

COPY OF TRANSCRIPT

BEFORE THE PUBLIC SERVICE COMMISSION

COMCAST CABLE COMMUNICATIONS,
INC., a Pennsylvania corporation,

Docket No. 03 035 28

Claimant,

VS.

PACIFICORP, dba UTAH POWER, an
Oregon corporation,

Respondent.

DEPOSITION OF JOSEPH CLIFTON

TAKEN AT: Ballard, Spahr, Andrews & Ingersoll
201 S. Main Street, Suite 600
Salt Lake City, Utah

DATE: May 21, 2004

TIME: 9:02 a.m.

REPORTER: DAWN M. DAVIS, RPR



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APPEARANCES

For the Claimant:

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and

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For the Respondent:

GARY G. SACKETT

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Also present: JOSEPH CLIFTON



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Deposition of Joseph Clifton

May 21, 2004

PROCEEDINGS

Joseph Clifton, called as a witness for
and on behalf of the Claimant, being first duly
sworn, was examined and testified as follows:

EXAMINATION

BY-MR. THOMAS:

Q. Good morning, Mr. Clifton.

Would you state your full name for the
record, please?

A. Joseph Lee Clifton.

Q. And could you give us your title and
your business address?

A. It's Northwest Supervisor, T&D
Infrastructure Management.

Q. And your employer is . . .

A. PacifiCorp. And my address is--office
address is 650 Northeast Holladay Street, Suite
700 in Portland, Oregon.

Q. Have you ever had your deposition taken
before?

A. A long time ago.

Q. What was the circumstances of that
deposition?



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1 A. It was a labor relations case.

2 O. Do you remember what year that was,
3 approximately?

4 A. It was better than 20 years ago.

5 Q. Okay. A few tips to make the
6 deposition go a little bit more smoothly.

7 Everything that we're saying today will
8 be recorded by the court reporter. When I ask
9 you a question, if it's a yes/no question it's
10 important to say yes or no. Sometimes a nod of
11 the head or a shaking of the head does not come
12 out in the transcript.

13 I will try my best to formulate
14 coherent questions. That doesn't mean I will
15 always do so. If you don't understand the
16 question, please say, I don't understand. Will
17 you ask it again? And I'll be happy to do that.

18 If at any time you want to take a
19 break, get something to drink, get a cup of
20 coffee, just let me know, and we can stop the
21 deposition and go off the record until you're
22 finished.

23 If you have a clarification that you
24 would like to make about your answer or previous
25 answer that maybe you had given earlier, feel free



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1 to do that at any time. We want to make sure
2 that the responses you are giving are accurate and
3 that you're comfortable with them.

4 If you need to consult with Counsel
5 while you are giving an answer I would ask that
6 you finish your answer and then consult with your
7 Counsel at that point.

8 I have a couple of sort of form
9 questions that I need to ask you just that we
10 have to do to ensure the integrity of the
11 deposition, and just a few of those kinds of
12 questions.

13 The first one is, are you on medication
14 or drugs at the moment that would make it
15 difficult for you to answer the questions
16 truthfully?

17 A. No.

18 Q. Are you under a doctor's care for any
19 illness that would make it difficult for you to
20 answer questions?

21 A. No.

22 Q. Have you had a drink within the last
23 eight hours, an alcoholic drink, that would make
24 it difficult for you to answer questions?

25 A. No.



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1 Q. Can you think of any other reason why
2 you wouldn't be able to answer the questions I'm
3 asking you truthfully and completely?

4 A. No.

5 Q. Thank you.

6 Could you tell me again what your title
7 is with PacifiCorp?

8 A. Northwest Supervisor.

9 Q. Northwest Supervisor.

10 A. (Witness nods head.)

11 Q. And could you give me a summary of your
12 job responsibilities?

13 A. Okay. I have the Northwest region,
14 which encompasses Washington State and northern
15 Oregon. And the inspectors that do the pre and
16 post inspections of third party attachments to
17 PacifiCorp's facilities.

18 Q. And this relates to pole attachments
19 and joint use.

20 A. Correct.

21 Q. And would you be the person who would
22 oversee such things as permit application and--
23 permit applications by joint users, for example?

24 A. Yes.

25 Q. Would you have responsibility over



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1 those regions that you have described for make-
2 ready work that's needed to be on the poles and
3 the connection with the permit application, for
4 example?

5 A. When you are saying with--as far as
6 make-ready work, how do you mean as far as . . .

7 Q. When--well, let's do it this way.
8 Could you walk me through--I think you said a
9 moment ago that you were--oversaw the permitting
10 process within your region. And I was wondering
11 if you could sort of take me from sort of the A
12 to Z of pole permit applications. And we'll take
13 Comcast as an example. If Comcast wants to get
14 onto a new pole, what is the process for doing
15 that?

16 A. Basically in Oregon and Washington they
17 typically file an NJUNS application, which is part
18 of the National Joint Use Notification System.
19 And in that application they would apply for a
20 certain set of poles and state that they were
21 wanting to build something on it.

22 They would then provide another
23 supplemental application with more detailed
24 information, saying, We want to attach to this
25 pole at this height. We would be lashing a fiber



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1 onto it. This is the diameter of the bundle,
2 this is the weight per foot.

3 We would get that, look at the
4 application to make sure that it met the
5 requirements at least on the paper portion of it.
6 And then the inspectors would go out in the field
7 and inspect what they had provided there, saying,
8 Yes, it could be attached to it, or no, it
9 couldn't, or they could attach if we did some
10 make-ready work, for instance. But part of the
11 application is the licensee would note on there
12 any make-ready that needed to be done either by
13 PacifiCorp or another party on the poles.

14 You mentioned Comcast, it would be, for
15 instance, probably Qwest that they would be
16 looking at to see if they needed to relocate
17 facilities.

18 Q. And is the process the same in Utah
19 that you just described as for Oregon and
20 Washington?

21 A. Be the same throughout PacifiCorp.

22 Q. Is NJUNS used in Utah?

23 A. No, it's not, not to my knowledge.

24 Q. When a permit application is submitted
25 by whoever at Comcast submits the permit



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1 applications, where does that application go?

2 A. When they initially submit the
3 application or . . .

4 Q. Yes.

5 A. When they initially submit the
6 application it would typically go to what's called
7 an administrative services coordinator. They
8 would be the first person that would see it.

9 Q. And did the administrative services
10 coordinator sit in a district office in Utah, or
11 is it someone in Portland?

12 A. They are all in Portland.

13 Q. They are all in Portland.

14 A. Uh-huh (affirmative.)

15 Q. Is it done by e-mail, do you know?

16 A. It comes--depending on the area. It
17 could come in e-mail, it could come by fax, it
18 could come in the mail, or it could come through
19 the NJUNS system.

20 Q. But not for Utah?

21 A. Not for Utah what?

22 Q. Not for Utah, would not come through
23 the NJUNS system in Utah.

24 A. To my knowledge, NJUNS doesn't operate
25 in Utah.



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1 Q. All right. What I would like to do is
2 I am going to do--I am going to try and get a
3 feel for the permitting process here and ask you
4 some questions about that. And for the moment,
5 let's just focus on the situation in Utah.

6 A. Okay.

7 Q. The chain through Utah.

8 So it is submitted to--what was the
9 title of the--was it joint use coordinator?

10 A. Administrative services coordinator.

11 Q. Administrative services coordinator.

12 How many of those are there for Utah,
13 if you know?

14 A. I don't know.

15 Q. Approximately a dozen? five?

16 A. I don't manage that group. And so
17 their resources are managed by another person.
18 And how they have those dedicated, I don't know.

19 Q. Who manages that group?

20 A. Laura Raypush.

21 Q. Laura Raypush. Do you manage Laura
22 Raypush?

23 A. No, I do not.

24 Q. Who manages Laura Raypush?

25 A. Corey Fitzgerald.



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1 Q. Okay. Once the application is--again,
2 we are speaking about Utah--and once the
3 application is submitted to the coordinator, what
4 happens to it at that point? What is--

5 A. In Utah?

6 Q. In Utah, please, yes. Everything is
7 Utah I am asking about here. And if I ask you
8 about another State, I will try and be specific
9 to that.

10 A. And I can only be specific to it as the
11 time when I was working down in here.

12 Q. Right.

13 A. What's going on since I've been out of
14 here, I wouldn't--I'm not exactly sure.

15 But when I was here, the coordinator
16 would get the application. She would review it
17 with me. And we would send it out to the field
18 for the inspector to inspect, providing the
19 application was complete.

20 Q. So when you were here in Utah you would
21 review the application and review what the--
22 Comcast believed was necessary for make-ready, and
23 then you would send the crew out in the field to
24 verify the recommendations that Comcast had for
25 make-ready?



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1 A. As I recall, typically they did not put
2 any recommendations down for make-ready on their
3 applications. In Utah what they were doing at
4 the time was photocopying a portion of a map and
5 faxing it to the office in Portland.

6 Q. Okay. And what time period was this
7 that you were actually in Utah or had
8 responsibility for Utah?

9 A. It was approximately December of last
10 year through March of this year.

11 Q. Okay.

12 A. It was an interim period.

13 Q. I think what I'd like to do is change
14 tacks a little bit, Mr. Clifton, so I can nail
15 down a time line. I may come back. I probably
16 will come back to the whole permitting process.
17 But let's go through a bit of a chronology of
18 your time of your career with PacifiCorp and
19 before.

20 A. Okay.

21 Q. In your current position--how long have
22 you been in that current position?

23 A. Since February of 2002.

24 Q. February of 2002.

25 A. Uh-huh (affirmative.)



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1 Q. And before February of 2002, what were
2 you doing? Were you with PacifiCorp?

3 A. No. I worked for another company.

4 Q. What was the other company that you
5 worked for?

6 A. Northstar Communications Group.

7 Q. And what was or is Northstar
8 Communications Group?

9 A. Engineering and construction company.

10 Q. Where are they based?

11 A. Birmingham, Alabama.

12 Q. Birmingham.

13 How long were you at Northstar?

14 A. A little over two years.

15 Q. Can you describe for me the kinds of
16 information--I'm sorry--the kinds of projects that
17 Northstar worked on generally, give me an idea of
18 what they did?

19 A. Uh-huh (affirmative.) Everything
20 involving engineering and construction of
21 telecommunications attachments.

22 Q. Were you--you were an engineering and
23 construction contractor for telecommunications.

24 A. Correct.

25 Q. Did it include cable TV as well?



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1 A. Yes.

2 Q. And I'm sorry, you said you were with
3 Northstar for a little over two years.

4 A. Yes.

5 Q. Where were you based?

6 A. I was based--my last office was based
7 out of Bellview, Washington.

8 Q. Could you describe for me the
9 circumstances of your going from Northstar to
10 going to PacifiCorp, how that came about?

11 A. They had an opening at PacifiCorp. And
12 I was offered the opportunity to come over there.
13 And at the time, the telecommunications market was
14 crashing pretty large. And I made the decision
15 to go ahead and go. Part of the plan was is I
16 could stay on the West Coast.

17 Q. And how did you hear about the building
18 at PacifiCorp?

19 A. I had heard through the grapevine.
20 Corey had mentioned to me that there was an
21 opening. And I had done quite a bit of
22 engineering work for--on the cable television side
23 and had submitted applications previously to
24 PacifiCorp. So they were familiar with my
25 background.



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1 Q. And that's how you knew Corey, was from
2 the work at Northstar you were doing for cable
3 television companies.

4 A. Correct.

5 Q. What cable televisions companies did
6 you work for or did you have as clients when you
7 were at Northstar?

8 A. At Northstar it would have been RCN and
9 WinFirst.

10 Q. Were there other telecommunications
11 companies that were your clients or customers when
12 you were at Northstar in addition to those two
13 cable TV companies?

14 A. Yes.

15 Q. Can you tell me who they were?

16 A. Global Crossing, Level Three. Qwest.
17 Those are the three that stick out in my mind
18 right now.

19 Q. And was your work with Northstar in the
20 Pacific Northwest exclusively?

21 A. No.

22 Q. Where else were you working for
23 Northstar?

24 A. Nationwide, depending on where they
25 needed me to help.



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1 Q. Was the majority of the work that you
2 did, if you can recall, in the Northwest?

3 A. The majority of the work would have
4 been in the western United States.

5 Q. Including what other States?

6 A. Oregon, Washington, California, Arizona.

7 Q. My memory is not very good. You said
8 that you were there for about two years at
9 Northstar.

10 A. Just over two years.

11 Q. Just over two years.

12 So we are in about 2000 time frame,
13 would that be right, when you started with
14 Northstar?

15 A. It would have been early--very early
16 2000.

17 Q. Okay. What were you doing prior to
18 2000 and working for Northstar?

19 A. I was working for another cable
20 television contractor, North Sky Communications.

21 Q. And where was North Sky based?

22 A. Vancouver, Washington.

23 Q. And could you describe your
24 responsibilities with North Sky for me?

25 A. Uh-huh (affirmative.) I had



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1 responsibilities for the splicing--sweep and
2 splicing of cable television facilities.

3 Q. Who were your--examples of your clients
4 or customers when you were with North Sky?

5 A. Well, today they would be Comcast,
6 would have been the major one.

7 Q. And previously that was . . .

8 A. They switched very rapidly in their
9 time frames. I mean, they had been Time-Warner,
10 TCI, AT&T, and depending on the system, Comcast,
11 all in a period of less than six months,
12 probably, to a year. I mean, there was quite a
13 bit of consolidation going on.

14 Q. And was the work that you did for North
15 Sky in the Portland, Vancouver area exclusively?

16 A. No. It ran as far south as Corvallis.

17 Q. That's Oregon.

18 A. Yes.

19 Q. Okay. How long were you with North
20 Sky?

21 A. I'm not sure. There . . .

22 Q. Approximately.

23 A. Over a period of a couple of years I
24 did a variety of projects for them.

25 Q. Were you a full-time employee of North



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1 Sky?

2 A. When I left I was a full-time employee.

3 Q. When you started you were a part-time
4 contract employee.

5 A. I was a contractor.

6 Q. And if you--working backwards, if you
7 started with Northstar in approximately 2000, how
8 long were you a full-time employee at North Sky,
9 if you can remember?

10 A. I believe I was probably what you would
11 consider an in-house employee probably for about a
12 year.

13 Q. And before that, when you were a
14 contractor, that's correct?

15 A. Uh-huh (affirmative.)

16 Q. How long was that period?

17 A. Well, I was a contractor from--for
18 various companies on projects going backwards
19 through--I would estimate probably around '87,
20 1987.

21 Q. So from '87 until approximately 1999, a
22 12-year period there you were a contractor with
23 various contracting companies.

24 A. Yes.

25 Q. When did you complete your formal



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1 education?

2 A. I've never stopped.

3 MR. SACKETT: Take that.

4 MR. THOMAS: That's why I said formal.

5 THE WITNESS: Yeah.

6 BY MR. THOMAS:

7 Q. When did you graduate from high school?

8 A. 1977.

9 Q. Did you go to college?

10 A. I have been going to college.

11 Q. Do you have a degree from college or
12 university?

13 A. Not yet.

14 Q. You have been combining work with
15 education since approximately 1977.

16 A. That's correct.

17 Q. What I'm trying to do is trying to get
18 a snapshot of your career. And I'm going through
19 in my own head the most efficient way to do that.

20 Let's go from 1987 to the 1999 time
21 period where you testified a moment ago that you
22 had worked for a number of contractors doing a
23 number of different kinds of things.

24 A. Okay.

25 Q. Were those all cable TV or



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1 communications-related during that time period?

2 A. Yes. The contractor certainly would
3 have been.

4 Q. Tell me how you--did you ever work for
5 a cable television company as a cable television
6 employee?

7 A. Yes.

8 Q. When was that?

9 A. I left in 1970--or 1987. And I worked
10 for at the--their last name when I left was TCI.
11 And prior to that they had went through buyouts.

12 Q. So you were with TCI from when until
13 1987?

14 A. I was there just over two and-a-half
15 years.

16 Q. Mid 1984, give or take?

17 A. No, it would have been either real
18 early 1984, like--either December of '83 to
19 January of '84, something in there.

20 Q. So a two or three-year time period,
21 give or take.

22 A. Uh-huh (affirmative.)

23 Q. What was your--when you started at TCI
24 in late '83 or 1984, what was your title and job
25 responsibility?



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1 A. When I started I was an auditor. And
2 my responsibility was to go to multiple dwelling
3 units, apartment buildings, to review the lines
4 that were connected to the buildings.

5 Q. What was the purpose of performing
6 those audits?

7 A. To find out if we had illegal
8 connections in the buildings.

9 Q. Did you?

10 A. Yes.

11 Q. I have heard that.

12 A. Yes.

13 Q. That's when you first started as--at
14 TCI, was as an auditor, correct?

15 A. It wasn't called TCI then.

16 Q. Okay. Do you remember what it was
17 called then?

18 A. Group W Cable.

19 Q. At some point in that two to three-year
20 time period, though, it became TCI.

21 A. Correct.

22 Q. Were you always an auditor when you
23 worked for that cable company that was first Group
24 W and then it became TCI?

25 A. No.



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1 Q. When did you stop being an auditor?

2 A. Approximately three or four months into
3 the job.

4 Q. Okay. And then what did you do after
5 you served your auditing time?

6 A. I went into the installation
7 department.

8 Q. And can you describe for me what those
9 functions entailed?

10 A. It involved installing cable television
11 services in homes, businesses, or apartment
12 buildings.

13 Q. Did you have to climb poles to do that?

14 A. Yes.

15 Q. And did you have other positions after
16 that at TCI? I was called--was it TCI by this
17 point?

18 A. It was TCI by that point and the--not
19 necessarily other positions, but they would change
20 classification names.

21 Q. Basically the same job
22 responsibilities, that you were essentially an
23 installer.

24 A. (Witness nods head.) But you would
25 probably do service work.



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1 Q. So the answer is yes, you were
2 basically an installer, but you would also do
3 service work.

4 A. Yes.

5 Q. Thanks. That was just for the benefit
6 of the court reporter. Thank you.

7 When you say service work, do you mean
8 if a customer had a problem with its--you know,
9 her reception you would be called on to look--you
10 were a tech?

11 A. Correct. Yes.

12 Q. And you did that until you left TCI in
13 1987.

14 A. Yes.

15 Q. And after you left TCI in 1987, where
16 did you go? You started--I believe you said you
17 had a series of contracting jobs over
18 approximately a 12-year period.

19 A. Uh-huh (affirmative.)

20 Q. What was--I may not have the energy to
21 ask you every one, but I want to get an idea of a
22 few.

23 A. Okay. I went to--I got my contractor's
24 license and went to work for B&B Cable
25 Contractors.



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1 Q. And where was that?

2 A. It--I am not sure the city their office
3 was in, but I was working at the same location.

4 Q. Which was where?

5 A. Seattle.

6 Q. Seattle.

7 When you were working for Group W and
8 then TCI, where was that?

9 A. Seattle.

10 Q. Seattle.

11 Are you from Seattle originally?

12 A. No.

13 Q. Where are you from originally?

14 A. When you mean originally you have to--

15 Q. Where did you graduate from high
16 school?

17 A. Roseburg, Oregon.

18 Q. Oregon.

19 Are you from the Pacific Northwest,
20 generally speaking? Is that where you consider
21 yourself to be from?

22 A. Generally speaking.

23 Q. You moved around a bit when you were
24 growing up with your family.

25 A. Yes.



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1 Q. Okay. What was the name of the first
2 contractor that you went to work for post--
3 immediately post TCI?

4 A. B&B Cable Contractors.

5 Q. And what did B&B Cable Contractors do?

6 A. Cable television installation and
7 construction.

8 Q. Did you work as an installer for B&B?

9 A. Yes.

10 Q. Did you only do installation, or did
11 you also do service calls as you did in--at TCI?

12 A. Yes, did all sorts of service calls.

13 Q. All sorts of service calls.

14 Did you--when you were still at B&B,
15 did you do engineering and construction of cable
16 systems, or was it pretty much limited to the
17 customer piece of things?

18 A. No. Did construction and reviewed
19 engineering that other people would provide to us
20 for the work that they needed to be done and make
21 corrections on it as needed or explain to them
22 that their engineering wouldn't work and why it
23 wouldn't work.

24 Q. When you say other people, what do you
25 mean by other people?



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1 A. In the particular case where we would
2 be working, for example, for a TCI, they would
3 provide engineering documentation, Here, go build
4 this. And it may be--when you get to the
5 location you look at it and you go, Well, this
6 cannot be built like this. And so you would take
7 it back to their in-house engineer and say, You
8 can't do this, and these are the reasons why.

9 Q. Would you submit applications to
10 Seattle City Light for construction of cable TV
11 facilities?

12 A. No.

13 Q. You didn't have a permitting function
14 at that point with B&B.

15 A. Not at that time, no.

16 Q. How long were you with B&B?

17 A. Again, it was a contracting company.
18 And I would have worked for them different
19 projects from 1987 through--I believe the last
20 project I did for them was probably in--I believe
21 it was 1984--'94.

22 Q. 1994.

23 A. Yeah.

24 Q. So you were with B&B exclusively from
25 '87 to '94.



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1 A. No.

2 Q. No. Who else were you doing projects
3 for during that 1987 to 1994 time frame?

4 A. I did some work with a company called
5 Pacific Coast Cable. And I also had my own
6 construction company during that period of time.

7 Q. Was Pacific Coast Cable a cable
8 television company?

9 A. Yes, they were. Cable television and
10 some telephone.

11 Q. They provided telephone service and
12 cable television services directly to residential
13 customers.

14 A. No. They were a contractor.

15 Q. Oh, they were a contractor.

16 A. Yes.

17 Q. Okay. For cable operators?

18 A. For--yes, for different companies.

19 Q. For telecommunications companies--

20 A. Yes.

21 Q. --like Qwest.

22 A. At the . . .

23 Q. It was U.S. West probably at the time.

24 A. Right, it would have been U.S. West at
25 the time. I don't believe we did any projects



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1 for U.S. West. We did do projects for--I am
2 trying to recall who--it would basically have been
3 in the Comcast--it was Comcast today, but it would
4 have been different names back then. There were
5 a variety of different ones.

6 Q. Well, you mentioned some telephone
7 companies. Would you have done some work for
8 GTE, or would it have been for smaller rural
9 telephone companies that may not be a household
10 name like GTE was?

11 A. Right. It would have been--as I
12 recall, it was typically communities, cities, that
13 were wanting interlinks between buildings.

14 Q. Okay.

15 A. Phone interlinks.

16 Q. Okay. You mentioned that you had your
17 own construction company.

18 A. Yes.

19 Q. Was it communications construction?

20 A. Yes.

21 Q. Outside plant?

22 A. Yes.

23 Q. Poles, underground?

24 A. Yes.

25 Q. Did you do work for cable TV companies?



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1 A. Yes.

2 Q. Telephone companies?

3 A. Not directly for a telephone company,
4 but would have subcontracted to other contractors,
5 for example, for U.S. West.

6 Q. So there might have been another
7 contractor for U.S. West, and you would have been
8 the sub for that main contractor.

9 A. Correct.

10 Q. Were there any other companies in--or
11 contractors in this 1987 to 1994 time frame that
12 you worked for?

13 A. I don't believe so.

14 Q. Is it--

15 A. Well, let me ask you a question.

16 Q. Sure.

17 A. When you say that, are you talking
18 about when I owned my construction company and who
19 I worked for, or are you talking about when I
20 worked for--as a contractor directly too?

21 Q. Well, what I meant to ask was from 1987
22 to 1994 you had stated that there were a number
23 of companies that--contractors that you had worked
24 for. And you mentioned B&B.

25 A. Right.



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1 Q. You mentioned Pacific Coast, was it
2 or . . .

3 A. Pacific Coast Cable.

4 Q. Pacific Coast cable. And you mentioned
5 you had your own company.

6 A. Right.

7 Q. What was the name of your own company?

8 A. Complete Cable Services.

9 Q. Complete Cable Services.

10 So there is three contractors in that
11 time period or companies in that time period.
12 All I was trying to figure out was if we had
13 talked about them all.

14 A. Okay.

15 Q. Were there others in addition to those
16 three?

17 A. I don't believe so.

18 Q. Were you doing projects simultaneously
19 for those three? And I don't mean that you had
20 to be working on projects for all three companies.
21 But was there a time when you were doing projects
22 for a Complete Cable's customers and you were also
23 working on projects for Oregon Coast Cable or
24 Pacific Coast Cable?

25 A. There would have been times when I



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1 would have collaborated with other contractors
2 during that period of time on a project.

3 Q. Did these three contractors work in the
4 same geographic area?

5 A. Not typically.

6 Q. Different parts of the Northwest?

7 A. Yes.

8 Q. Washington and Oregon?

9 A. Yes.

10 Q. Northern California?

11 A. Yes.

12 Q. Any other places? Did you get over to
13 Idaho?

14 A. No. No.

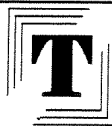
15 Q. Nevada?

16 A. No. Just the western United States
17 that you mentioned.

18 Q. I am starting to exhaust my knowledge
19 of western geography, so I am glad you answered
20 that way, because I was out of States.

21 I think we are up to 1994 now. After
22 1994, what did you do for work?

23 A. 1994 I took a couple of years somewhere
24 approximately in a two-year period there. And I
25 stayed at home and worked with my wife.



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1 Q. What was the--what were you working on?

2 A. We had a pottery manufacturing
3 business.

4 Q. Really?

5 A. Uh-huh (affirmative.)

6 Q. And was that for two years you were
7 devoted to that more or less full-time?

8 A. Yeah. Approximately during that period
9 there.

10 Q. '94 to '96.

11 A. '90 . . .

12 Q. That's three years, I guess, if you
13 start at the beginning of '94.

14 A. Yeah, '94 to '95, somewhere right in
15 there.

16 Q. And then at some point you went back to
17 engineering and construction--

18 A. Yes.

19 Q. --work.

20 And that was '95, '96.

21 A. Right. Yes.

22 Q. And who did you work for then?

23 A. Fleary Campbell Construction.

24 Q. Where are they based?

25 A. Oakland, Oregon.



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1 Q. And can you describe what Fleary
2 Campbell Construction did and who they worked for,
3 et cetera?

4 A. Underground construction for
5 telecommunication systems, some power work.

6 Q. Who were the clients of this company?

7 A. U.S. Forest Service, cities, cable
8 television subcontractor to another prime
9 contractor.

10 Q. For a cable television project.

11 A. Right, cable television project.
12 Logging companies.

13 Q. And this was all underground
14 communications construction.

15 A. And power.

16 Q. And power.

17 You mentioned it was the sub to a
18 larger contractor working on a project for a cable
19 TV company, correct?

20 A. Yes.

21 Q. Who was the principle--the primary
22 contractor, if you recall?

23 A. The company was called Prime Line
24 Construction.

25 Q. And this was a communications . . .



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1 A. Yes, they just did cable television.

2 Q. What was nature of this project?

3 A. It was--that particular project was a
4 rebuild of a hybrid fiber coax system.

5 Q. Who was the cable operator?

6 A. That one was Falcon Cable.

7 Q. And where was this company?

8 A. In and around Roseburg, Oregon.

9 Q. And the year, approximately?

10 A. It would have been somewhere in 1995,
11 1996 range, in there. I am not sure of the exact
12 date.

13 Q. And how long were you with--was it
14 Fleary Campbell?

15 A. Fleary Campbell.

16 Approximately two years.

17 Q. Did you go directly from Fleary
18 Campbell to Northstar--North Sky? Excuse me.

19 A. No. No.

20 Q. Okay. After you finished with Fleary
21 Campbell, where did you go then?

22 A. I went to college and started taking
23 some college classes.

24 Q. And you were pursuing your education
25 full-time.



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1 A. I did.

2 Q. For how long?

3 A. I took two terms that time.

4 Q. Two semesters?

5 A. Two quarters.

6 Q. Two quarters.

7 Is that approximately four months? No,

8 six months,

9 A. It would be approximately six months.

10 Q. And then after--where did you take

11 these courses, in Oregon?

12 A. Umpqua Community College.

13 Q. Is that in Oregon?

14 A. Yes.

15 Q. And what were you studying? What's

16 your course of study?

17 A. Electronics.

18 Q. After your two quarters where you were

19 a full-time student, did you go back to the

20 workplace--

21 A. Yes.

22 Q. --full-time?

23 And where did you go?

24 A. I started contracting cable television

25 engineering.

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1 Q. Was that the name of the company, or is
2 that a description of--

3 A. That was a description. That's what I
4 started doing was cable television engineering.

5 Q. Cable television engineering for whom?

6 A. The work would have ultimately went to
7 what would have been Comcast properties in Oregon
8 and Washington.

9 Q. Did you work for a contractor?

10 A. I--yes.

11 Q. Was it your company?

12 A. I was an independent contractor. So in
13 that sense it was my company, but I subbed to
14 another company.

15 Q. And what was the company that you
16 subbed to?

17 A. There has been consolidations in that
18 industry too. And I am trying to remember their
19 names. They are based out of Sheboygan, Wisconsin.

20 Q. Who are they now, if you recall, if you
21 know?

22 A. I am not sure who they are now. There
23 was quite a bit of consolidation in that area
24 now. Oh, Channel Communications. At the time,
25 that's who they were called.



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1 Q. They were called Channel

2 A. Yes.

3 Q. But they are not called Channel
4 anymore, to your knowledge.

5 A. I'm not sure.

6 Q. What was the nature of the work that
7 you did for Channel?

8 A. Basically walked pole lines and mapped
9 the pole lines in the facilities that were on the
10 pole lines. So created paper maps of a grid area
11 and placed all the poles on the maps and all the
12 cable television facilities and the power--and the
13 power feeds.

14 Q. Was this in connection with a cable HFC
15 upgrade?

16 A. To--yes, to the best of my knowledge.

17 Q. Where was this work?

18 A. That work was in Vancouver, Washington.

19 Q. And how long were you a contractor to
20 Channel?

21 A. I believe that project lasted
22 approximately five to six months.

23 Q. Can you help me with the year at this
24 point? I am losing track.

25 A. That would have been--I believe that



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1 was the summer of '98. And it would have went
2 through the November, December time frame.

3 Q. So end of 1998 is when it concluded.

4 A. Yeah, somewhere around in there.

5 Q. And did you--after that project ended,
6 did you then start working for North Sky?

7 A. There was--shortly thereafter, yes--

8 Q. Did you say at first you were a
9 contractor for North Sky?

10 A. Yes.

11 Q. And then you subsequently became--at
12 the end of that period became a full-time
13 employee. Or am I getting confused with
14 Northstar?

15 A. With Northstar or North Sky?

16 Q. Well, my question was--

17 A. There's two norths there.

18 Q. Yeah. No. And that was my question.

19 I am confused between North Sky and Northstar.
20 And I was trying to remember whether your
21 testimony was that you became a full-time employee
22 of North Sky or Northstar.

23 A. North Sky would have been prior to
24 Northstar.

25 Q. Right.



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1 A. Right. So I would--I had done some
2 splicing work for North Sky prior to becoming a
3 full-time employee as a contractor.

4 Q. But at some point you were a full-time
5 employee with North Sky.

6 A. Correct.

7 Q. Are North Sky and Northstar related?

8 A. Not even close.

9 Q. I am thinking heavens and north.

10 A. No, no, it just happened to be they
11 both had north in their names one right after the
12 other.

13 Q. Okay. Is there any period from 1987
14 until 1999 that we've left out here?

15 A. I don't know. You would have to tell
16 me.

17 Q. I am just trying to make sure that I've
18 covered the whole time line. That's fine.

19 Tell me again when you started with
20 PacifiCorp.

21 A. It would have been in February of 2002.

22 Q. And did PacifiCorp approach you about
23 applying for the position?

24 A. Yes.

25 Q. And who approached you?



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1 A. Corey mentioned it to me.

2 Q. And you knew Corey from the work that
3 you were doing for Northstar.

4 A. Yes.

5 Q. And that work involved submitting
6 applications.

7 A. Yes.

8 Q. At that time were you participating
9 with--I'm not sure whether it was called the
10 Oregon Task Force or Joint Use Association. But
11 I think it was the Joint Use Association.

12 A. The Oregon Joint Use Association?

13 Q. Correct.

14 A. When I was at North Sky--or Northstar--

15 Q. Now you are confused.

16 A. --at Northstar or when I came to
17 PacifiCorp?

18 Q. At Northstar, first of all.

19 A. No, I don't believe I was involved with
20 it at that time. I was aware of it.

21 Q. You knew it was going on.

22 A. Sure.

23 Q. Because it was your world.

24 A. Yes.

25 Q. Okay. And you subsequently became



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1 involved with the Joint Use Association in Oregon.

2 A. Yes.

3 Q. When was that, approximately?

4 A. After I came to work at PacifiCorp.

5 Q. Was it after you came to work at
6 PacifiCorp, approximately when?

7 A. It would have been sometime in early
8 2002, February, March, April, sometime in that
9 early period there.

10 Q. So pretty soon after you started with
11 PacifiCorp you became active in the Joint Use
12 Association.

13 A. Active in it, yes.

14 Q. Do you serve on the board?

15 A. No.

16 Q. What capacity do you--are you involved
17 with the Oregon Joint Use Association?

18 A. I am a member of the standards
19 committee.

20 Q. Any other committees?

21 A. No.

22 Q. What does the standards committee of
23 the Joint Use Association in Oregon do? What are
24 its responsibilities?

25 A. Some items that we're looking at right



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1 now are universal pole tagging systems that could
2 possibly be used by a variety of different
3 companies, addressing applications, how they are
4 provided, what's provided. Anything that relates
5 to something that would standardize items or
6 standards relating to pole attachments.

7 Q. Permit processing?

8 A. Permit processing, yes.

9 Q. Information needed for processing a
10 permit?

11 A. Yes.

12 Q. Safety standards?

13 A. We haven't had those discussions. I--
14 let me clarify that.

15 Q. Sure.

16 A. I mean, safety is always a discussion.
17 But establishing safety standards, that's
18 something that there are governmental agencies
19 that establish those safety standards.

20 Q. So I take it that you didn't mean to
21 say that the standards committee didn't care about
22 safety and didn't talk about it.

23 A. Right. Correct.

24 Q. Thank you for that clarification.

25 Do you work on definitions of things?



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1 A. No.

2 Q. Do you attempt to come up with
3 circumstances for which a permit is necessary as
4 opposed to--and let me give you an example.
5 Certain kind of work may add mass to a pole.

6 A. Uh-huh (affirmative.)

7 Q. Putting a new transformer on or a new
8 power supply, certain other kinds of work like re-
9 splicing fiber may not. Did you ever have any
10 discussions about whether one of those events
11 would require a permit and another one might not?

12 A. Well, a transformer is a different
13 thing, because that's strictly a power company
14 issue. So there wouldn't be any discussions over
15 that.

16 If you are talking about pole
17 attachments, whether a pole attachment would add
18 mass--is that where you are asking?

19 Q. Yes.

20 A. If a pole attachment would add mass?
21 And certainly it would require an application.

22 Q. But did you have discussions of these
23 sort of things in the standards committee? I
24 mean, an application for this kind of activity,
25 but you don't need one for that kind of activity.



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1 A. I don't know that we've ever had a
2 discussion saying that we didn't need to have
3 applications for anything. I don't recall having
4 any of those conversations. It was that if you
5 were modifying something, you had to have an
6 application for it.

7 Q. If you were modifying, adding to?

8 A. Adding to or modifying, changing
9 something. Changing a location on a pole would
10 change the structural characteristics of that
11 pole.

12 Q. Are you still active on the standards
13 committee?

14 A. Yes.

15 Q. When we spoke last week in examination
16 of Corey and of Mr. Coppedge we spent a lot of
17 time going through what I believe I referred to
18 here as an A to Z of a process. And what we did
19 there was we were talking specifically about the
20 audit that Osmose was performing in Utah and how
21 the information went from the field to Osmose and
22 then to PacifiCorp.

23 And both Mr. Coppedge and Ms.
24 Fitzgerald walked us through a very detailed and
25 comprehensive narrative of that whole process.



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1 What I'm trying to--I don't want to ask you about
2 that right now, because I'm not sure that's within
3 your bailiwick, although we may talk about it a
4 little bit.

5 What I'm trying to do is I am trying to
6 get the same kind of picture in my head about the
7 pole permit application process in Utah that Mr.
8 Coppedge and Ms. Fitzgerald were able to give me
9 with respect to Osmose. And so I want to ask you
10 a few questions, some of them which might be
11 repetitive of a couple of questions that I had
12 asked you previously but with the idea of, you
13 know, taking me through the flow chart or the
14 schematic of how this would be processed. I
15 just--do want to ask--you know, spend a little bit
16 of time trying to understand this.

17 Comcast fills out a pole application
18 form, gets it to PacifiCorp in Portland and--well,
19 let me back up.

20 When were your--you started PacifiCorp
21 in 2002.

22 A. Uh-huh (affirmative.)

23 Q. And what was your title then?

24 A. Same title as I have now, Northwest
25 Supervisor.



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1 Q. Northwest. And you were Northwest
2 Supervisor when you first started.

3 A. Yes.

4 Q. And did you have responsibility for
5 Utah when you first started, or is that a recent
6 development?

7 A. No. That was just a temporary, recent
8 development.

9 Q. When did you assume responsibility for
10 Utah?

11 A. It was--it wasn't all of Utah, again.
12 It was just the area from the metro area south.
13 So it wasn't all of Utah.

14 And it was in approximately the
15 December through March time frame of this past
16 year. So it was approximately a three to four-
17 month period.

18 Q. So--and you no longer have
19 responsibility for Utah.

20 A. No.

21 Q. Okay. What are you currently doing?

22 A. Northwest Supervisor. Still--the same
23 job that I was doing.

24 Q. But what are the areas, the geographic
25 areas of responsibility?



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1 A. Washington State and northern Oregon.

2 Q. Who has responsibility today for metro
3 south?

4 A. Mark Kuhn.

5 Q. And north Utah?

6 A. It would be Brian Lund.

7 I'm going to--do you mind if we--

8 Q. No, absolutely. Let's take a break.

9 A. It's a little warm in here.

10 (Recess taken.)

11 Q. Mr. Clifton, we had just established, I
12 think, that you were in--you had responsibility
13 for Utah for a three to four-month period. Is
14 that correct?

15 A. For the southern Utah--

16 Q. For the southern--

17 A. --area.

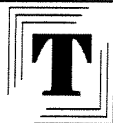
18 Q. Not all of Utah.

19 A. No.

20 Q. But metro south. Thank you.

21 A. Yeah.

22 Q. During that period--and focusing
23 specifically on the permit application process--I
24 would like you to describe for me, from the time
25 you--an application was received in Portland from



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1 Comcast, each step that was taken from the time
2 the application is made until the attachment is
3 made and it is post inspected.

4 A. Okay. We could use Comcast for an
5 example.

6 Q. I can think of no better one.

7 A. Okay. The--typically the applications
8 that I saw that came from this area, it was a
9 photocopy of a map. And on that map there would
10 be basically the poles. And it may or may not
11 have had on it what they were attempting to do.

12 And they would have had another sheet
13 of paper that was filled out with some of the
14 pole numbers, not typically all the pole numbers
15 that they wanted to get to. It was very--
16 typically very incomplete.

17 And we would get that application and
18 attempt to figure out where they were going. And
19 then an inspector would take it out into the
20 field from PacifiCorp. And they would look at
21 the poles and say, "Yes, this makes sense," "No,
22 it does not make sense," turn the paperwork back
23 into the office and then to the administrative
24 services coordinator. And then she would send
25 the--Comcast in this case--a note, This is what we



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1 found.

2 And then after a period of time we
3 would have went back out and looked at it and
4 seen if they indeed did what they said they were
5 going to do.

6 Q. Permit comes into Portland, correct?

7 A. Uh-huh (affirmative.)

8 Q. Permit application--excuse me--

9 A. Right.

10 Q. --comes into Portland.

11 A. Uh-huh (affirmative.)

12 Q. Administrative services coordinator
13 reviews it, sits down with you. And you review
14 it with him or her.

15 A. Well, it--in the Utah--are you talking
16 about in general--see, there is--in Utah what
17 happened at that time was the--yeah, it's the same
18 process. I guess the way we are saying it
19 sounds--let's step back for a second, because I
20 think that--the application comes into the
21 administrative services coordinator. She logs it
22 into the system, I have received something. I
23 guess that's where we are missing a couple of
24 steps in there. She logs it in the system. She
25 receives it.



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1 Q. Who is that person for Utah or those
2 persons?

3 A. I'm not sure who all is involved in
4 that now. I think we covered that.

5 Q. At the time.

6 A. At the time, Roz Holstrom was doing it.

7 Q. Anybody else for metro south?

8 A. For metro south at the time, no, there
9 wasn't at the time when I was involved.

10 Q. Just Roz.

11 A. Just Roz at the time.

12 Q. I'm sorry. Please continue.

13 A. Okay. She would log that into the
14 system. And depending on if she understood or it
15 didn't make sense, then we would talk about the
16 application. And I'd say, Send it to the
17 inspector to be inspected, or, This is what they
18 are really trying to say even though they are
19 not--it doesn't make sense on this, I can look at
20 their map. And they actually have to have
21 continuity here, so this is what they are trying
22 to tell you. So, Yes, it's okay to go out to the
23 field.

24 Q. And would Roz then send instructions to
25 the inspectors to go to the field and look at the



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1 route?

2 A. Yes.

3 Q. Inspectors are--

4 A. Yes.

5 Q. --in Utah?

6 A. Yes.

7 Q. And the inspectors would do what at
8 that point? Would they have a copy of the permit
9 application in the map?

10 A. Yes.

11 Q. Please describe for me exactly what
12 they would do starting from having a copy of the
13 map and getting into their truck to go look at
14 the route.

15 A. They would drive to the location, get
16 out of their vehicle. And they would look at the
17 poles in question and try to determine if it made
18 sense--if they could attach cleanly on the poles
19 without any issues, or if they had noted an
20 issue--and I don't recall them noting any issues
21 for make-ready for Utah Power to do--they would
22 say, This won't work, it needs a taller pole,
23 something needs to be moved on this facility, I'm
24 not sure, but something doesn't look quite right,
25 we need it to go to another person to review it.



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1 And then they would bring that
2 application--they would send that application back
3 to Portland.

4 Q. The application would go back from Utah
5 to Roz in Portland.

6 A. Yes.

7 Q. And then would Roz communicate back to
8 Comcast?

9 A. Yes.

10 Q. Orally, by e-mail, by fax?

11 A. It wouldn't have been orally.

12 Everything's written, so it would either--I'm not
13 exactly sure if--it would have been some form of
14 written communication. Whether it was e-mail or
15 fax, I'm not sure.

16 Q. Would the information from Roz be the
17 result of what was acquired in the field by the
18 inspectors?

19 A. Are you saying did Roz transfer the
20 information that the inspectors gave her to
21 Comcast and notify them?

22 Q. That's what I was trying to say.

23 A. That's what she would have done, she
24 would have notified Comcast of the results of the
25 inspection.



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1 Q. So she may say, You are clean to attach
2 on these 20 poles, but you need make-ready on
3 these 20 poles, for example.

4 A. Correct.

5 Q. And she would specify as a result of
6 the inspector's report exactly what was needed for
7 make-ready.

8 A. No, not necessarily at that point. No.

9 Q. Okay. Then help me understand. Would
10 she say, There is some make-ready that's needed,
11 but I don't have all that information at this
12 point?

13 A. Two different things could happen on
14 the make-ready--or three--probably three different
15 things could happen on the make-ready side.
16 Either another communications company may need to
17 relocate on that facility point or that pole, and
18 she would tell them, for example, if it was Qwest
19 was too high on the pole that Qwest would need to
20 relocate down the pole. And then you would have
21 to take the position that Qwest was in, for an
22 example with Qwest. That's a possible scenario.

23 Another scenario would be that a street
24 light conductor is coming in a street light. And
25 if they attach at that location it would create



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1 an infraction. Therefore, we would need one of
2 our servicemen to go out and cover the conductor
3 of the street light and ground the mass to allow
4 for a reduced clearance and that there would be a
5 time and material charge for that.

6 Or it could come back and say--the
7 inspector could have said, The pole is too short
8 and would need to be replaced to accommodate them.
9 And then a note would go to Comcast and say, The
10 pole is too short. Would you like to pay for an
11 estimate to have the pole replaced in order to
12 provide space for your facilities? So those are
13 the kind of scenarios.

14 Q. And then Comcast would come back and
15 say what?

16 A. They could--they have options. I
17 mean . . .

18 Q. To pay for the make-ready?

19 A. If it involved service work, sure, they
20 could say, Yes, we'll pay for it. Or if it
21 involved replacing a pole, their first step would
22 be to say, We'll pay to have an estimate created
23 for that. Or they could come back and say, We
24 don't want to do this, we'll go underground at
25 this location and say, We'll move off the



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1 facility.

2 Q. When you were talking a moment ago
3 about first receiving permit application from
4 Comcast I believe you mentioned that some of the
5 information was incomplete or incorrect.

6 A. Yes.

7 Q. You gave an example, I believe, of,
8 Well, this is a continuous run and they've, you
9 know, excluded some poles in that run.

10 A. Uh-huh (affirmative.)

11 Q. What would Comcast be--would they be
12 basing, if you know, their application on a field
13 inspection of the route?

14 A. I don't know how they arrived at some
15 of their conclusions or their thought process.

16 Q. Do you have an idea of why with this
17 particular discrepancy we are talking about of
18 lack of continuity, why that would not have
19 appeared on their permit application, continuity?

20 A. Why it wouldn't have?

21 Q. Yes.

22 A. Because they didn't fill it out
23 properly.

24 Q. Fill out the form properly or . . .

25 A. To miss poles that were in the field,



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1 for example. I mean, they'd have a start point,
2 an end point, but the middle is missing, but yet
3 they want to go from one pole to the next.

4 Q. One pole or one point?

5 A. One point to the next point.

6 Let's use an example. There is ten
7 poles here between point A and point B, but
8 there's only seven poles on the application, and
9 the middle three are missing.

10 Q. Could it have been that they maybe had
11 inspected those poles, determined on their own
12 that the make-ready was too burdensome and decided
13 to go underground on those three poles?

14 A. It's possible. But when you go out and
15 you find it on the poles, then that's not
16 probable.

17 Q. Go out and find what on the poles?

18 A. For example, if it was an overlash of
19 fiber but yet you had coax already running all
20 the way across those poles, then obviously they
21 didn't go underground on those middle poles.

22 Q. So you have in your mind an example
23 where that had occurred, where there were some
24 number of poles in the middle dropped out.

25 A. I don't have it in my mind, but I have



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1 seen that.

2 Q. With Comcast?

3 A. Yes.

4 Q. Where they had applied for overlashing
5 and they had coax up there already and just
6 seemed to have missed the poles in their
7 application.

8 A. Yes.

9 Q. Back in your days as a cable TV
10 construction guy did you do permits for
11 overlashing when you were rebuilding HFC systems?

12 A. Did I do permits for--

13 Q. Did you or your clients file permit
14 applications for overlashing?

15 A. Yes.

16 Q. That was one example that we just
17 talked about with missing poles in a run.

18 A. Uh-huh (affirmative.)

19 Q. Were there other examples where it
20 didn't make sense from what was in the permit
21 application to what was on your maps or out in
22 the field? Do you have other examples of that?

23 A. That--that's a good example that we
24 just gave. And other examples would be, for
25 example, where they would have poles listed and



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1 they just put no tags for poles.

2 Q. What does that mean, no tags?

3 A. That they were--they couldn't tell you
4 where the pole was at, for example. We would
5 receive applications, We want to go attach to
6 these poles, but basically we don't know where
7 they're at. And it's pretty difficult for us to
8 approve an application if we don't know where you
9 are at. And we would get a map that was not
10 legible with a line on the map, We would like to
11 go here. And I would tell Roz, Send it back to
12 them and ask them where it's at.

13 Q. Did they get maps from you before--when
14 they were doing their walkouts?

15 A. Not to my knowledge.

16 Q. Would you have provided them if they
17 asked?

18 A. We--there is a group in the company
19 where they can purchase maps from if they want to
20 purchase maps.

21 Q. But that wasn't typically, to your
22 knowledge, part of the process when you were in
23 Utah.

24 A. With Comcast?

25 Q. Yes.



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1 A. Not to my knowledge.

2 Q. Are there any other examples? That may
3 be the best in those vivid example that you have
4 of missing poles, but do you have other examples
5 where there was a disconnect between what Comcast
6 was asking for or putting on their application and
7 what actually existed in the--your maps or in the
8 field?

9 A. Do you have an example of what
10 you're . . .

11 Q. I'm asking you.

12 A. I think those are probably the two best
13 examples. I mean, if it's--if you are trying to
14 get from one place to another and you are missing
15 something in the middle, it's--something is
16 missing.

17 Q. I'll just ask you again, and then we
18 can move on to something else. But are those all
19 the examples--I understand that those are probably
20 the best and the most vivid. But can you recall
21 any others as we're sitting here today discussing
22 this?

23 A. There is nothing that comes to mind
24 right now.

25 Q. Okay. Mr. Clifton, what I would like



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1 to do at this point is maybe have you walk me
2 through some of the paperwork that is actually
3 processed as part of this application procedure.
4 And I think what we are going to take a look at
5 first are some application sheets. And we'll give
6 you a moment to look at it. Genevieve is pulling
7 the material right now.

8 And we'll mark this for identification
9 as Clifton Exhibit 1. And these are--Clifton
10 Exhibit 1 is a four-page document entitled Joint
11 Pole Notice. At the top of it is written in
12 hand, Lindon, Utah. And it's signed at the
13 bottom by--or initialed by Marty Pollock.

14 Are you familiar with this form,
15 generally speaking? Not necessarily this specific
16 application but this form.

17 A. I--I've seen them, yes.

18 Q. Is this not the PacifiCorp application
19 form that is used in Utah, joint pole notice
20 form?

21 A. This isn't our standard application
22 form, no.

23 Q. Is--at the top of the page you'll see
24 a--top left-hand corner--an indication that this
25 is to Roz Holstrom. Is that the individual we



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1 were talking about before who was the coordinator
2 at the time--

3 A. Yes.

4 Q. --that you were there? Okay.

5 You'll notice that at the bottom of
6 this document near Marty Pollock's initials it's
7 dated 12-1-03. Were you the--did you have
8 responsibility as the supervisor for Salt Lake
9 City metro and southern Utah at that time?

10 A. It was around this time. I couldn't be
11 sure of the exact date, but approximately here.

12 Q. When did you leave? When did you go
13 and take the Northeast--Northwest-- Oregon?

14 A. I have always had the Northwest.

15 Q. When did your responsibility for Utah
16 end?

17 A. It would have been approximately March
18 of this year.

19 Q. Okay. And when did it start?

20 A. It was right around that December time
21 frame there. I don't remember the--recall the
22 exact date.

23 Q. Was it before Thanksgiving, do you
24 remember?

25 A. I don't recall. It was just right in



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1 there.

2 Q. Was this the PacifiCorp form that was
3 used at that time for pole permit applications?

4 A. No, not to my knowledge. The only ones
5 I've seen use this are Comcast here.

6 Q. So this is a Comcast form, to the best
7 of your knowledge.

8 A. I don't--I'm not exactly sure. The
9 joint pole notice is a term we use, but I'm not
10 sure if--where this form came from. I mean,
11 apparently, from what I'm reading here, it was
12 sent by Comcast to Roz. It could have been
13 developed by PacifiCorp by the--I'm not sure.

14 Q. But you personally did not develop this
15 document.

16 A. No.

17 Q. When the pole application forms were
18 sent to Roz in Portland--

19 A. Uh-huh (affirmative.)

20 Q. --I believe you testified that you
21 would sit down with Roz and look over the
22 applications and--in preparation for sending these
23 things out to inspectors. Is that correct?

24 A. Yeah. She would run some of these by
25 me if she didn't understand them. Like this



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1 would be a perfect example. When you look at it
2 there's so much information missing on it. And
3 even looking at the map, I'm not exactly sure
4 what they are trying to do. And this would have
5 been an example of she would have brung it to me,
6 I would have sat down with her and talked with
7 her about it. And I would have advised her to
8 send it back to them and tell her that it was--
9 tell them that it was incomplete, because by
10 looking at this I couldn't make a decision on
11 what they were planning to do. And that even
12 comes with--you know, I couldn't tell. Or where.

13 Q. Have you--and I know I am repeating
14 myself, Mr. Clifton, and I apologize for that.

15 A. Uh-huh (affirmative.)

16 Q. But when you sat down with Roz would
17 you look at not necessarily this specific form--

18 A. Uh-huh (affirmative.)

19 Q. --but forms like this?

20 A. There were some forms like this. There
21 were some--yes.

22 Q. Your answer is yes?

23 A. Been forms, yes.

24 Q. Forms like this that are substantially
25 the same as this, if not identical.



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1 A. Well, this is--Comcast is--was not
2 consistent on the forms that they provided to us.
3 So when you say forms, there were different forms
4 that Comcast provided.

5 Q. I am asking about this form.

6 A. About this particular form. I have
7 seen this particular form, yes.

8 Q. Thank you.

9 Just walking through the first page
10 quickly, this has a--it has certain map location
11 information on here including a--including
12 PacifiCorp pole numbers and addresses. Is that
13 correct?

14 A. It does not have the complete
15 PacifiCorp pole number on here, no.

16 Q. So at the--in the top quarter of the
17 page where we see PacifiCorp Pole 031903, that's
18 not a complete pole number.

19 A. It's part of the pole number. The
20 other part of the pole number would be the map
21 string that's missing.

22 Q. Is the map string below this where it
23 says 114-06-02?

24 A. Yes, I see that now.

25 Q. So if you have the map string, plus the



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1 pole number, plus the address, and in this case
2 114--I'm sorry--141 East 200 South, that would
3 identify the specific pole that you are talking
4 about.

5 A. In this particular location, that's
6 where they are saying, yes.

7 Q. Okay. And you see on this document the
8 same information on the right-hand column--not the
9 same but similar information for another location
10 and another pole.

11 A. Uh-huh (affirmative.) That's correct.

12 Q. Based on your knowledge of PacifiCorp
13 pole locating protocols, are these poles adjacent?

14 A. They may or may not be.

15 Q. Is it the fact that one pole number is
16 03 and the other is 05 an indication that there
17 may be an 04 between the two?

18 A. This could be 06 between the two.

19 Q. So they are not sequentially numbered
20 by circuits.

21 A. The poles would be numbered as they
22 were set in the field. So, for example, if you
23 had an 03 and an 05 and later you need to
24 interset a pole but 04 was taken somewhere else
25 it could be an 06.



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1 Q. Or some much higher number if it was
2 done some years later.

3 A. I haven't seen them typically higher
4 numbers, so I don't know.

5 Q. Okay. That's helpful.

6 Moving down the page, it says "Foreign
7 Utility." What does that refer to when we talk
8 about foreign utility? Who is that referring to?

9 A. In reference to PacifiCorp, a foreign
10 utility would be another party that wished to
11 attach to the pole.

12 Q. Okay. So the fact that this form says
13 foreign utility, isn't that a pretty good
14 indication that this is a PacifiCorp-designed
15 form? Because if it were a Comcast-designed form,
16 would Comcast refer to itself as a foreign
17 utility?

18 A. Well, I know that--I can't make that
19 call. I don't know who designed this form.

20 Q. But it was used regularly.

21 A. I have seen it, yes, in Utah, yes.

22 Q. Thank you.

23 Now, a few moments ago--and we'll
24 finish with this in a minute, Mr. Clifton. I
25 appreciate your patience here. You had indicated



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1 that this form was deficient or difficult to
2 understand. Is that correct?

3 A. That's correct.

4 Q. Okay. Here is your chance. Tell me
5 why.

6 A. Well, I'll give you an example. You
7 look at the form--one page says--has the pole
8 number, the address, and the map string on the
9 left-hand side.

10 Q. Uh-huh (affirmative.)

11 A. And on the right-hand side it has
12 another pole number, map string, and an address.
13 So is it telling me that they are--are they
14 talking about two poles, are they talking about
15 poles in a line, because when I look at the
16 second page, the second page has the exact same
17 address and map string, but it has no pole number
18 as on the first page. So that's confusing to me.
19 It's the same address, but this one has no pole
20 number.

21 On the right-hand side they've got an
22 address and a map string, which is the same as on
23 the front page again. And there is no pole
24 number there. So I'm not sure if they are talking
25 about specific poles or if they are trying to



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1 talk about a pole line. But the fact that two
2 addresses are the same with no pole number and
3 the same pole number and--the information is
4 inconsistent on it.

5 And then when I look at the map to try
6 to gain clarity on the map, there are notes on
7 practically every pole on this map. And I cannot
8 read any pole numbers on this map anywhere. And
9 so I can't correlate that.

10 And then this is heavy lines in
11 multiples of different places. So is the heavy
12 line one of the locations? I'm not sure. Is--
13 there's maps--there's designations all over this
14 map as far as fiber, as far as 625 cable, as far
15 as 750 cable. And then I see some other ones
16 that's 500 cable, 875 cable. I--I'm not sure where
17 they are at on this map. It's not clear. And
18 then by the confusion on the front, I am not sure
19 what they really want to do.

20 Q. If you got an application like this--

21 A. Uh-huh (affirmative.)

22 Q. --what would you do with it?

23 A. I would send it back to them and ask
24 them what they wanted to do.

25 Q. Does it not indicate that they want to



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1 attach to certain poles that are designated on the
2 application sheet?

3 A. Well, there are two--like I said
4 before, there are two pole numbers on here. But
5 at the exact same address they tell me no pole
6 number for the same address. 141 East 200 South
7 has Pole No. 031903 on the first sheet. On the
8 second sheet, they have the exact same address,
9 141 East 200 South, no pole number. And then on
10 the right-hand side, they have 200 South State
11 Street. And that's just blank. And it doesn't
12 tell me down--that they are going to do anything
13 there at that location.

14 And on the front, it does tell me that
15 they are going to overlash. But when I look at
16 the map, and knowing what I know about
17 construction, I have no idea what they are going
18 to overlash. Are they going to overlash 625?
19 Are they going to overlash a 750? Are they going
20 to overlash a fiber? Are they doing all three?
21 Or are they doing an 875 or a 750? What exactly
22 are they going to do? I can't . . .

23 Q. Well, what are the 875 and 750
24 designations there?

25 A. Those are different cable sizes, coax



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1 cable sizes.

2 O. So essentially, if you saw this, your
3 instruction would be, We need more information to
4 know what you are going to do.

5 A. That's all we need, more information.

6 Q. You wouldn't be able to take this
7 application and say to your inspectors, Well, we
8 have some locations here, go check it out.

9 A. The problem is not knowing which of
10 these cables or what you are talking about doing
11 changes dramatically the structure of the pole.
12 Now, hanging a 500 cable, which is a half an inch
13 in diameter, on the pole is significant--
14 significantly different to the loading
15 characteristics of an 875. That's basically the
16 diameter in inches. An 875, a 500, and a fiber,
17 you know, all of a sudden it's going from a
18 bundle of the size of your thumb to a bundle this
19 big around makes a huge difference on a pole and
20 what that pole can hold.

21 Q. And that information is not available
22 on this.

23 A. I have no idea what they are doing on
24 this, no.

25 Q. Wouldn't you have known what kinds of



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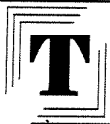
1 fibers they were--what the size of the bundles
2 were that they were seeking to overlash from other
3 applications that were submitted before this? In
4 other words, isn't it possible that this might be
5 a shorthand, you know that along this route, for
6 example, they are attaching 750?

7 A. I don't know that. I don't know that
8 unless I see the applications to go with it. This
9 is a typical map that I have seen, like I
10 described. And by just looking at this map, this
11 also does not address what's existing on the pole.
12 So, for example, typically there may be already a
13 portion of a bundle on that pole. And now they
14 are adding some other bundle to it. And without
15 knowing what's existing on there and the effects
16 on that structure, and now you are adding this on
17 there, I don't know. It doesn't tell me that
18 here.

19 Q. Does a supervisor look at every
20 application form that is submitted to Roz or her?

21 A. No, could not.

22 Q. So is it possible that Roz and her
23 counterpart at Comcast would have a working
24 understanding about the size of the facilities to
25 go on the pole?



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1 A. No. I had those conversations with
2 Roz. And Roz didn't--she didn't know. I sat
3 down. And I discussed these with her, just like
4 I am with you today.

5 Q. Okay. Well, we may come back to this,
6 because I may have some additional questions
7 later.

8 Exhibit-1 marked

9 During this time period in Utah that
10 we're--where you had responsibility for, the parts
11 of Utah that you had responsibility for--

12 A. Okay.

13 Q. --were there fees associated with the
14 permit review process and the inspections that
15 were charged to Comcast?

16 A. Were there fees specific to what?

17 Q. To filing an application.

18 A. There are application fees, yes.

19 Q. For engineering or inspecting the pole?

20 A. There are inspection fees, yes.

21 Q. Are there make-ready fees if there is
22 make-ready work to be done?

23 A. If PacifiCorp needed to do work on the
24 pole, is that what you are asking?

25 Q. Yes.



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1 A. Yes, then we would be required to
2 recover those costs.

3 Q. I see.

4 Mr. Clifton, we are going to give you a
5 document to take a look at. And we are going to
6 ask you some questions about that.

7 A. Okay.

8 Q. And we'll go ahead and mark this as
9 Clifton 2, Clifton No. 2.

10 Counsel has already seen this.

11 MR. SACKETT: Yes.

12 THE WITNESS: Okay.

13 BY MR. THOMAS:

14 Q. And are you familiar with this
15 document, Mr. Clifton?

16 A. Yes.

17 Q. And is this a description of
18 PacifiCorp's fee schedule associated with
19 application permits and inspections for
20 attachments made to PacifiCorp poles?

21 A. Yes.

22 Q. Was this fee schedule in place in Utah
23 in the time period that we have been talking
24 about here where you had responsibility for parts
25 of Utah?



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1 A. Yes.

2 Q. Yes. Okay.

3 Do you see the first line there that
4 says application processing fee, 26.65 plus \$4 per
5 pole?

6 A. Uh-huh (affirmative.)

7 Q. Just so I understand this, if I am--
8 want to attach to a Comcast--I'm sorry--if I want
9 to attach to a PacifiCorp pole, I would need to
10 submit a fee in the amount of \$30.65 to attach to
11 one pole.

12 A. No. My understanding is it would be
13 26.65 for the first pole.

14 Q. So it's 26.65 for the first pole, plus
15 \$4 for each additional pole. So it would be
16 \$30.65 if I wanted to attach to two poles, but
17 only 26.65 if I wanted to attach to one.

18 A. Yes.

19 Q. You say it's your understanding--

20 A. Uh-huh (affirmative.)

21 Q. --is that in fact the case?

22 A. That's, I believe, what happens, yes.

23 Q. Okay. So with respect to that first
24 line, the 26.65 plus \$4, to be completely
25 accurate, it should maybe have said \$4 per each



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1 pole thereafter as is indicated in the six
2 inspection level fees below it, correct?

3 A. (Witness nods head.)

4 Q. Okay.

5 MR. SACKETT: Yes?

6 THE WITNESS: Yes.

7 MR. THOMAS: Thanks.

8 BY MR. THOMAS:

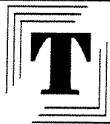
9 Q. How are these numbers arrived at, the
10 20--let's take them--let's take the 26.65 first.

11 A. Okay.

12 Q. What--how was that developed?

13 A. That number was developed by
14 discussions that I had with Corey and Joyce
15 Russell, who was the coordinator at the time.
16 And we took a look at--we took a look at the
17 times of what the average times would take, for
18 instance, to process a pole, to process one pole,
19 to process a group of poles, and take those
20 average times that it would take to do that.

21 For instance, we knew the initial one,
22 sending in the application, doing the first pole
23 took the biggest bulk of the time. Then just
24 adding a pole number, hence, going to the four
25 dollar would be much less time, you didn't have



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1 that prep time entering in your address and all
2 of your initial information. And so we calculated
3 that out and--I actually created the model for it
4 and then came up with that dollar figure.

5 Q. So you developed these fees. And there
6 were a bunch of discussions with Corey and Joyce,
7 did you say?

8 A. That's correct.

9 Q. So what goes into the 26.65 plus \$4 per
10 pole? Talk to me about the elements of your
11 model.

12 A. Well, it's been awhile since I created
13 that. But as I recall, we took in the time
14 associated with creating that information to set
15 up the work request for it, to fill out the
16 paperwork that was necessary in-house in order to
17 put it in the work tracking system to send it to
18 the inspector, gathering up these paperwork, for
19 instance, that you would have to review.

20 And if pole numbers were missing, for
21 instance, they can't go out to the field. So she
22 may have to take a map like this, for example,
23 compare it with our mapping system, say, Oh, we
24 can see this pole number here and this pole
25 number here, there is two poles in-between and two



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1 pole numbers are missing. Therefore, we know this
2 is really what they want to do. And we would
3 have to add those pole numbers into our system.
4 And then we would also--if this was the particular
5 form used we would note the pole numbers on here,
6 what the correct pole numbers were.

7 And if she could verify that and verify
8 that it was a valid pole number, because we would
9 check that in our system, say, Yes, we do own
10 that pole or--for example, it's--another utility
11 owns the pole, the phone company, for example, and
12 we would tell them, We cannot permit this; this
13 is a Qwest pole, you'll need to contact Qwest on
14 this.

15 And so all of that prep time goes into
16 that time. That would all be included in that
17 fee there for the first pole.

18 Q. So hourly labor is factored into that.

19 A. Yeah. You would have a time component
20 and then whatever the hourly labor rate is, it
21 would be that time, the time component to get to
22 those figures.

23 Q. Is that a loaded labor rate? In other
24 words, does it include--it includes salary I'm
25 assuming, correct?



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1 A. Yes. When you are asking what a loaded
2 labor rate is--

3 Q. Well, I am asking about this specific
4 circumstance.

5 A. Okay.

6 Q. It would include salary, benefits?

7 A. To the best of my knowledge.

8 Q. Is there an hourly labor rate
9 associated with a supervisor's time, for example?

10 A. I don't actually know.

11 Q. With a coordinator's time?

12 A. With them there is an hourly rate, I
13 know that.

14 Q. Did you factor your time into this?

15 A. No.

16 Q. So it was just the time that Roz or
17 someone like Roz would spend on it. That's what
18 went into that.

19 A. Specifically for a coordinator's time.

20 Q. Do you have--do you retain copies of
21 the model that you used in developing this?

22 A. Yes.

23 Q. Let's go down to the pre-inspection
24 fees. And I think we can probably shortcut this
25 with a couple of quick questions. And that is,



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1 for clarification, the Level 4, Level 5, and Level
2 6 fees you see in post inspections are essentially
3 the same fees--are exactly the same fees that are
4 associated with pre-inspection, correct?

5 A. Yes.

6 Q. And that's because it involves roughly
7 the same intensity of work.

8 A. The same time components are involved,
9 yes.

10 Q. Same time components.

11 All right. Let's talk about Level 1
12 inspection. What goes into the two numbers listed
13 there, the 31.30 and the 17.65?

14 A. Okay. A Level 1 pre-inspection, what's
15 involved in that where it says 31.30, first pole,
16 that would involve a drive time component to get
17 to that facility. And it would involve a time
18 component to inspect it and fill out the
19 associated paperwork with it.

20 If the inspector, for example--we'll
21 use a four-pole example. If the inspector was
22 going to look at four poles that someone wanted
23 to overlash, he would charge the time component
24 from the shop to get to that pole, the 31.30, and
25 then poles two, three and four would be billed at



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1 the 17.61 rate if that's what inspection level he
2 used, because going 150 --he just doesn't have the
3 same time component there.

4 Q. Is that just the labor rate for the
5 individual who would be looking at the pole,
6 inspector individual?

7 A. No.

8 Q. All right. What else is in there?

9 A. The vehicle.

10 Q. Anything else?

11 A. No.

12 Q. Were there any--jumping back up to the
13 application processing fee for a second, was that
14 just worker time?

15 A. That would just be the coordinator's
16 time, yes.

17 Q. It didn't include computer charges,
18 printing charges, other things like that.

19 A. Nothing specific to that.

20 Q. Okay. Any material charges involved
21 with this? In the application processing fee,
22 were there any material charges that were put into
23 that?

24 A. No. Materials--define materials. I
25 mean . . .



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1 Q. Pens and pencils.

2 A. No.

3 Q. Paper.

4 Any other--I'm sorry. Back down to the
5 pre-inspection fees at Level 1. We have labor,
6 which is based on averages or models of time,
7 correct?

8 A. Uh-huh (affirmative.)

9 Q. And vehicles, correct?

10 A. Right, labor and vehicles.

11 Q. Anything else?

12 A. No.

13 Q. I bet you can guess my next question is
14 going to be about Level 2.

15 A. Okay.

16 Q. Talk to me about what goes into Level
17 2, just the way we did for application and--for
18 Level 1.

19 A. Exact same things as Level 1.

20 Q. Okay. How come it's more?

21 A. Because it's a different type of
22 inspection.

23 Q. Different how?

24 A. Well, a Level 2 inspection would
25 involve getting out and measuring heights of



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1 attachments on a pole.

2 A Level 1 is a visual inspection, where
3 it's clear when you look at it that there's no
4 issues with the pole. For example, you drive to
5 a pole and nothing is on it, and it's a 75-foot
6 pole. They can attach to it. It's obviously--
7 plenty of strength and structure to it. There is
8 nothing to measure.

9 A Level 2, he goes to another pole.
10 And it's in town, and it's shorter. And he is
11 concerned that the clearances are not going to be
12 met and needs to make the measurements to ensure
13 that he can indeed approve that pole.

14 Q. Are there more vehicle charges
15 associated with a Level 2 than there are with a
16 Level 1?

17 A. Same travel component.

18 Q. Flat, exactly the same element?

19 A. It's the same element.

20 Q. Do you remember how much it was?

21 A. I don't recall off the top of my head.

22 Q. So the \$9.90 difference there is
23 strictly a function of the amount of time that
24 the inspector needs to spend at each location,
25 correct?



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1 A. Yes.

2 Q. Let's move to Level 3. Talk to me
3 about Level 3.

4 A. A Level 3 would be a pole that involved
5 a pole loading analysis.

6 Q. What's a pole loading analysis?

7 A. It's where you actually have to do a--
8 an actual load analysis of the structure to ensure
9 that it has enough strength in order to support
10 the attachment.

11 Q. And how would you make that
12 determination, whether that level of inspection
13 was needed?

14 A. You would have to make that by the--
15 looking at the class of the pole and looking at
16 the bundles of the attachments on the pole, those
17 type of items on it.

18 Q. Would it be obvious to the inspector
19 from the materials that Roz had sent him that
20 this is going to be a Level 1, Level 2, or Level
21 3 inspection?

22 A. From the materials sent to them, they
23 have to make that call out in the field.

24 Q. Out in the field.

25 What is the--rephrase.



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1 Do you know in terms of approximate
2 percentages what's a Level 1 inspection, what's a
3 Level 2 inspection, and what's a Level 3
4 inspection for Utah during--the parts of Utah you
5 were responsible for for the time period? Are
6 most level ones, or was it mixed across the
7 three?

8 A. We've never done a Level 3 inspection
9 anywhere, to my knowledge, so that would be zero.

10 Q. So everything has been Level 1 or Level
11 2, to your knowledge.

12 A. Right.

13 Q. Do you know why you haven't done a
14 Level 3 inspection?

15 A. Yes.

16 Q. Why?

17 A. We haven't trained our inspectors to do
18 that yet.

19 Q. But are there poles out there where a
20 detailed loading analysis would be needed?

21 A. Yes.

22 Q. What do we do in that--what do you do
23 in that circumstance?

24 A. We would ask for assistance from the
25 engineering department.



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1 Q. As opposed to having it done by the
2 inspector.

3 A. Yes.

4 Q. And have we asked--pardon me. Have
5 you, PacifiCorp, asked the engineering department
6 to assist with pole analyses in Utah?

7 A. Has PacifiCorp in general? I can't
8 answer for all of PacifiCorp.

9 Q. Okay. With respect to Utah.

10 A. I can't answer for all of PacifiCorp.
11 I have no idea who . . .

12 Q. Have you ever asked the engineering
13 department to assist in a loading analysis
14 associated with a Comcast permit application?

15 A. No.

16 Q. Is that because you have not received a
17 permit for a pole that required an engineering
18 analysis--a loading analysis?

19 A. I'm not sure with the number of poles
20 that came in which--you know, I'm--do some need
21 it? I don't know. I mean . . .

22 Q. But when they are trained and when they
23 are ready to do it, you got the charge figured
24 out even though they are not trained yet, correct?

25 A. Uh-huh (affirmative.)



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1 Q. Is that correct?

2 A. Yes.

3 Q. Thank you.

4 I think we are finished. We can mark
5 No. 2 here. We are finished with that document
6 for the moment.

7 A. Okay.

8 (Discussion off the record.)

9 Exhibit-2 marked

10 Q. We are going to mark this as Clifton
11 No. 3. And this is a document that is a two-page
12 document. It's a fax cover sheet with a--that's
13 dated July 15, 2002. And there is a letter
14 attached to it that's dated April 17, 2002. And
15 it's a message, which I'll read. It says--the
16 fax cover sheet reads, "Marty, per your request
17 I have attached a letter that was sent out to all
18 of our licensees in April of this year. The
19 charges are as follows."

20 Do you see that, Mr. Clifton

21 A. Yes, I do.

22 Q. Were you with PacifiCorp in July of
23 2002?

24 A. Yes.

25 Q. Were you with PacifiCorp in April 17,



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1 2002?

2 A. Yes.

3 Q. Are you familiar with the charges that
4 are set forth on the first page of the fax cover
5 sheet?

6 A. No.

7 Q. Have you ever seen these before?

8 A. No.

9 Q. Referring back to Exhibit No. 2 that we
10 had just spent some time talking about Level 1,
11 Level 2, Level 3 inspections, explain to me how
12 it came about that you developed the model for
13 those fees. In other words, did Corey come to
14 you and say, We need to come up with a new fee
15 structure?

16 A. I don't recall exactly how that
17 happened. I know I was charged with it. But
18 exactly what the conversations were that led up to
19 it, I don't recall.

20 Q. Would it likely have been Corey who
21 made that request, do you think?

22 A. Yes.

23 Q. Do you remember approximately when you
24 developed these Level 1 through 6 inspection
25 charges?



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1 A. I believe I was working on those in
2 2002.

3 Q. Do you remember whether it was after
4 July of 2002 or if it was before July of 2002?

5 A. I'm not sure.

6 Q. When did you start for PacifiCorp
7 again, earlier in 2002?

8 A. Yes, that's correct.

9 Q. Was it--the month was . . .

10 A. It was in February.

11 Q. February.

12 Did you start working on this right
13 away, the Level 1 through Level 6 inspections?

14 A. No.

15 Q. It was some months after you arrived.

16 A. Yes, it was some months after.

17 Q. When did the Level 1 through Level 6
18 inspection fees get rolled out to attaching
19 parties?

20 A. I'm not sure.

21 Q. Was it in 2002? If you recall.

22 A. I don't recall.

23 Q. Was it before 2004?

24 A. It would--yes.

25 Q. But you believe you began to develop



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1 them sometime in 2002.

2 A. To the best of my knowledge.

3 Q. How long did it take you to develop it?

4 A. I'm not sure. I would--probably two to
5 three months.

6 Q. And that would be both designing the
7 model and having internal discussions about them.

8 A. Yes.

9 Q. Who made the decision to roll these out
10 once they were developed?

11 A. To roll the--which ones?

12 Q. One through six, Levels 1 through 6.

13 A. Well, Corey would have had final
14 authority to make that decision.

15 Q. So it was Corey.

16 A. Corey would have been the person making
17 the decision, yes.

18 Q. Thank you.

19 When you were charged with developing
20 the Level 1 through 6, what were your
21 instructions?

22 A. I don't recall. I mean, it was to
23 develop a model.

24 Q. Did somebody come to you and say, We
25 got to come up with a new fee structure and, Joe,



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1 you are the guy?

2 A. I don't remember what the circumstances
3 were around it.

4 Q. And you're saying that in the course of
5 developing your one through six inspections you
6 never had occasion to refer to prior fees that
7 were charged by PacifiCorp for functions.

8 A. I did not look at prior fees. I am not
9 sure--what was the--I am not sure if it was a yes
10 or no the way you phrased it.

11 Q. What--let me try and help you with
12 that.

13 You stated previously that you had not
14 seen the fees that I--we put on Clifton Exhibit
15 No. 3--

16 A. That is correct.

17 Q. --that we marked as Clifton Exhibit No.
18 3.

19 So my question was, is it true that
20 you did not look at any prior fee structure in
21 developing Inspection Levels 1 through 6?

22 A. That's correct, I did not.

23 Q. Did you have an idea through
24 conversation what the prior fees associated with
25 these functions were?



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1 A. I'm sorry. With what?

2 MR. THOMAS: Could you read the
3 question back, please?

4 (Record read.)

5 THE WITNESS: These Level 1 through 6
6 functions or . . .

7 BY MR. THOMAS:

8 Q. I will try and rephrase.

9 In your development of Inspection
10 Levels 1 through 6, did you have an idea of what
11 the prior fees were? Not Level 1 through 6 but
12 what was in effect before Level 1 through 6 went
13 into effect.

14 A. I didn't know exactly what they did
15 prior to that.

16 Q. Exactly did you have an idea?

17 A. I didn't even really have an idea. I
18 mean, it was all over the board with what
19 companies did.

20 Q. Did somebody come to you and say, You
21 know what, we need to charge more for access to
22 our poles for inspection fees?

23 A. No.

24 Q. What was your instruction when you were
25 charged with this?



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1 A. That we had to recover our costs
2 associated with inspection fees.

3 Q. Had it been indicated to you previously
4 that there was not a recovery of costs associated
5 with application and inspection?

6 A. Yes.

7 I guess maybe we should clarify some of
8 that, because I am just a little bit confused on
9 the--some of what I'm going on when I'm thinking
10 about is previous experience with permitting and
11 application fees. And I know that some companies
12 were hit and miss with whether they would charge
13 or not charge in either way, shape, or form.

14 Q. Right.

15 A. Okay.

16 Q. And I--and my questions are intended to
17 be simple in that they are focused on what your,
18 A, understanding and, B, reference points were for
19 developing the new one through six inspections.

20 A. My understanding has always been that
21 we have to recover our costs.

22 Q. And that they weren't being recovered
23 prior to this.

24 A. That's correct.

25 Q. Okay. Do you know whether anybody at



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1 PacifiCorp had actually done a study on cost
2 recovery to be able to make the conclusion that
3 there was not complete cost recovery associated
4 with inspections?

5 A. Could you ask that again?

6 Q. Yes.

7 Was there a study done that indicated
8 that there was under-recovery associated with
9 applications and inspections?

10 A. I don't know.

11 Q. Do you know who would know?

12 A. I would--Corey.

13 Q. Changing gears just for a quick second,
14 you're aware, are you not, that in Utah a \$250
15 unauthorized attachment penalty has been assessed
16 to Comcast in places where there is no permit on
17 record?

18 A. Yes.

19 Q. Do you know when that was developed?

20 A. No.

21 Q. Were you involved in the development of
22 that?

23 A. No.

24 Q. Do you know what goes into the
25 development of that number?



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1 A. No.

2 Q. Is that cost--pardon me--is that charge
3 imposed as part of the permitting process?

4 A. I'm sorry.

5 Q. When Comcast files an application for
6 attachment to a pole and the--and if it's, for
7 example, an overlash, and there is no permit on
8 record with PacifiCorp that Comcast, in fact, is
9 attached to that pole, is Comcast billed \$250 as
10 part of the permitting process?

11 A. No.

12 Q. Okay. Going back to the permit
13 applications process, do you--and speaking to Utah
14 metro and south when you had responsibility for
15 Utah--do you know what the lag time was between
16 an application for either a new attachment or an
17 overlash was received by Roz in Portland until the
18 pole was cleared for attachment? And we can talk
19 ranges, a clean pole, a pole with significant
20 make-ready, something that required replacement.
21 Can you give me a sense of those time frames?

22 A. I don't know the elapsed time.

23 Q. Do you have an idea, approximately?

24 A. There is quite a few factors in there.
25 And I don't know. I wasn't down here long enough



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1 to get a sense of the time frames involved in
2 that.

3 Q. Well, let's be more general then.
4 Let's not limit it just to Utah, because there
5 has been a couple of years now that I guess you
6 have been supervisor.

7 A. Uh-huh (affirmative.)

8 Q. From the time a cable company or CLEC
9 makes application for an attachment until it's
10 cleared for attachment on a perfectly clean pole,
11 on average how long does that take?

12 A. It depends on the application size. So
13 if you are talking of 1 pole versus 100 poles
14 it's two different items. So we would need to
15 narrow it down.

16 Q. Okay. Well, let's narrow it down.
17 From one to ten poles. Clean--one to ten clean
18 poles.

19 A. Okay. One to ten poles, with
20 absolutely no work being done on it, where they
21 want to attach to it. From the time that we
22 would get it to the time that we would go out, an
23 inspector--I don't know off the top of my head on
24 those individual kind of applications like that.
25 I mean . . .



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1 Q. I am asking for approximations.

2 A. Yeah. We would try to get through that
3 within our time frames that we would have listed
4 in our contracts with them.

5 Q. I am not asking about the time frames
6 that are listed in your contract. I am asking
7 based on your experience. And it's a very narrow
8 question that we have broken down to one to ten
9 poles, perfectly clean. Your best estimate.

10 A. I would say less than 45 days.

11 Q. Why is 45 days a day that you pick as a
12 benchmark?

13 A. I just picked that number, because
14 that's what we typically shoot for to strive to
15 do. That's typically what we have in our
16 contracts is a 45-day time frame.

17 Q. If you get an application that contains
18 100 poles that are--

19 A. Uh-huh (affirmative.)

20 Q. --that are clean, would you be able to
21 do that within 45 days?

22 A. Typically.

23 Q. What about a pole that is Level 2
24 inspection and there are 100 of them?

25 A. It depends. The inspections would be



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1 completed in that time frame.

2 Q. Okay. Are you aware of circumstances
3 where from application to permit grant it's
4 exceeded 45 days?

5 A. Yes.

6 Q. Is it--does it happen frequently or
7 sporadically?

8 A. It could happen at any time.

9 Q. My question was, does it happen
10 frequently or happen sporadically?

11 A. I don't know how often it happens.

12 Q. Do you sometimes have applications that
13 are pending for months?

14 A. I would say yes.

15 Q. For years?

16 A. I don't know.

17 Q. Going back to the \$250 fee that we were
18 talking about previously, to your knowledge, is
19 that fee only charged as a result of the audit
20 that's within more of the province of Mr.
21 Coppedge's duties?

22 A. No.

23 Q. It's not only charged within--it's
24 charged on other--through other processes.

25 A. Yes.



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1 Q. How is it charged?

2 A. It would be charged if it was in their
3 contract or if it was found out in the field.
4 There is provisions in Oregon under Oregon
5 administrative rules that pertain to fees
6 associated with recovery of unauthorized
7 attachments. So there is a variety of methods.

8 Q. Well, let's go back to just Utah, then,
9 for a moment.

10 When a Comcast attachment is found on a
11 pole but there is no PacifiCorp record of that
12 attachment, it's assessed a \$250 fee, correct?

13 A. I believe so.

14 Q. And that's still being assessed today,
15 to your knowledge.

16 A. I would believe so.

17 Q. And for Utah specifically, what would
18 the process be for invoicing Comcast for that \$250
19 fee?

20 A. I don't know.

21 As far as the invoicing goes?

22 Q. Yes.

23 A. I don't know. I don't have anything to
24 do with invoicing.

25 Q. But you are not aware that it's coming



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1 through the permit application process as opposed
2 to the audit. You are not aware that it's coming
3 through the permit application, correct?

4 A. That it would be coming through a
5 permit application?

6 Q. That there would be a charge.

7 A. Oh, not with the permit application.
8 That's what you are asking.

9 Q. Yes.

10 A. If the \$250 would be associated with
11 the permit application. No.

12 Q. Okay.

13 A. No, I don't know.

14 Q. Okay. Is your--are you--when you get a
15 pole application, pole permit application from
16 Comcast or any other attacher, for that matter, is
17 it possible to look at that application and to--
18 and make a decision at that time whether the
19 attachment can be made? In other words, just
20 from your database or calling up information on
21 the computer, or do you always have to send
22 somebody out to take a look?

23 A. No, I would send someone out to take a
24 look.

25 Q. Always?



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1 A. Always.

2 Q. Not that you don't trust Comcast, but
3 you just want to make sure that that's indeed the
4 case.

5 A. That's correct.

6 Q. Okay. And to your knowledge is this--
7 is that the way that it's being done in other
8 jurisdictions, as well, other than Utah?

9 A. Yes.

10 Q. That's just the procedure.

11 A. Yes.

12 Q. Okay.

13 A. Excuse me.

14 Q. Okay. Mr. Clifton, I am going to be
15 talking to him later this afternoon, Mr. Cordova,
16 but I don't know much about Mr. Cordova. Can you
17 tell me what his job role and responsibilities
18 are, to the extent you are familiar with them?

19 A. When?

20 Q. Presently.

21 A. Today?

22 Q. Today, yeah.

23 A. He's the manager--distribution manager
24 of Moab operations.

25 Q. Of Moab ops.



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1 A. Uh-huh (affirmative.)

2 Q. And previously?

3 A. He was the Southeast supervisor, so he
4 would have been the supervisor in charge of metro
5 south.

6 Q. Did you and Mr. Cordova have the same
7 responsibilities in Utah but during different
8 times?

9 A. That's correct.

10 Q. Did he precede you?

11 A. Yes.

12 Q. So that I'm tracking properly, was it
13 Mr. Cordova, Mr. Clifton, Mr. Kuhn?

14 A. That's correct.

15 Q. Okay. It's very alliterative.

16 A. Do you mind if we take a break?

17 Q. You know, I was just--sure, let's go
18 ahead and take a break.

19 A. Okay.

20 Q. We can do that. Yeah, let's go ahead
21 and take a break.

22 (Recess taken.)

23 Mr. Clifton, I have a couple of
24 questions for you regarding the Utah Department of
25 Transportation form T-600. Are you familiar with



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1 that form?

2 A. Yes.

3 Q. Could you describe for me basically
4 what that form is?

5 A. It's a form that UDOT requires the pole
6 owner to sign off on when another party wants to
7 make an attachment to that pole.

8 Q. And is--so if Comcast has some work on
9 a pole owned by PacifiCorp along a State road--

10 A. Uh-huh (affirmative.)

11 Q. --they have to submit a form T-600.

12 A. To PacifiCorp.

13 Q. To PacifiCorp. And PacifiCorp does
14 what with that form?

15 A. We would have to review that form,
16 along with the engineering that was submitted and
17 say, Yes, it conforms to UDOT requirements. And
18 then we would have to sign that form giving our
19 approval prior to it going to UDOT for UDOT to--
20 signing that form and say, Yes, you can do it.

21 Q. When you approve it, do you give it
22 back to Comcast who then gives it to Utah--or
23 UDOT, or do you give it to UDOT directly?

24 A. As I recall, it goes to Comcast.

25 Q. Are there occasions when you would not



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1 approve a UDOT form?

2 A. Yes.

3 Q. What would be--give me some examples of
4 when that would be.

5 A. The engineering does meet the UDOT
6 requirements, code requirements.

7 Q. For example, if ground clearance across
8 the road were too low.

9 A. Correct.

10 Q. And then what would happen at that
11 point, would you send the application back to
12 Comcast and say, Redo it, it doesn't meet UDOT,
13 or would you say, You need to have ground
14 clearance of, you know, 22 feet over this road,
15 please . . .

16 A. I would tell them that it didn't meet
17 the minimum requirements and the--the minimum
18 requirements are--here is what they are. And it
19 may require that we would have to place taller
20 poles in order for them to attach to it in order
21 to get the proper ground clearance and to meet
22 the NESC standards or our construction standards
23 of how far they need to be away from the power
24 facilities.

25 Q. What if UDOT--what if Comcast has an



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1 attachment on a pole that is not in compliance
2 with UDOT standards but it wants to make it in
3 compliance with UDOT standards? Let's take an
4 example of a pole that--of a span that is, you
5 know, 15 feet at mid span and they need to bring
6 that up to UDOT standards. To do that work on
7 that pole would they have to fill out a T-600 if
8 it's on a State road?

9 A. That would be my understanding. If
10 they wanted to make any kind of modifications,
11 then they would have to have that form.

12 Q. And if--and they would fill out a
13 T-600, and then they would submit that to
14 PacifiCorp for approval.

15 A. With the engineering that they would
16 need in order to make those changes.

17 Q. If the application says that--let's try
18 this another way. Excuse me.

19 If on the application form they are
20 seeking to correct a low span and PacifiCorp were
21 to respond, The span is too low, we can't approve
22 the application, would you have any thought as to
23 how that application could ever be granted so that
24 application--so that that attachment can be fixed?

25 A. Well, let me see if I understand you



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1 correctly and your--what you were saying was is
2 that we have two spans that are going over the
3 top of a road, and in this particular case the
4 span has a road clearance height of 15 feet, and
5 it needs a road clearance height to meet UDOT
6 standards.

7 Q. (Witness nods head.)

8 A. Okay. And are you saying that we
9 notified Comcast that we found this deficiency and
10 you need--and this needs to be corrected or . . .

11 Q. What I am saying is that Comcast is
12 filing the T-600 with PacifiCorp to correct that
13 and PacifiCorp's response is, You don't meet UDOT
14 standards, so we can't grant this application
15 essentially to bring it to UDOT standards.

16 A. That doesn't make any sense to me.

17 Q. Okay.

18 A. Because if you are going to correct it
19 to meet UDOT standards, then we would approve it
20 to correct it, if there was sufficient space on
21 the pole to move them up. If there was not
22 sufficient space on the pole for them to move
23 you, then we'd have to tell them that this pole
24 height is too low, you can't raise it, therefore,
25 we would have to raise the poles--or add taller



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1 poles in order for you to make that. And, of
2 course, we would grant that in that particular
3 case providing they were willing to pay to have
4 the poles replaced.

5 Q. Changing subjects a little bit and
6 moving towards the end. At the very beginning of
7 our time together this morning you had indicated
8 that you had given a deposition in a case before.

9 A. Uh-huh (affirmative.)

10 Q. About 20 years ago, correct?

11 A. Uh-huh (affirmative.)

12 Q. You said that was a labor dispute. Is
13 that correct?

14 A. It was a labor relations case related
15 to layoffs, employee layoffs.

16 Q. Were you a party to that case either as
17 a Defendant or a Plaintiff?

18 A. I would work for the company that was--
19 an employee had filed a claim for unemployment--
20 let me think about--I need to just step back a
21 second and remember.

22 Q. Sure.

23 A. I mean, it's been quite awhile ago.
24 Is--as I recall what it was was that--thinking
25 back now--it was an employee had filed a case



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1 with the State to receive unemployment benefits.
2 And they were denied unemployment benefits. We
3 denied them because they had walked off the job
4 is basically what happened there.

5 Q. Were you the employee?

6 A. No. I was--I worked for the employer.

7 Q. You worked--who was the employer?

8 A. It was a company called Sambo's
9 Restaurants at the time.

10 Q. Okay. But it wasn't a cable company or
11 a--

12 A. No, no.

13 Q. It was before you got into the cable
14 business.

15 A. Yes.

16 Q. Okay. Reflecting back on your
17 testimony today, is there anything you would like
18 to clarify or correct before we wrap up, because
19 we're just about finished here.

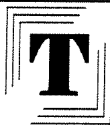
20 A. Nothing that I can think of.

21 MR. THOMAS: Okay. Well, thank you
22 very much.

23 MR. SACKETT: I have a couple.

24 MR. THOMAS: Sure.

25 EXAMINATION



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1 BY-MR. SACKETT:

2 Q. Mr. Thomas asked you some questions
3 about the derivation of the numbers that are on
4 what's marked as Clifton Exhibit 2. And you
5 indicated that those--do you have that?

6 A. Yes, I do.

7 Q. That those numbers included the
8 employee costs and vehicle costs. Is that right?

9 A. That's correct.

10 Q. And I think there was some confusion
11 about the nature of whether the employee costs
12 were fully loaded. And what was--first of all,
13 do you understand what the term "fully loaded"
14 means, because Mr. Thomas did ask the question?

15 A. You know, depending on who I have
16 spoken to it means different things.

17 Q. And what does it mean in--well, let me
18 ask it in this way.

19 Does the employee time that's included
20 in the derivation of those numbers include any
21 kind of implicit overhead amounts, or is it
22 strictly the employee's wage time?

23 A. It would be--we have a labor rate that
24 the company would have assigned to that employee.
25 And I am not sure what all the components are of



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1 that labor rate. I mean, I understand that's our
2 labor rate that we would charge.

3 Q. Okay. So it's a labor rate that's
4 internal to the company. And that's used for
5 other purposes and for budgeting and the like.

6 A. I would assume so.

7 Q. Okay. Mr. Thomas asked you some
8 questions about how long it takes to approve an
9 application. And you said 45 days would not be
10 unusual.

11 A. Uh-huh (affirmative.)

12 Q. And he described what was sort of a
13 clean kind of application where there were no
14 other attachments, maybe ten poles. And you said
15 it would still take typically 45 days. Why would
16 it take as long as 45 days?

17 A. Sure. Because--well, a couple of
18 reasons. First off is is that the ASC, the
19 administrative services coordinator, when she
20 would get it she may not necessarily process it
21 on the day that she gets it. I mean, there is
22 going to be a time lag there with whatever work
23 pending that she has to go with it.

24 And the second thing is is when it goes
25 to the inspector out in the field, the inspector



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1 may have how many ever applications in front of
2 that also. And he goes based on when he has
3 received those on when he's doing those or if he
4 is going to a different area of the--of his
5 district, depending on where he is driving to,
6 then he would do those applications in that
7 district. So those time frames can vary based on
8 workload.

9 Q. So it could be less than 45 days. Is
10 that right?

11 A. Sure.

12 Q. And that hypothetical that he gave you
13 was, oh, with respect to Level 1. And then, you
14 know, about a Level 2--

15 A. Uh-huh (affirmative.)

16 Q. --what--I think you testified that even
17 for a Level 2 situation that the inspection would
18 typically be done within 45 days. Is that
19 correct?

20 A. Typically.

21 Q. But that a Level 2 situation might
22 string out considerably longer before approval was
23 finally given. Is that correct?

24 A. Correct.

25 Q. And why would that be?



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1 A. It could be a variety of different
2 things. If the inspector found, for instance, that
3 there needed to be some make-ready completed by
4 another party, for instance, then the notification
5 would have to go back to the particular company
6 that filed for it, plus a notice would have to go
7 to the other company that needed to relocate
8 facilities.

9 And then there's the time that that
10 other company has to respond to PacifiCorp before
11 they move facilities. And then if there's a
12 power component to it also, we would have to
13 notify the company requesting that.

14 Or if they didn't request it, but yet
15 we found the issue, we would have to say, for
16 example, this--there is low secondary service
17 there that would have to be razed, would you like
18 us to raze the facilities in order to accommodate
19 you? We would have to wait to get a response
20 back from them. And then we would have to
21 schedule the work with field operations, and field
22 operations would have to tell us the work is
23 complete. And then we would have to notify the
24 licensee again in order to attach to the pole.

25 So a lot of it depends too on when the



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1 licensee--how fast they respond to the notices
2 from us that something needs to be done.

3 Q. And that could stretch out over several
4 months. Is that right?

5 A. Yes.

6 MR. SACKETT: That's all I have. Thank
7 you, Mr. Clifton.

8 THE WITNESS: Okay.

9 MR. THOMAS: (Indicating.)

10 (Deposition concluded at 11:50 a.m.)
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CERTIFICATE

This is to certify that the foregoing deposition was taken before me, DAWN M. DAVIS, a Registered Professional Reporter and Notary Public in and for the State of Utah;

That said witness was duly sworn to testify the truth, the whole truth and nothing but the truth;

That the deposition was reported by me in stenotype and thereafter caused by me to be transcribed into typewriting, and that a full, true, and correct transcription of said testimony so taken and transcribed is set forth in the foregoing pages;

That no review of this deposition was requested by either party or the witness and, therefore, pursuant to Rule 30 (e) of the Utah Rules of Civil Procedure the review was waived.

I further certify that I am not of kin or otherwise associated with any of the parties to said cause and am not interested in the event thereof.

Dawn M. Davis

Dawn M. Davis, RPR
My Commission Expires:
March 8, 2008

