

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of: The Joint)	Docket No.
Application of Level 3)	11-2266-01
Communications, Inc., Apollo)	
Amalgamation Sub, Ltd., Level 3)	
Communications, LLC, Broadwing)	
Communications, LLC, WilTel)	
Communications, LLC and Global)	
Crossing North America, Inc.,)	
Global Crossing Telecommunications,)	
Inc., Global Crossing Local)	
Services, Inc. for Approval of the)	
Transfer of Control and Related)	
Transactions)	

In the Matter of: The Joint)	Docket No.
Application of Level 3)	11-2246-01
Communications, Inc., Apollo)	
Amalgamation Sub, Ltd., Level 3)	
Communications, LLC, Broadwing)	
Communications, LLC, WilTel)	
Communications, LLC and Global)	
Crossing North America, Inc.,)	
Global Crossing Telecommunications,)	
Inc., Global Crossing Local)	
Services, Inc. for Approval of the)	
Transfer of Control and Related)	
Transactions)	

TRANSCRIPT OF HEARING PROCEEDINGS

TAKEN AT: Public Service Commission
160 East 300 South
Salt Lake City, Utah

DATE: June 9, 2011

TIME: 9:00 a.m.

REPORTED BY: Kelly L. Wilburn, CSR, RPR

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25

APPEARANCES

Administrative Law Judge:

RUBEN ARREDONDO

-o0o-

For the Joint Applicants:

WILLIAM J. EVANS, ESQ.
PARSONS, BEHLE & LATIMER
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
(801) 532-1234
(801) 536-6111 (fax)

For the Division of Public Utilities:

PATRICIA E. SCHMID, ESQ.
UTAH ATTORNEY GENERAL'S OFFICE
160 East 300 South, Fifth Floor
Salt Lake City, Utah 84111
(801) 366-0380
(801) 366-0352 (fax)

-o0o-

1 JUNE 9, 2011 9:00 A.M.

2 P R O C E E D I N G S

3 THE COURT: We are -- this is gonna be pretty
4 simple, quick. I think we've done a couple of these
5 before, but.

6 My name is Ruben Arredondo, I'm the ALJ
7 assigned to hear this matter: The Joint Application
8 For Approval of Transfer of Control and Related
9 Transactions, Docket Nos. 11-2266-01 and 11-2246-01.

10 And we'll just take appearances beginning
11 with the Division, please.

12 MS. SCHMID: Good morning. Patricia E.
13 Schmid, with the Attorney General's Office,
14 representing the Division of Public Utilities.

15 THE COURT: Thank you. And then your witness
16 is Bill Duncan; is that correct?

17 MS. SCHMID: Yes.

18 THE COURT: All right, thank you.

19 And Mr. Evans?

20 MR. EVANS: I am William J. Evans of Parsons,
21 Behle & Latimer, attorney for the Joint Applicants
22 Level 3 Communications and Global Crossing North
23 America.

24 THE COURT: Thank you.

25 MR. EVANS: And on the phone is Rick Thayer

1 from Level 3, and Paul Kouroupas from Global Crossing.

2 THE COURT: All right, great. Thank you.

3 We'll note that the Commission received the
4 application, and pursuant to the Rule sent out notice
5 of the proposed transaction. There's been no
6 opposition filed.

7 We'll also note that on May 23rd the Division
8 filed a recommendation recommending the Commission
9 approve the transfer of control and the underlying
10 application.

11 We also will note that we received the joint
12 application on about April 21st. And then the
13 supplemental filing May 16. And a second supplemental
14 filing on May 23rd.

15 And with that, noting that there's no
16 opposition, Ms. Schmid, I'm just gonna ask you to
17 proffer that -- if Mr. Duncan's testimony would remain
18 the same.

19 MS. SCHMID: Thank you. On behalf of the
20 Division, Mr. Duncan would recommend -- would not
21 oppose the transfer of control. The Division's
22 memorandum dated May 23, 2011, sets out the rational,
23 explanation, and pertinent facts.

24 THE COURT: All right, thank you.

25 And then Mr. Williams, I note your witnesses

1 are on the phone as well. Would you proffer that
2 their testimony -- or that the application would
3 remain substantially the same as filed?

4 MR. EVANS: Yes. The joint application for
5 approval of transfer of control is a verified
6 application signed by officers of both Level 3 and
7 Global Crossing. And we would proffer that as their
8 statement in support of the application.

9 THE COURT: All right, thank you.

10 And then Ms. Schmid, would you also proffer
11 that the approval -- or that your witness would
12 proffer that your -- the approval is in the public
13 interest?

14 MS. SCHMID: Yes, we would.

15 THE COURT: Okay. All right, thank you then.
16 With that, we'll find that the granting of the
17 application is in the public interest. And we'll --
18 I'll go ahead and make a recommendation to the
19 Commission that they approve it.

20 Anything else? No? Thank you.

21 (The hearing was concluded at 9:03 a.m.)
22
23
24
25

1	couple [1] - 3:4 Crossing [3] - 3:22, 4:1, 5:7	K	R	V
11-2246-01 [1] - 3:9 11-2266-01 [1] - 3:9 16 [1] - 4:13	D	Kouroupas [1] - 4:1	rational [1] - 4:22 received [2] - 4:3, 4:11 recommend [1] - 4:20 recommendation [2] - 4:8, 5:18 recommending [1] - 4:8 Related [1] - 3:8 remain [2] - 4:17, 5:3 representing [1] - 3:14 Rick [1] - 3:25 Ruben Arredondo [1] - 3:6 Rule [1] - 4:4	verified [1] - 5:5
2	dated [1] - 4:22 Division [3] - 3:11, 4:7, 4:20 Division of Public Utilities [1] - 3:14 Division's [1] - 4:21 Docket [1] - 3:9 done [1] - 3:4 Duncan [2] - 3:16, 4:20 Duncan's [1] - 4:17	L		W
2011 [2] - 3:1, 4:22 21st [1] - 4:12 23 [1] - 4:22 23rd [2] - 4:7, 4:14	E	Level 3 [2] - 4:1, 5:6 Level 3 Communications [1] - 3:22		William [1] - 3:20 Williams [1] - 4:25 witness [2] - 3:15, 5:11 witnesses [1] - 4:25
9	Evans [2] - 3:19, 3:20 EVANS [3] - 3:20, 3:25, 5:4 explanation [1] - 4:23	M	S	
9 [1] - 3:1 9:00 [1] - 3:1 9:03 [1] - 5:21	F	matter [1] - 3:7 memorandum [1] - 4:22 morning [1] - 3:12	SCHMID [4] - 3:12, 3:17, 4:19, 5:14 Schmid [2] - 4:16, 5:10 second [1] - 4:13 sent [1] - 4:4 sets [1] - 4:22 signed [1] - 5:6 simple [1] - 3:4 statement [1] - 5:8 substantially [1] - 5:3 supplemental [2] - 4:13 support [1] - 5:8	
A	G	N	T	
A.M [1] - 3:1 a.m [1] - 5:21 ahead [1] - 5:18 ALJ [1] - 3:6 America [1] - 3:23 appearances [1] - 3:10 application [8] - 4:4, 4:10, 4:12, 5:2, 5:4, 5:6, 5:8, 5:17 Application [1] - 3:7 approval [3] - 5:5, 5:11, 5:12 Approval [1] - 3:8 approve [2] - 4:9, 5:19 April [1] - 4:12 assigned [1] - 3:7 Attorney [1] - 3:13 attorney [1] - 3:21	facts [1] - 4:23 filed [3] - 4:6, 4:8, 5:3 filing [2] - 4:13, 4:14	name [1] - 3:6 North [1] - 3:22 Nos [1] - 3:9 note [4] - 4:3, 4:7, 4:11, 4:25 notice [1] - 4:4 noting [1] - 4:15	testimony [2] - 4:17, 5:2 Thayer [1] - 3:25 THE COURT [8] - 3:3, 3:15, 3:18, 3:24, 4:2, 4:24, 5:9, 5:15 transaction [1] - 4:5 Transactions [1] - 3:9 transfer [3] - 4:9, 4:21, 5:5 Transfer [1] - 3:8	
B	H	O	U	
beginning [1] - 3:10 behalf [1] - 4:19 Bill [1] - 3:16	hear [1] - 3:7 hearing [1] - 5:21	Office [1] - 3:13 officers [1] - 5:6 oppose [1] - 4:21 opposition [2] - 4:6, 4:16	underlying [1] - 4:9	
C	J	P		
Commission [3] - 4:3, 4:8, 5:19 concluded [1] - 5:21 Control [1] - 3:8 control [3] - 4:9, 4:21, 5:5 correct [1] - 3:16	Joint [1] - 3:7 joint [2] - 4:11, 5:4 Joint Applicants [1] - 3:21 JUNE [1] - 3:1	Parsons Behle Latimer [1] - 3:20 Patricia E. Schmid [1] - 3:12 Paul [1] - 4:1 pertinent [1] - 4:23 phone [2] - 3:25, 5:1 pretty [1] - 3:3 proffer [5] - 4:17, 5:1, 5:7, 5:10, 5:12 proposed [1] - 4:5 public interest [2] - 5:12, 5:17 pursuant [1] - 4:4		
		Q		
		quick [1] - 3:4		