the Virginia case as the basis for the Core Motion in this proceeding violates ¶ 9 of the Virginia Protective Order, which explicitly states that any use or disclosure of such Confidential Material is authorized "*solely for the purposes of litigating or settling [the Virginia] lawsuit, including any appeals thereof, and all other purposes whatsoever are strictly prohibited*" (emphasis added).[5] Verizon's counsel

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[4] When Verizon's counsel asked Core's Pennsylvania counsel how he came to be in possession of the confidential Virginia document, he did not identify himself as co-counsel in the Virginia proceeding, nor did he otherwise respond. *See* Exhibit 1.

[5] *See Cato Corp. v. L.A. Printex Indus., Inc.*, 2012 U.S. Dist. LEXIS 161074 (W.D. N.C. Nov. 9, 2012) (ordering counsel to show cause why he should not be held in contempt for violating protective order's prohibition

advised Core's Pennsylvania counsel of the Protective Order on February 5, 2013 (*see* Exhibit 1), *the day before Core filed its motion*, so Core's use of the document in contravention of ¶ 9 of the Virginia Protective Order was not inadvertent.

Core's use of the confidential Virginia document in this proceeding violated the Virginia Protective Order. This is an additional reason to deny Core's motion to compel, as well as Core's related requests for reopening, extension of the briefing schedule and sanctions.

III. The Commission Should Deny Core's Request for Reopening of the Record

A petition for reopening prior to a final decision must "set forth clearly the facts claimed to constitute grounds requiring reopening of the proceeding, including material changes of fact or law alleged to have occurred since the conclusion of the hearing." *See* 52 Pa. Code § 5.571(b). Core has not met this threshold. Core was not entitled to the document based on the discovery it served, and is not entitled to a discovery "do-over" now. Moreover, material sought in discovery is not automatically relevant or admissible.

Core offers little explanation of the document in question,[6] what "material changes" of fact it contains (given that Core has already provided in-depth testimony regarding the third party traffic at issue in this case using both its own call detail records and the Verizon-provided EMI[7] records), or why the document should be admissible. Core Motion, ¶¶ 16-17. As explained above, the document was not responsive to Core's discovery requests, so there was no requirement to produce it. Core also has not identified any new and material factual information in that document or explained why it is not at best cumulative of evidence already in the record,

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against use of confidential information by discussing its content in separate proceeding involving same parties).

6 This is likely because Core is hoping to avoid compounding its violation of the Virginia Protective Order by discussing the confidential contents of that document in any detail. However, this does not excuse Core's failure to meet the standards set by 52 Pa. Code § 5.571(b).

7 "EMI" stands for Exchange Message Interface. VZ Stmt. 1.0 at 47.

even had it been produced. Finally, a document obtained and used in violation of the Virginia Protective Order is not admissible in this proceeding. To find otherwise would only reward Core's conduct.

Core has failed to meet the standards of 52 Pa. Code § 5.571(b). Core has every incentive to delay resolution of this case, since it continues to collect monthly payments from Verizon in light of the Commission's September 23, 2011 Opinion and Order ("Order"), while the record in this case shows that those bills are inflated and Core has failed to correct the numerous billing errors identified as the litigation progressed. While those payments are subject to refund should Verizon prevail (Order at 20), Core's repeated statements regarding its financial difficulties make its ability to do so questionable at best. Tr. 258-260; 267. The Commission should not countenance Core's efforts to protract this case on the basis of a specious attempt to reopen the record a week before reply briefs are due, and should deny Core's motion for reopening.

IV. The Commission Should Deny Core's Request for Sanctions

Core seeks dismissal of Verizon's multi-million dollar counterclaims as a sanction for Verizon's allegedly "contemptuous" and "egregious" refusal to produce the confidential Traffic Report obtained in the Virginia proceeding. Core Motion, ¶¶ 41-42; 46-47. As detailed above, the confidential Traffic Report from Virginia is in no way responsive to Core Interrogatories II-21 and II-22, and Verizon was therefore not obligated to produce it. Nor were those interrogatories relevant to any issue in this proceeding – confined as they were to allegations made, and now dropped, in a long-superseded pleading. Furthermore, Verizon specifically informed Core of its ability to generate this type of information from its SS7 trunk monitoring records, which might encompass calls involving Core, but Core never followed up with a request

for such documents. Because there was no failure to respond properly to discovery, there is no basis for imposition of any sanction, much less the wildly excessive sanction proposed by Core. To the extent Verizon was able to locate copies of the orders cited in ¶ 48 of Core's motion, the sanction of dismissal or striking of a pleading was imposed only in the most extreme of cases, where the party was in contempt of an ALJ's order directing discovery responses, or where discovery was completely ignored. None were a case like this one, where discovery was timely answered and where there is a good faith disagreement that the document is even responsive.[8]

If any party has "wasted the resources of the parties and the Commission, and undermine[d] the integrity of this proceeding" (Core Motion, ¶ 43), it is Core, which violated the Virginia Protective Order and improperly used a confidential document from that case to bring a baseless motion here, causing Verizon to expend effort to respond, and the Commission to expend effort to rule. Sanctions are wholly inappropriate under the circumstances, where Core's behavior is highly suspect and there is at bare minimum a good faith disagreement on Verizon's part about whether the document was responsive to Core's interrogatories, much less relevant and admissible. The Commission should deny Core's request for sanctions.

CONCLUSION

Core has brought a baseless motion and violated a federal court protective order in doing so. The confidential Virginia document at issue is not in any way responsive to Core Interrogatories II-21 and II-22, which in turn relate to allegations from a now-superseded pleading that are not at issue. Core has every incentive to try to delay this case as it heads towards

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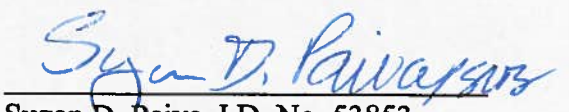
[8] At absolute most, if the Commission agrees that the document was responsive to the identified interrogatories (it is not), *and* that it is relevant even though those interrogatories relate to superseded allegations that are not at issue (it is not), *and* that Core has established that the document is a "material change" of fact that is not irrelevant or cumulative of information already in the record (Core has not done so), *and* that Core's violation of the Virginia Protective Order does not preclude the document's admission (it does), the Commission might allow the entry of the confidential Virginia document into the record (and, if it also allowed Core to submit additional testimony on the subject, would need to allow Verizon to respond).

completion, in order to protract an interim payment stream that will stop upon conclusion of this case, and that is the real basis for its motion. The Commission should reject Core's efforts and allow this case to proceed to decision promptly.

WHEREFORE, Verizon respectfully requests that the Commission deny Core's Consolidated Expedited Motion to Compel Supplemental Discovery Responses, Petition to Reopen the Record, and Motion for Sanctions.

Respectfully submitted,



Suzan D. Paiva, I.D. No. 53853
Verizon Pennsylvania Inc.
1717 Arch Street, 3rd Floor
Philadelphia, PA 19103
Phone: (215) 466-4755
suzan.d.paiva@verizon.com

Deborah Kuhn, *pro hac vice*
Assistant General Counsel
Verizon Communications Inc.
205 N. Michigan Ave., 7th Floor
Chicago, IL 60601
Phone: (312) 260-3326
Fax: (312) 470-5571
deborah.kuhn@verizon.com

Counsel for Verizon Pennsylvania Inc. and Verizon North LLC

Dated: February 8, 2013

EXHIBIT 1

From: Kuhn, Deborah L
To: "Gruin, Michael A."; Paiva, Suzan D
Cc: chris@coretel.net
Subject: RE: PA PUC C-2011-2253750 & -2253787 Core v VZ - Discovery Issue
Date: Tuesday, February 05, 2013 3:58:00 PM

Mike –

While Core may in hindsight believe the document it obtained in the Virginia case is somehow "relevant" to Pennsylvania, that does not mean Verizon should have produced it. You have not cited any discovery request to which this document would have been responsive. Verizon's responsibility was to answer the discovery that was asked, not to scour its files for every document that Core might deem of interest. And as noted in my e-mail below, Verizon disclosed the existence of the Traffic Track process in discovery discussions and responses and Core never issued further requests.

The two new interrogatories you now rely upon relate to two paragraphs of Verizon's August 16, 2011 Answer, New Matter and Counterclaims to Core's original complaint that were not included in Verizon's May 16, 2012 Answer, New Matter and Counterclaims to Core's amended complaint, and as a result, are not at issue in the PA PUC proceeding. Our responses to Interrogatories II-21 and II-22 noted this. Since our answer in both instances was that the referenced paragraphs were not at issue in the case, there were no responsive documents supporting our answer.

Verizon's responses also noted that information on "participants and time frames" relating to pre-August 16, 2011 analysis relative to Interrogatories II-14 and II-18 were provided in response to those interrogatories. Those interrogatories addressed analysis of the .txt file that Core provided to Verizon on January 18, 2011 (which analysis involved looking up the listed originating and terminating numbers for calls ostensibly sent from Core to Verizon and had nothing to do with Traffic Track), and statements made in a July 5, 2011 letter that predates the confidential VA document (which clearly states that it was generated on July 19, 2011), and thus could not possibly have relied on it. The confidential VA document is not responsive to these requests either.

Verizon will not stipulate to the entry of the confidential VA document into the PA PUC record at the eleventh hour. Moreover, we have referred Core's apparent violation of the VA protective order to our counsel in the Virginia case to address. On that note, you have declined to explain how you came into possession of the document (and/or obtained knowledge of its contents).

Deb

Deborah Kuhn
Assistant General Counsel
Verizon
205 N. Michigan Ave., 7th Floor
Chicago, Illinois 60601
Tel: (312) 260-3326
Fax: (312) 470-5571
deborah.kuhn@verizon.com

From: Gruin, Michael A. [mailto:MAG@stevenslee.com]
Sent: Tuesday, February 05, 2013 3:50 PM
To: Kuhn, Deborah L; Paiva, Suzan D
Cc: chris@coretel.net

Subject: RE: PA PUC C-2011-2253750 & -2253787 Core v VZ - Discovery issue

Deb and Suzan –
I just left voice messages for you. I have not heard back from you regarding whether Verizon will produce a copy of the report as a supplemental discovery response in the PA proceeding, and agree to stipulate to its entry into the record in this case. Can you provide me with Verizon's position on this request?
Thank you

Michael A. Gruin | Stevens & Lee
17 N. 2nd Street, 16th Fl.
Harrisburg, PA 17101
phone: (717) 255-7365 | fax: (610) 988-0852
mag@stevenslee.com | www.stevenslee.com

From: Gruin, Michael A.
Sent: Tuesday, February 05, 2013 11:39 AM
To: 'Kuhn, Deborah L'; Paiva, Suzan D
Cc: chris@coretel.net
Subject: RE: PA PUC C-2011-2253750 & -2253787 Core v VZ - Discovery issue

Deb –
As soon as Core reviewed the document in question, Core realized that it included data and analysis relevant to the Pennsylvania proceeding. Core's VA counsel is fully prepared to discuss Verizon's concerns regarding the applicability of the Protective Order you reference. The relevant question is why Verizon did not produce this report in Pennsylvania.

With respect to your assertion that the report in question is not responsive to Core's Interrogatories, I would refer you to Verizon's Answers to Core Interrogatories II-21 and 22. Those Interrogatories sought the following information:
"II-21. Reference Verizon's August 16, 2011 Answer, New Matter and Counterclaims Seeking Affirmative Relief, ¶ 113 and Verizon's Response to Core Set I Interrogatory No. 9. Identify and describe any and all analyses, data, materials or studies conducted by or on behalf of Verizon, as of **August 16, 2011**, which support the statements set forth in this paragraph. In addition:
(a) identify who conducted the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph
(b) specify when the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph were conducted
If your answer to all or any part of this interrogatory is "not applicable," please explain in detail why Verizon's statements in a pleading submitted to the Pennsylvania Public Utility Commission is "not applicable" in the same proceedings in which it was submitted (emphasis added).
In addition, identify and produce all documents which support your answer in material part.

II-22. Reference Verizon's August 16, 2011 Answer, New Matter and Counterclaims Seeking

Affirmative Relief, ¶ 115 and Verizon's Response to Core Set I Interrogatory No. 10. Identify and describe any and all analyses, data, materials or studies conducted by or on behalf of Verizon, as of August 16, 2011, which support the statements set forth in this paragraph.
In addition:

(a) identify who conducted the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph

(b) specify when the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph were conducted

If your answer to all or any part of this interrogatory is "not applicable," please explain in detail why Verizon's statements in a pleading submitted to the Pennsylvania Public Utility Commission is "not applicable" in the same proceedings in which it was submitted.
In addition, identify and produce all documents which support your answer in material part."

Verizon responded to both of these questions by indicating that its responses to Core II-14 and II-18 provides information on analyses performed before August 16, 2011. Those answers, in turn, reference 3 sets of analyses, but make no mention of a report created in July 2011.

The report that was produced in Virginia is clearly responsive to these two Interrogatories (II-21 and II-22) and should have been produced in Pennsylvania.
Core is requesting that Verizon immediately produce a copy of the report as a supplemental discovery response in the PA proceeding, and agree to stipulate to its entry into the record in this case. I would like to resolve this issue by tomorrow morning if possible, so please get back to me as soon as you can.
Thank you

Michael A. Gruin | Stevens & Lee
17 N. 2nd Street, 16th Fl.
Harrisburg, PA 17101
phone: (717) 255-7365 | fax: (610) 988-0852
mag@stevenslee.com | www.stevenslee.com

From: Kuhn, Deborah L [mailto:deborah.kuhn@verizon.com]
Sent: Tuesday, February 05, 2013 9:44 AM
To: Gruin, Michael A.; Paiva, Suzan D
Cc: chris@coretel.net
Subject: RE: PA PUC C-2011-2253750 & -2253787 Core v VZ - Discovery issue

Mike –

First, we question how you could have knowledge of the contents of this confidential document, much less use it for purposes of this litigation, without violating the provisions of the Protective Order entered by the Honorable Judge Buchanan on November 26, 2012 (Dkt. No. 53) in the United States District Court for the Eastern District of Virginia, Alexandria Division, case number 1:12-cv-00741. Verizon's VA counsel will address this issue with Core's VA counsel. We request that you let us know how you came to have this confidential document (or knowledge of its contents).

Second, the Traffic Track document produced in VA is not responsive to Core Interrogatory II-14 in the PA PUC proceeding. There is no Core Interrogatory I-15 in the PA PUC proceeding. Traffic Track is not a Verizon billing system. It is a means of monitoring certain SS7 trunks, but only when a particular third party's traffic has been subject to study, and only for selected SS7 point codes where study equipment is deployed. We advised of this process in meet-and-confer discussions and correspondence and discovery responses in the PA case, even though it did not relate to your request for billing records. See Verizon Statement 2.0 at Exhibit 19-R. We also supplemented our original discovery responses to Core Interrogatories II-23 and II-24 on Aug. 9, 2012 to confirm this information, at Core's request. Core did not continue discussions regarding a reasonable narrowing of the requests at issue, nor did it follow up with additional requests.

Accordingly, your assertion that the document should have been produced in the Pennsylvania case is incorrect.

Deb

Deborah Kuhn
Assistant General Counsel
Verizon
205 N. Michigan Ave., 7th Floor
Chicago, Illinois 60601
Tel: (312) 260-3326
Fax: (312) 470-5571
deborah.kuhn@verizon.com

From: Gruin, Michael A. [mailto:MAG@stevenslee.com]
Sent: Monday, February 04, 2013 10:57 AM
To: Kuhn, Deborah L; Paiva, Suzan D
Cc: chris@coretel.net
Subject: PA PUC C-2011-2253750 & -2253787 Core v VZ - Discovery issue
Importance: High

Deb and Suzan -

On January 11, 2013 CoreTel Virginia, LLC deposed Charles Bando of Verizon in litigation before the U.S. Dist. Ct. (E.D. Va.). In the course of that deposition, Mr. Bando referred to certain "traffic track" reports Verizon compiled.

On or about January 28, 2013, Verizon produced a single traffic track report as a confidential document in the Virginia litigation. The report, which begins at VZ 0047363, is an excel spreadsheet comprised of 11 tabs. The report appears to be directly responsive to Core Interrogatories II-14 and I-15 in the ongoing PA PUC litigation, among other discovery requests in this case, and should have been produced in the PA case long ago. We have not found it in our discovery files.

Can you confirm whether or not it was produced in the Pennsylvania case?

Thank you

Michael A. Gruin | Stevens & Lee

17 N. 2nd Street, 16th Fl.

Harrisburg, PA 17101

phone: (717) 255-7365 | fax: (610) 988-0852

mag@stevenslee.com | www.stevenslee.com

This email may contain privileged and confidential information and is solely for the use of the sender's intended recipient(s). If you received this email in error, please notify the sender by reply email and delete all copies and attachments. Thank you.

EXHIBIT 2

RESPONSE OF VERIZON TO SET II, INTERROGATORY NO. 21, OF CORE COMMUNICATIONS, INC. DATED JULY 12, 2012, SUBMITTED IN DOCKET NOS. C-2011-2253750 and C-2011-2253787 BEFORE THE PA PUC

ANSWERED BY: Not applicable
POSITION:

REQUEST:

Reference Verizon's August 16, 2011 Answer, New Matter and Counterclaims Seeking Affirmative Relief, ¶113 and Verizon's Response to Core Set I Interrogatory No. 9. Identify and describe any and all analyses, data, materials or studies conducted by or on behalf of Verizon, as of August 16, 2011, which support the statements set forth in this paragraph. In addition:

(a) identify who conducted the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph

(b) specify when the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph were conducted

If your answer to all or any part of this interrogatory is "not applicable," please explain in detail why Verizon's statements in a pleading submitted to the Pennsylvania Public Utility Commission is "not applicable" in the same proceedings in which it was submitted.

In addition, identify and produce all documents which support your answer in material part.

RESPONSE:

The purpose of amending pleadings is to revise allegations in light of information that comes to light during the pendency of a proceeding. The allegations referenced by Core in Paragraph 113 of Verizon's original Answer, New Matter and Counterclaims do not appear in Verizon's amended pleadings. Please see Verizon's responses to Core Set II, Interrogatories II-14 and II-18 for information on participants and time frames relating to the analyses conducted prior to August 16, 2011.

RESPONSE OF VERIZON TO SET II, INTERROGATORY NO. 22, OF CORE COMMUNICATIONS, INC. DATED JULY 12, 2012, SUBMITTED IN DOCKET NOS. C-2011-2253750 and C-2011-2253787 BEFORE THE PA PUC

ANSWERED BY: Not applicable
POSITION:

REQUEST:

Reference Verizon's August 16, 2011 Answer, New Matter and Counterclaims Seeking Affirmative Relief, ¶ 115 and Verizon's Response to Core Set I Interrogatory No. 10. Identify and describe any and all analyses, data, materials or studies conducted by or on behalf of Verizon, as of August 16, 2011, which support the statements set forth in this paragraph. In addition:

(a) identify who conducted the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph

(b) specify when the analyses, data, materials or studies conducted by or on behalf of Verizon which support the statements set forth in this paragraph were conducted

If your answer to all or any part of this interrogatory is "not applicable," please explain in detail why Verizon's statements in a pleading submitted to the Pennsylvania Public Utility Commission is "not applicable" in the same proceedings in which it was submitted.

In addition, identify and produce all documents which support your answer in material part.

RESPONSE:

The purpose of amending pleadings is to revise allegations in light of information that comes to light during the pendency of a proceeding. The allegations referenced by Core in Paragraph 115 of Verizon's original Answer, New Matter and Counterclaims do not appear in Verizon's amended pleadings. Please see Verizon's responses to Core Set II, Interrogatories II-14 and II-18 for information on participants and time frames relating to the analyses conducted prior to August 16, 2011.

EXHIBIT 3

SUPPLEMENTAL RESPONSE OF VERIZON TO SET II, INTERROGATORY NO. 24, OF CORE COMMUNICATIONS, INC. DATED JULY 12, 2012, SUBMITTED IN DOCKET NOS. C-2011-2253750 and C-2011-2253787 BEFORE THE PA PUC

ANSWERED BY: Not applicable
POSITION:

REQUEST:

Reference Verizon's Response to Core Set I Request for Admission No. 9.

(a) Identify and produce all "switch records for locally-dialed traffic that originates on third parties' networks, transits Verizon's network, and is delivered to Core for termination on Core's network" that are within the possession, custody or control of Verizon.
(b) Identify and produce all of the "records retention policies" referenced therein
(c) Identify by citation all "applicable law" referenced therein

In addition, identify and produce all documents which support your answer in material part.

PARTIAL OBJECTION:

Verizon objects to the request in subpart (a) as onerous and unduly burdensome to the extent that it would require Verizon to identify and produce voluminous records regarding traffic that may not be in dispute. Verizon is willing to discuss with Core a reasonable narrowing of this question. Verizon objects to the request in subpart (c) to the extent it requests discovery of Verizon's legal conclusions or theories, which are not discoverable under the Commission's regulations. Verizon will answer the remainder of the question.

RESPONSE (8/1/12):

For the relevant excerpts of Verizon's records retention policy, please see the attached proprietary file entitled "Core Set II-23 & 24 Interrogatory Attachments PROPRIETARY.pdf."

Verizon will discuss with Core a proposal for a reasonable narrowing of this request.

SUPPLEMENTAL RESPONSE (8/9/12):

In addition to the information informally provided to Core on August 1, 2012 and August 6, 2012 regarding why it is onerous and unduly burdensome to respond to this interrogatory, and in addition to offering a proposed narrowing thereof, Verizon states that as to traffic that originates from third parties, transits the Verizon network and terminates to Core, the EMI records that Verizon provides to Core are the only records in Verizon's billing system. Verizon also generates SS7 call records on a subset of the SS7 trunks that are used by third parties to interconnect with Verizon. Verizon does so only for those third party carriers whose traffic has

been subject to study, and only for those SS7 point codes where Verizon has deployed study equipment. Some such calls may have been destined for Core, but there is no complete set of SS7 records for third party transit traffic sent to Core. While the EMI records encompass all third party calls (save for non-equal access originated by independent telephone companies) that transit the Verizon network, Verizon only retains the EMI records on-line for approximately 60 days.

EXHIBIT 4

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

CORETEL VIRGINIA, LLC, **Plaintiff,** **v.** **VERIZON VIRGINIA LLC, *et al.*** **Defendants.**	**Civil Action No. 1:12-cv-741 CMH/TCB**

PROTECTIVE ORDER

Upon the stipulation of the parties and pursuant to Rule 26(c) of the Federal Rules of Civil Procedure, it appearing that discovery in the above-entitled action is likely to involve the disclosure of confidential information, documents, or materials containing confidential or proprietary business information and/or trade secrets and good cause appearing;

Whereas, the parties to the Litigation may assert that public dissemination and disclosure of confidential information could severely injure or damage the party disclosing or producing the confidential information and could place the party at a competitive disadvantage;

Whereas, the parties to the Litigation agree that the production of information by each of them should take place subject to the provision of a protective order, pursuant to Rule 26(a) of the Federal Rules of Civil Procedure;

IT IS HEREBY ORDERED THAT the following terms and conditions shall apply to all documents, material, and information disclosed in the course of discovery in this action that any person may deem to be potentially entitled to protection under Fed. R. Civ. P. 26(c):

1. Definitions.

(a) "Confidential Material" shall mean all documents, material, and information entitled to protection under Fed. R. Civ. P. 26(c) and designated pursuant to paragraphs 2 hereof, including, but not limited to, interrogatory answers, responses to requests for admission, documents produced during discovery by any person in this action, whether produced voluntarily, in response to an informal request, in response to a formal discovery request, or pursuant to the order of a court of competent jurisdiction, deposition testimony and/or transcripts, and any portions of any pleadings or other court papers that quote from or summarize any of the foregoing; provided, however that information that is publicly available, that becomes publicly available (other than through a violation of this Order), or that was previously both in the possession of the Receiving Party and not subject to any obligation to hold it in confidence shall not constitute "Confidential Material" for purposes of this Order.

(b) "Producing Party" means any person, whether or not a party to this Proceeding, who produces Confidential Material in the course of any pretrial activities or settlement of this lawsuit, including but not limited to response to discovery requests propounded pursuant to Fed. R. Civ. P. Rules 26 through 37 or Rule 45.

(c) "Receiving Party" means any person, whether or not a party to this Proceeding, who has received Confidential Material from a Producing Party in the course of litigation or settlement of this lawsuit.

2. "Confidential Material." Any party or non-party may designate any document, material, or information produced by it to any other party as "Confidential Material." Confidential Material shall include documents, information, and material subject to protection under Fed. R. Civ. P. 26(c) that a party in good faith believes contains information that is commercially sensitive to the interests of the designating party or that constitutes or describes the Producing Party's current marketing plans, financial information, competitive strategies, market

share projections, marketing materials that have not yet been used, customer-identifying information, or customer prospects PIU rates or calculations or call detail records.

3. Designation of Material as "Confidential Material." A Producing Party may designate any document, material, or information produced by it to any other party as Confidential Material, pursuant to these procedures:

(a) In the case of documents or other written or recorded information, the Producing Party shall mark the information with the legend "CONFIDENTIAL" as appropriate, on all pages of any document or on the face of, or in some similar and conspicuous manner, as to any machine-readable medium of electronic information. A Producing Party shall make the designations permitted hereunder either at the time the material is produced or prior to the time that it is made available for inspection. "Confidential" material may be so marked and produced prior to the date of approval of this Order, and shall be subject to this Order. If a document containing Confidential material is so designated and marked as a deposition exhibit, such exhibit, if filed, shall be filed under seal.

(b) If testimony concerning Confidential material is elicited at a deposition, hearing or at trial, counsel for any party may request that the entirety or a designated portion of the transcript be treated as Confidential Material. Such a request shall be made by making a suitable designation on the record at the deposition, hearing, or trial. If such a designation is made, such portion of the transcript shall be so treated and filed under seal. Counsel making the designation shall in good faith review the transcript upon receipt and notify the other parties in writing and within thirty (30) days after the receipt of the transcript of any suitable revision to the designation of the portions deemed confidential. Unless otherwise indicated on the record, deposition testimony shall be treated as confidential for thirty (30) days after the date of the deposition.

(c) The designation of material as Confidential Material, in the manner described hereunder, shall constitute a certification by the attorney making such designation that he or she in good faith believes the material to be entitled to protection under Fed. R. Civ. P.26(c). The parties shall endeavor to limit the use of the Confidential designations to those documents and materials that genuinely warrant the protection provided under the terms of this Stipulated Protective Order.

4. Inadvertent Failure to Designate. A Producing Party that inadvertently fails to designate its material as Confidential may so designate it promptly after discovering the error. The Producing Party shall so designate in writing to every Receiving Party and shall either provide replacement copies of all documents affected by the change bearing the "CONFIDENTIAL" legend or, if agreeable to the Receiving Party, reimburse the Receiving Party for the actual cost of remarking the affected documents. In that event, and from that time forward, the provisions of this Stipulated Protective Order shall apply to the newly designated material, and the Receiving Party shall make reasonable efforts to return any unmarked Confidential Material to the Producing Party within five (5) business days of any written notice requesting its return, and to retrieve the Confidential Material from those to whom it previously had been disclosed, but shall have no other responsibility or obligation with respect to the earlier dissemination. The Receiving Party may thereafter challenge the confidential nature of the Confidential Material, but the inadvertent production of the Confidential Material without the confidentiality designation shall not constitute a waiver of any claim of confidentiality.

5. Treatment of Confidential Material. All Confidential Material shall be treated in accordance with the provisions of this Order until such designation has been released by the Producing Party or by order of the Court. Nothing herein shall limit disclosure of Confidential

Material by the Producing Party; however, the fact of disclosure may be used as evidence in any proceeding hereunder challenging a designation of Confidential Material.

6. Disclosure of Confidential Material in General. Confidential Material may be disclosed only to the following persons and solely for the purposes of preparing for, prosecuting, defending, or appealing this action:

(a) Employees and agents of the parties who have been provided with a copy of this Stipulated Protective Order and advised that they are bound by its terms;

(b) Counsel for the parties, including in-house counsel, outside counsel, associates, legal assistants, paralegals, secretarial and clerical employees, and outside services engaged to assist counsel (including, without limitation, copy services, litigation consulting services, document management services, and graphics services);

(c) Experts retained for consultation or for testimony, subject to the provisions of Paragraph 7;

(d) Any person who counsel in good faith believes will or may be requested or required to testify as a witness at deposition or trial ("Potential Witness"), or is asked to testify as a witness at deposition, subject to the provisions of Paragraph 7, provided that such Potential Witness shall be shown only such Confidential Material as counsel deems necessary to allow for the full and fair exploration and presentation of information possessed by the Potential Witness;

(e) The Court, persons employed by the Court, and stenographers transcribing the testimony or argument at a hearing, trial, or deposition in the action or any appeal therefrom; and

(f) Any third-party mediator, settlement judge, or arbitrator selected by the parties or assigned to assist by the Court.

7. Disclosure of Confidential Material to Outside Experts, Consultants, or Potential Witnesses. Upon a good faith determination by an attorney representing a party that he or she needs to consult with experts, consultants, or Potential Witnesses who are not employees of that party with respect to particular Confidential Material produced by any person or entity, including those described in paragraphs 6(c) and 6(d), such documents may be disclosed to such persons provided as follows:

(a) Prior to disclosure of any Confidential Material to such person, such person shall sign an Agreement to Abide by Stipulated Protective Order in the form attached hereto as Exhibit A, stating the signatory's full name, address, present employer, and relationship to a Party, and acknowledging his or her understanding of the terms of this Stipulated Protective Order and his or her agreement to be bound by its terms; and

(b) Each such signed statement shall be retained by the attorney disclosing any Confidential Material pursuant to this paragraph 7, and shall be subject to *in camera* review by the Court if good cause for review is demonstrated by opposing counsel.

8. Disclosure of Confidential Material at Depositions. Each deponent to whom Confidential Material is disclosed shall be provided with a copy of this Stipulated Protective Order and, if unwilling to sign the Agreement to Abide by Stipulated Protective Order Exhibit A), shall be advised on the record that he or she is bound by the terms of this Stipulated Protective Order and is subject to sanctions, including contempt, for violating the terms of the Stipulated Protective Order. Following entry of this Stipulated Protective Order, a deponent or his/her counsel may not object to a question on the grounds that it calls for the disclosure of information that qualifies as Confidential Material, No person shall be present during portions of depositions designated "Confidential" unless such person is authorized under the terms of the

Stipulated Protective Order to receive Confidential Material, or unless the Producing Party consents to such person being present.

9. Use of Confidential Material. Any Receiving Party or person who receives or is afforded access to any Confidential Material pursuant to the provisions of this Stipulated Protective Order, whether produced by parties or non parties shall use, disclose, copy and retain Confidential Material solely for the purposes of litigating or settling this lawsuit, including any appeals thereof, and all other purposes whatsoever are strictly prohibited. This Stipulated Protective Order does not restrict the use of Confidential Material by any party at trial or on any appeal of this matter. All parties and non parties reserve their respective rights to request the Court to take appropriate measures to preserve the confidentiality of such material at trial, and all parties reserve until trial their rights to question, challenge, or object to the admissibility of Confidential Material in accordance with the Federal Rules of Evidence or the Federal Rules of Civil Procedure.

10. Accordingly, any pleading paper or other document filed in this Action that contains or discloses CONFIDENTIAL information shall be filed under seal along with an accompanying motion seeking permission to file under seal. pursuant to Local Rule 5

11. Copies of the papers filed under seal shall be timely served on counsel for the parties. In applications and motions to the Court, all submissions of Confidential material shall designate the following on the first page of filed documents: "UNDER SEAL – SUBJECT TO PROTECTIVE ORDER – CONTAINS CONFIDENTIAL MATERIAL" and a statement substantially in the following form in enclosures on which shall be affixed the title of this action, an indication of the nature of their contents, and the legend:

THIS ENVELOPE CONTAINS MATERIAL SUBJECT TO A PROTECTIVE ORDER ENTERED IN THIS ACTION. IT IS NOT TO BE OPENED NOR ARE ITS CONTENTS TO BE DISPLAYED, REVEALED OR MADE PUBLIC, EXCEPT BY

ORDER OF THE COURT.

12. Should the need arise during any pre-trial proceeding before the Court, a party may cause Confidential Material to be disclosed only after appropriate in camera inspection or other appropriate safeguards are requested of the Court, or after further direction from the Court at such time.

13. Counsel's Responsibility. Counsel are charged with the responsibility of advising their partners, associate attorneys, legal support personnel, and experts or consultants who are participating in the prosecution or defense of this proceeding to whom disclosure of Confidential Material may be made pursuant to this Order, of the terms of this Order and their obligations thereunder.

14. Non Party Materials. If any party in this action receives or has previously received confidential documents from a non party, then, prior to production of such non party documents, the Producing Party may designate such documents as Confidential Material pursuant to the terms of this Stipulated Protective Order.

15. Designation by Non Parties. If a non party produces confidential documents, material or information in this action, pursuant to a Notice of Deposition or Subpoena Duces Tecum, the non party may make a good faith designation of such documents, material or information as Confidential Material, to be treated by the parties to this action in accordance with the terms of the Stipulated Protective Order.

16. No Waiver of Other Rights. Nothing herein shall in any respect constitute a waiver of any attorney-client or work product privilege of any party, nor does any provision herein affect the right of any party to contest any assertion or finding of confidentiality or privilege, or to appeal any adverse determination of the Court regarding said confidentiality or privilege.

17. Inadvertent Disclosure. The inadvertent disclosure to another party of any document which is subject to a legitimate claim that the document should have been withheld from disclosure as a privileged attorney-client communication or as attorney work product shall not constitute a waiver of any privilege as to the document inadvertently disclosed or the subject matter of the document, and shall not otherwise affect the right to withhold from production as privileged or work product any other documents or information, even though such documents or information may relate to the same or a related transaction or subject matter as the document inadvertently disclosed. Upon a request made in good faith on or before thirty days after discovery that the document has been inadvertently produced, any such privilege or work product document inadvertently disclosed shall be returned to the producing party upon request, together with all copies of any such documents. The privilege or work product status of such document or information shall be deemed to be restored upon the making of such request.

(a) Nothing herein shall preclude the Receiving Party from requesting the Court to determine whether the document or information is privileged or subject to protection from disclosure pursuant to the work product doctrine or Fed. R. Civ. P. 26.

(b) If the Producing Party either (i) expresses the intent to use such document or information at a hearing, deposition or trial, or (ii) uses such document or information at a hearing, deposition or trial, the Producing Party's right to request return of such document or information shall be foreclosed.

18. Objections to Designations. A Receiving Party may object to the designation of particular material as Confidential by giving written notice to the party designating the disputed material, identifying the particular material to which the objection is made and the reason(s) for the objection. If the parties are unable to reach an agreement, the Receiving Party may file an appropriate motion requesting that the Court determine whether the disputed information is

Confidential Material subject to the terms of this Stipulated Protective Order. The Producing Party shall have the burden of demonstrating that the disputed information is Confidential Material. The disputed information shall be treated as Confidential Material under the terms of this Stipulated Protective Order until the Court rules on the motion.

19. Limitations of Protective Order. Notwithstanding this Stipulated Protective Order, a Receiving Party may use, reproduce and disclose, in any manner or for any purpose, any information that either was lawfully in its possession prior to being designated Confidential Material in this Proceeding, was obtained from another source without restriction on its use or dissemination (assuming that the other source was authorized to permit such use or dissemination), or is the subject of an Order of a court of competent jurisdiction that allows the unrestricted use, reproduction or disclosure of the Information. Nothing contained herein is intended to broaden the scope of information that would be entitled to protection under Fed. R. Civ. P. 26.

20. Termination of Action. Within sixty (60) days of termination of this action, including all appeals, or the deadlines for filing such appeals (whichever comes later), all persons, including but not limited to counsel in possession of Confidential Material shall destroy and or return all Confidential Material produced in this action, including any copies, extracts, or summaries thereof. Counsel in possession of Confidential Material shall provide the Producing Party with a written verification that all copies of the Confidential Material have been destroyed. Notwithstanding these requirements, counsel for each party may retain one copy of every pleading, filing, correspondence, or working document for counsel's archives that includes Confidential Material.

21. Unauthorized Disclosure. In the event that Confidential Material is disclosed to someone not authorized under the terms of this Stipulated Protective Order to receive such

information, counsel of record for the party involved with the disclosure shall immediately give notice to counsel of record for the Producing Party describing the circumstances surrounding the unauthorized disclosure.

23. Survival of Obligations. The termination of this proceeding shall not relieve the parties hereto and those persons listed in Paragraph 6 above from the obligation of maintaining the proper treatment of Confidential Material pursuant to this Stipulated Protective Order which is not used at trial or is used at trial under restrictions designed to exclude from the public record those portions of the material that were designated as Confidential Material. This provision shall not apply to any Confidential Material that is the subject of a superseding ruling of the Court as to the scope of its disclosure. The Court shall retain jurisdiction to enforce and to modify this Stipulated Protective Order.

24. Storage. Each Receiving Party shall maintain Confidential Material in secure and safe offices and shall exercise the same degree of care in handling Confidential Material as a reasonably prudent person would in handling proprietary or confidential information.

25. Modification of this Protective Order. The provisions of this Stipulated Protective Order may be modified at any time by stipulation of the parties approved by Order of the Court. In addition, a party may at any time apply to the Court for modification of this Protective Order pursuant to a motion brought in accordance with the Rules of the Court, including a modification that seeks additional or lesser protections for Confidential Material. Agreement to the terms of this Stipulated Protective Order, or its entry by the Court, is not grounds for denial of any motion for modification.

26. Receipt of Third-Party Subpoena or Demand. In the event that the parties or their counsel, non-party witnesses or their counsel, or court reporters are served with or receive a subpoena or any other written demand (a "Demand") from any person (including any federal or

state law enforcement or regulatory agency or authority) calling for production of or testimony relating to any Confidential Material governed by this Order, prior to responding thereto, the person or entity served with or receiving such Demand shall promptly serve notice of receipt of same on counsel for the other parties to the litigation, who shall have fourteen (14) days following such service (or such shorter period of time as may be necessitated by the terms of the Demand) to move the court having jurisdiction over the Demand for a ruling respecting compliance with the Demand. If such a motion is made within the allotted time, the person or entity served with or receiving a Demand shall respond initially by objecting thereto, on the basis of the pending motion on the applicability of this Order.

DONE AND SO ORDERED, at Alexandria, Virginia, this 26th day of November 2012.

/s/
Theresa Carroll Buchanan
United States Magistrate Judge

We jointly ask for this:

By: _____/s/_____
Edward J. Tolchin
Offit Kurman, PA
8000 Towers Crescent Drive
Suite 1450
Tysons, Corner, VA 22182
703-745-1869
240-507-1735 (facsimile)
etolchin@offitkurman.com
Counsel for Plaintiff

By: _____/s/_____
Kenneth M. Fetterman (VA Bar # 41436)
Scott Angstreich, *pro hac vice*
Kiran Raj, *pro hac vice*
Attorneys for Defendants and Counterclaimants Verizon Virginia LLC, Verizon South Inc., MCIMetro Access Transmission Services LLC, MCI Communications Services Inc., Verizon Business Global LLC, and Bell Atlantic Communications Inc. d/b/a Verizon Long Distance
KELLOGG, HUBER, HANSEN, TODD, EVANS & FIGEL, P.L.L.C.
1615 M Street, NW, Suite 400
Washington, DC 20036
(202) 326-7900 (telephone)
(202) 326-7999 (facsimile)
kfetterman@khhte.com

VERIFICATION

I, Lisa A. Peterson, state that I am Senior Staff Consultant Product Management/Product Development for Verizon, and that as such I am authorized to make this verification on behalf of Verizon Pennsylvania LLC and Verizon North LLC ("Verizon"). I have reviewed Verizon's Response to Core's Consolidated Expedited Motion, and verify that the facts contained therein are true to the best of my knowledge, information and belief. I understand that the statements herein are made subject to the penalties of 18 Pa. C. S. § 4904, relating to unsworn falsification to authorities.

Date: February 8, 2013

Lisa A. Peterson

Lisa A. Peterson