

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Joint
Application of MegaPath
Corporation and GC Pivotal,
LLC d/b/a Global Capacity
for Approval of Asset
Transfer Transaction

Docket No. 14-2539-01

~~~~~  
HEARING PROCEEDINGS  
~~~~~

TAKEN AT: Public Service Commission
 Hearing Room 451
 160 East 300 South
 Salt Lake City, Utah

DATE: Wednesday, November 5, 2014

TIME: 9:03 a.m.

REPORTED BY: Scott M. Knight, 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:

MELANIE A. REIF

FOR DIVISION OF PUBLIC UTILITIES:

JUSTIN C. JETTER, ESQ.,

ASSISTANT ATTORNEY GENERAL

160 East 300 South

Fifth Floor

Salt Lake City, Utah 84114

FOR GC PIVOTAL, LLC; AND MEGAPATH CORPORATION:

JOE STULTZ, ESQ.,

WILLIAM J. EVANS, ESQ.,

PARSONS, BEHLE & LATIMER

201 South Main Street

Suite 1800

Salt Lake City, Utah 84111

1	INDEX		
2	WITNESS	Page	
3	JEREMY KISSEL		
4	DIRECT EXAMINATION		7
5	BY MR. STULTZ		
6	KATHERINE MUDGE		
7	DIRECT EXAMINATION		14
8	BY MR. STULTZ		
9	CROSS-EXAMINATION		17
10	BY MR. JETTER		
11	RON SLUSHER		
12	DIRECT EXAMINATION		19
13	BY MR. JETTER		
14			
15	EXHIBITS		
16	Exhibit	Received	
17	Division of Public Utilities Memorandum,		19
18	October 28, 2014		
19	Application	22	
20	Supplemental Exhibits 1, 2, and 3		22
21			
22			
23			
24			
25			

1 Hearing Proceedings

2 November 5, 2014

3 PROCEEDINGS

4 THE HEARING OFFICER: Then, we will be
5 on the record. Good morning, everyone. I'm happy
6 to see you here. And to those of you joining us on
7 the telephone, my name is Melanie Reif, and I serve
8 as the administrative law judge for the Utah Public
9 Service Commission. And this morning is the
10 hearing in Docket 14-2539-01. And this matter is
11 entitled The Joint Application of MegaPath
12 Corporation and GC Pivotal, LLC, dba Global
13 Capacity for Approval of Asset Transfer
14 Transaction.

15 And if I may just ask those individuals
16 who are joining us on the telephone, if you could
17 kindly--if you have the ability to mute your end of
18 the line, it'll help to alleviate some noise that
19 we can hear on our end. And, then, when it comes
20 time, if you will be testifying or if you wish to
21 add comment, you can do so by unmuting your phone.

22 So, let's start by taking appearances,
23 starting with the applicant, please.

24 MR. STULTZ: Thank you, Your Honor.
25 Name is Joe Stultz. I'm with Parsons, Behle &

1 Latimer. I'm appearing here today on behalf of the
2 joint applicants GC Pivotal, LLC, or Global
3 Capacity; and MegaPath Corporation, or MegaPath.
4 With me is Bill Evans, also from Parsons, Behle &
5 Latimer. Do the appearances on the phone--it's
6 Jeremy Kissel, K-I-S-S-E-L. He is a witness from
7 Global Capacity. Also on the phone is Katherine
8 Mudge. And that's with a "K," Katherine Mudge,
9 M-U-D-G-E. She's a witness--our witness from
10 MegaPath. And also on the phone is Jeffrey,
11 J-E-F-F-R-E-Y, Strenkowski, S-T-R-E-N-K-O-W-S-K-I,
12 of Bingham, McCutchen, LLP. He is also counsel for
13 Global Capacity and MegaPath. And he's here as an
14 observer, I guess, "ear-server."

15 And if it please the Court, I can just
16 introduce the case or . . .

17 THE HEARING OFFICER: Let's wait until
18 the Division does their--

19 MR. STULTZ: Oh, thanks.

20 THE HEARING OFFICER: --introduction.
21 And, then, we would be pleased for your
22 introduction. Thank you.

23 MR. JETTER: Thanks. And I'm Justin
24 Jetter. And I'm here today representing the Utah
25 Division of Public Utilities. And with me at

1 counsel table is Ron Slusher, technical analyst for
2 the Division of Public Utilities.

3 THE HEARING OFFICER: Welcome again,
4 everyone.

5 And Mr. Stultz, the floor is yours.

6 MR. STULTZ: Thank you, Your Honor.
7 This is a routine request, Your Honor, for the
8 approval of the transfer of certain network assets
9 and certain customers served by those assets from
10 MegaPath to Global Capacity. Global Capacity and
11 MegaPath filed a joint application for approval of
12 the transaction on October the 1st, 2014. And
13 Global Capacity and MegaPath filed three
14 supplemental exhibits on October 29, 2014.

15 And, today, we have witnesses from both
16 Global Capacity and MegaPath to supplement the
17 record, pursuant to the Commission's rule.

18 May I call the witnesses?

19 THE HEARING OFFICER: You may.

20 MR. STULTZ: Okay. We're going to
21 start today with Mr. Kissel.

22 THE HEARING OFFICER: Okay. Mr. Kissel,
23 if you're on the line, if you would kindly unmute
24 your line. And if you are prepared to testify,
25 please let me know verbally.

1 MR. KISSEL: Yes, I am.

2 THE HEARING OFFICER: Okay. Thank you
3 very much. Could you kindly raise your right hand,
4 please?

5 MR. KISSEL: Yeah.

6 THE HEARING OFFICER: And do you swear
7 that the testimony you're about to give will be the
8 truth?

9 MR. KISSEL: I do.

10 THE HEARING OFFICER: Thank you, sir.
11 Please proceed, Mr. Stultz.

12 JEREMY KISSEL, being first duly sworn,
13 was examined and testified as follows:

14 DIRECT EXAMINATION

15 BY MR. STULTZ:

16 Q. Good morning, Mr. Kissel. For the
17 record, could you please state your name and
18 business address and your position at Global
19 Capacity?

20 A. Sure. My name is Jeremy Kissel. I'm
21 general counsel at Global Capacity. And my
22 business address is 180 North LaSalle Street, Suite
23 2430, Chicago, Illinois 60601.

24 Q. Have you reviewed the joint application
25 filed in this docket?

1 A. Yes, I have.

2 Q. Do you have knowledge of the contents
3 presented in the joint application regarding the
4 proposed transaction?

5 A. Yes, I do.

6 Q. On the application, I notice that the
7 verification was not signed by you but was actually
8 signed by Richard Garner, the secretary and
9 treasurer of GC Pivotal. Is that correct?

10 A. That is correct.

11 Q. For purposes of today's testimony, do
12 you adopt as your own the statements made in the
13 joint application?

14 A. Yes, I do.

15 Q. Are those statements true and correct,
16 to the best of your knowledge?

17 A. Yes, they are.

18 Q. Are there any changes or corrections
19 that you--that need to be made to the joint
20 application?

21 A. No.

22 Q. On October 30, 2014, did GC Pivotal,
23 along with MegaPath, cause to be filed with the
24 Commission Supplemental Exhibits 1, 2, and 3 to the
25 joint application?

1 A. Yes.

2 Q. Can you please explain what Supplemental
3 Exhibit 1 is?

4 A. Sure. This is a joint application by
5 GC Pivotal and MegaPath that was filed with the FCC
6 on October 1, 2014. It requested a streamlined
7 processing and consent from the FCC for the same
8 transaction for which we're seeking approval here
9 from the Utah Commission.

10 Q. Has the FCC taken any action on that
11 application?

12 A. Yes. On October 10, 2014, the FCC
13 issued a public notice granting the request for
14 streamlined processing of the International Section
15 214 Joint Application. And we also filed a copy of
16 the FCC notice with--as a Supplemental Exhibit 2 to
17 the joint application with the Utah Commission on
18 October 29, 2014.

19 Q. Can you explain what Supplemental
20 Exhibit 3 is?

21 A. Sure. Supplemental Exhibit 3 is also
22 filed with the Utah Commission on October 29, 2014,
23 a public notice issued by the FCC on October 16,
24 2014, establishing a streamlined pleading cycle for
25 the Domestic Section 214 Joint Application.

1 Q. Do you know whether there have been any
2 comments filed yet at the FCC?

3 A. I am not aware of any comments that
4 have been filed with the FCC.

5 Q. So, do you anticipate that the FCC
6 application will result in approval?

7 A. Yes. The International 214 application
8 was approved on October 24, 2014. And based on the
9 comment cycle, I expect the Domestic 214
10 application--

11 THE REPORTER: Sorry, Judge. I'm having
12 a hard time hearing him.

13 THE WITNESS: --to be approved on or
14 about November 16, 2014.

15 THE HEARING OFFICER: Mr. Kissel?

16 THE WITNESS: Yes.

17 THE HEARING OFFICER: If you could hold
18 on just one moment, please, the court reporter is
19 having a hard time hearing you. I think it might
20 help if you slow down just a little bit, and--

21 THE WITNESS: Sure.

22 THE HEARING OFFICER: --and we'll try to
23 address the volume just a little bit more on our
24 end. I think we've got it maxed out. But maybe
25 just slow down a little bit and--sorry to

1 interrupt.

2 THE WITNESS: Sure. And it's a little
3 bit hard to hear on this end, as well. Just--I
4 don't know if it's the line or not.

5 THE HEARING OFFICER: Okay. Mr. Stultz,
6 your microphone is on, I believe.

7 MR. STULTZ: Yeah, it is on.

8 THE HEARING OFFICER: Okay. I'm sorry,
9 Mr. Kissel. I'm sure it's the nature of the
10 hearing being over the telephone. And we do the
11 best we can, so if you need a question to be
12 repeated or if you're having a hard time hearing,
13 please let us know and we'll do what we can on our
14 end, as well.

15 THE WITNESS: Okay. Appreciate it.

16 THE HEARING OFFICER: Mr. Stultz, I
17 apologize. Please go ahead.

18 BY MR. STULTZ:

19 Q. Do you have a copy--that's better, isn't
20 it?

21 Do you have a copy of the Utah
22 application in front of you, Mr. Kissel?

23 A. Yes, I do.

24 Q. At the bottom of page .5 of that
25 application, it talks about you are the joint

1 applicants intending to file or filing applications
2 seeking authorization for the transaction with a
3 number of States. And, then, there's a list of
4 States on the bottom of page .5 and the top of page
5 .6. Is that list complete, to the best of your
6 knowledge?

7 A. Yes, it is.

8 Q. Have any commissions and States where
9 approval is required issued orders approving the
10 transaction?

11 A. Yes. Approvals have been granted by the
12 State commissions in California, Delaware, and West
13 Virginia. The review period for Indiana finishes
14 today, which means that the application will likely
15 be deemed approved either today or tomorrow. And
16 as I mentioned previously, the FCC has granted the
17 International 214 application.

18 Q. Has there been any opposition to the
19 transaction in any of the States in which
20 applications were filed?

21 A. No.

22 Q. Are you aware of any opposition to the
23 Utah application?

24 A. No.

25 Q. Can you please describe why you believe

1 the proposed transaction is in the public interest?

2 A. Sure. The transaction will result in
3 the transfer of certain network assets, and the
4 broadband data customers served by those assets, to
5 Global Capacity, a company with a history of
6 providing high-quality communications services. The
7 transaction will not only allow Global Capacity to
8 provide service to the broadband customers
9 currently served by MegaPath, it will also give all
10 Utah business customers another competitive choice
11 for high-quality broadband service. Also, Global
12 Capacity's operations are overseen by a
13 well-qualified management team with substantial
14 telecommunications experience and technical
15 expertise. And there will be an orderly and
16 seamless transition of customers from MegaPath to
17 Global Capacity.

18 Q. Thank you.

19 Mr. Kissel is now available for
20 cross-examination.

21 THE HEARING OFFICER: Mr. Jetter.

22 MR. JETTER: The Division has no
23 questions. Thank you.

24 MR. STULTZ: Your Honor, we'd next like
25 to call Katherine Mudge, please.

1 THE HEARING OFFICER: Okay. Mr. Kissel,
2 thank you very much for your testimony this
3 morning. If you could mute your end of the line,
4 and we'll ask Katherine Mudge to please let me know
5 if she is ready to testify.

6 MS. MUDGE: Yes, Your Honor, I am.

7 THE HEARING OFFICER: Good morning, Ms.
8 Mudge. And it was just a little bit hard to hear
9 you, so if you could kindly speak up just a little
10 bit and/or speak directly into your telephone.

11 Would you raise your right hand, please?

12 MS. MUDGE: Yes, I have.

13 THE HEARING OFFICER: And do you swear
14 that the testimony you will give this morning will
15 be the truth?

16 MS. MUDGE: Yes, I do.

17 THE HEARING OFFICER: Thank you very
18 much.

19 KATHERINE MUDGE, being first duly sworn,
20 was examined and testified as follows:

21 DIRECT EXAMINATION

22 BY MR. STULTZ:

23 Q. Good morning, Ms. Mudge. This is Joe
24 Stultz. For the record, could you please state
25 your name, business address, and position at

1 MegaPath?

2 A. Yes. My name is Katherine Mudge. I am
3 vice president of regulatory affairs and litigation
4 for MegaPath Corporation. My business address is
5 1835-B, as in "boy," Kramer Lane, Austin, Texas
6 78758.

7 Q. Thank you. Have you reviewed the joint
8 application?

9 A. Yes, I have.

10 Q. Do you have knowledge of the contents
11 presented in the joint application regarding the
12 proposed transaction?

13 A. Yes, I do.

14 Q. I notice that you are not the person
15 who signed the verification to the joint
16 application on behalf of MegaPath. Is that right?

17 A. That is correct. That was filed or
18 signed by Steven Chisholm, our senior vice
19 president, business development, legal and
20 regulatory.

21 Q. For purposes of today's testimony, do
22 you adopt as your own the statements made in the
23 joint application?

24 A. Yes, I do.

25 Q. Are those statements true and correct,

1 to the best of your knowledge?

2 A. Yes, they are.

3 Q. Do you have any changes or corrections
4 that should be made to the joint application?

5 A. No, I do not.

6 Q. On October 30, 2014, did you also cause
7 to be filed with the Commission Supplemental
8 Exhibits 1, 2, and 3 to the joint application?

9 A. Yes.

10 Q. Did you hear Mr. Kissel's testimony
11 regarding those supplemental exhibits earlier?

12 A. Yes, I did.

13 Q. Do you have any additions or corrections
14 to make to his testimony?

15 A. No, I do not.

16 Q. Did you hear Mr. Kissel's testimony
17 about why the proposed transaction is in the public
18 interest?

19 A. Yes, I did.

20 Q. Do you have anything to add to what Mr.
21 Kissel said as to why this transaction is in the
22 public interest?

23 A. No. I think he expressed our joint
24 sentiments correctly.

25 Q. Thank you, Ms. Mudge.

1 Ms. Mudge is now available for
2 cross-examination.

3 THE HEARING OFFICER: Mr. Jetter.

4 MR. JETTER: I just have a brief maybe
5 question or two for Ms. Mudge.

6 CROSS-EXAMINATION

7 BY-MR.JETTER:

8 Q. Ms. Mudge, good morning. This is Justin
9 Jetter, the attorney representing the Utah Division
10 of Public Utilities. The only questions I had for
11 you was just to verify: In the application, it
12 indicated--begins at the beginning of page .5--that
13 MegaPath is not intending to transfer its
14 certificate of public convenience and necessity in
15 Utah to another entity, and once the customers have
16 transferred to GC, MegaPath intends to file with
17 this Commission to cancel its certificate of public
18 convenience and necessity. Is that still the
19 intent of MegaPath?

20 A. Yes, sir, it is.

21 Q. Okay. And do you have an estimated
22 time when you think that that transaction would be
23 completed?

24 A. We expect and are pushing to close the
25 transaction on December 30, 2014, at the end of the

1 year.

2 MR. JETTER: Okay. That's all the
3 questions that I have. Thank you.

4 THE HEARING OFFICER: Thank you, Ms.
5 Mudge. One additional question for you, please:
6 Are you aware of any opposition to the application
7 that's pending before the Utah Commission?

8 THE WITNESS: No, I'm not.

9 THE HEARING OFFICER: Okay. Thank you.

10 MR. STULTZ: I don't have anymore
11 questions.

12 THE HEARING OFFICER: Okay. Thank you,
13 Mr. Stultz.

14 Ms. Mudge, thank you for joining us this
15 morning. You may stay on the line. And if you
16 wish to mute your end, that would be helpful.

17 THE WITNESS: Yes, ma'am. Thank you.

18 THE HEARING OFFICER: Mr. Jetter.

19 MR. JETTER: Thank you, Your Honor.
20 The Division would like to swear in and call its
21 witness, Ron Slusher.

22 THE HEARING OFFICER: Good morning, Mr.
23 Slusher.

24 MR. SLUSHER: Good morning.

25 THE HEARING OFFICER: Would you raise

1 your right hand, please? And do you swear that the
2 testimony you're about to give will be the truth?

3 MR. SLUSHER: Yes.

4 THE HEARING OFFICER: Thank you.

5 RON SLUSHER, being first duly sworn, was
6 examined and testified as follows:

7 DIRECT EXAMINATION

8 BY-MR.JETTER:

9 Q. Good morning, Mr. Slusher. Would you
10 please state your name and occupation for the
11 record?

12 A. Name is Ron Slusher, S-L-U-S-H-E-R. I'm
13 a utility technical consultant to the Division in
14 Utah.

15 Q. Thank you. And in your role as a
16 technical consultant for the Utah Division of
17 Public Utilities, have you reviewed the joint
18 application filed by the applicant parties along
19 with the initially filed exhibits, as well as the
20 Supplemental Exhibits 1 through 3?

21 A. Yes, I have.

22 Q. And did you prepare and cause to be
23 filed a document titled "Memorandum" from the
24 Division of Public Utilities, dated October 28,
25 2014?

1 A. Yes, I he did.

2 Q. And I recognize that the supplemental
3 exhibits were filed after the comments from the
4 Division were filed. Did any of those supplemental
5 exhibits change any of the conclusions reached in
6 the Division's memorandum?

7 A. They did not.

8 Q. And does the memorandum, as filed,
9 represent accurately the position of the Division
10 today?

11 A. Yes.

12 Q. And as such, do you recommend approval
13 of this application?

14 A. Yes, we do.

15 Q. And do you believe that approval would
16 be just, reasonable, and in the public interest?

17 A. Yes, we do.

18 Q. Finally, are you aware of any opposition
19 that's been raised at any point during the process?

20 A. I have not seen or heard of any
21 opposition for this case.

22 MR. JETTER: Thank you. With that, I
23 don't believe we've entered the Division's memo
24 into the record, and so I would, I guess, request
25 at this time that it be entered in the record.

1 THE HEARING OFFICER: Any objection?

2 MR. STULTZ: No objections.

3 THE HEARING OFFICER: Okay. It is
4 entered.

5 MR. JETTER: Thank you. I have no
6 further questions. And my witness is available for
7 cross-examination.

8 THE HEARING OFFICER: Mr. Stultz, any
9 questions of Mr. Slusher?

10 MR. STULTZ: We have no questions.

11 THE HEARING OFFICER: Okay. Mr. Stultz,
12 we may wish to address your exhibits, as well, at
13 this time, if you wish similarly, as the Division
14 has requested to make them part of the record, in
15 particular, your application, dated October 1,
16 2014, and the supplements that were filed on
17 October 30, 2014.

18 MR. STULTZ: Your Honor, we request to
19 submit our application--our joint application with
20 Exhibits 1 and 2 of that application for the
21 record.

22 THE HEARING OFFICER: One, two, and three
23 or just one and two?

24 MR. STULTZ: Well, I guess I would say
25 we'd also like to submit--we'd like to submit our

1 Supplemental Exhibits 1, 2, and 3--

2 THE HEARING OFFICER: Okay.

3 MR. STULTZ: --of the joint application
4 for the record.

5 THE HEARING OFFICER: I'm not trying to
6 make this difficult. I just want to make sure that
7 we have the proper denotation on the record that we
8 are making them a permanent part of the record--

9 MR. STULTZ: Okay.

10 THE HEARING OFFICER: --and accepting
11 them as part of the record. So, when the
12 transcript is issued, they will be attached and--

13 MR. STULTZ: Oh, I see.

14 THE HEARING OFFICER: --and made part of
15 the permanent record.

16 MR. STULTZ: Okay.

17 THE HEARING OFFICER: So--

18 MR. STULTZ: So, would you like to have
19 both the joint application attached, then, first,
20 and then also the supplemental exhibits?

21 THE HEARING OFFICER: If the court
22 reporter needs copies of those, you can address
23 that at the end of the hearing.

24 MR. STULTZ: Okay.

25 THE HEARING OFFICER: This is more of a

1 formality at this point.

2 MR. STULTZ: Right.

3 THE HEARING OFFICER: So, taking your
4 request as a motion, we now ask if there's any
5 objection.

6 MR. JETTER: No objections.

7 THE HEARING OFFICER: Okay. Your motion
8 is granted, sir. And those documents will be part
9 of the record.

10 MR. STULTZ: Thank you, Your Honor.

11 THE HEARING OFFICER: You're very
12 welcome.

13 Is there anything else from the parties?

14 MR. STULTZ: We have a short closing,
15 Your Honor.

16 THE HEARING OFFICER: Okay. Let me ask
17 before we do that: Is there anyone who wishes to
18 address the Commission who has not already done so?
19 And along those lines, is there anyone here who
20 wishes to express any objection to the application
21 or any support to the application who has not
22 already done so?

23 Hearing none, we will move now to Mr.
24 Stultz for your closing statement.

25 MR. STULTZ: Thank you, Your Honor.

1 In closing, Rule--excuse me--Rule
2 746-349-7(3) states, "If no objection to a proposed
3 transaction is submitted in any filed comments or
4 reply comments, the Commission will presume that
5 the approval of the transaction is in the public
6 interest and use the information contained in the
7 application and accompanying documents as evidence
8 to support a Commission order."

9 We have heard testimony today that the
10 transaction is in the public interest. There have
11 been no intervenors, and no party has voiced any
12 opposition to this application, so we would submit
13 that the transaction should be found to be in the
14 public interest and request, therefore, that the
15 application should be granted.

16 Thank you.

17 THE HEARING OFFICER: Mr. Jetter.

18 MR. JETTER: Thank you, Your Honor. I
19 didn't prepare a closing statement, but I would
20 just note on the record that the Division supports
21 the application and we agree with the applicant
22 that it should be granted.

23 THE HEARING OFFICER: Okay. Thank you
24 very much. At this point, we will be adjourned.
25 And just for your clarification, typically what we

1 do is we issue an actual written order, which will
2 be done after we receive the transcript. And there
3 appears to be no reason to not grant the request,
4 so I anticipate that that's what the order will be.
5 And to that end, is there a specific time frame
6 that you're looking at? Typically, we receive the
7 transcript and we try to work within about two
8 weeks of that to get out an order. If we can do
9 something sooner than that, we will. But if you're
10 faced with a specific timeline, please let me know.

11 MR. STULTZ: Thank you, Your Honor. We
12 think two weeks is fine, unless Mr. Kissel or Ms.
13 Mudge have anything to say to that.

14 MS. MUDGE: Your Honor, this is
15 Katherine Mudge. Can you hear me?

16 THE HEARING OFFICER: Yes. Yes, please.

17 MS. MUDGE: Your Honor, the only--the
18 two weeks sounds fine with us. Our goal is to
19 obtain all of the necessary regulatory approvals
20 before closing, which we're shooting for December
21 31, 2014. So, I don't know how long the transcript
22 takes, but as long as--you know, with that in mind,
23 in that time frame getting the transcript and two
24 weeks after the--having an order issued or a draft
25 order issued, that works for us, as long as we can

1 get the final Commission approval, if possible,
2 before December 31.

3 THE HEARING OFFICER: Okay. Very good.
4 I personally don't foresee there being any issue,
5 but at the adjournment, if you wish to talk to the
6 court reporter and, if necessary, expedite the
7 request for the transcript to ensure that we get it
8 right away and that you get your order perhaps
9 sooner than later, that's certainly something you
10 may wish to do.

11 So, that being said, I once again
12 appreciate everyone being here today. Thank you
13 for the testimony that's been provided. And we'll
14 be adjourned. Thank you so much. Have a great
15 day.

16 (Proceedings concluded at 9:27 a.m.)
17
18
19
20
21
22
23
24
25

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

CERTIFICATE

This is to certify that the foregoing proceedings were taken before me, SCOTT M. KNIGHT, a Registered Professional Reporter and Notary Public in and for the State of Utah, residing at South Jordan, Utah;

That the proceedings were 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 proceedings so taken and transcribed is set forth in the foregoing pages, inclusive.

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

Scott M. Knight



Scott M. Knight, RPR
Utah License No. 110171-7801