

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

- BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH -

In the Matter of the Joint)
Application of Garrison)
TNCI LLC; TNCI Operating)
Company LLC; Impact Telecom,) Docket Nos. 15-2431-01,
Inc.; and Matrix Telecom,) 15-2474-01, and
Inc. for Approval of the) 15-2452-02
Proposed Transfer of Indirect)
Control of Matrix Telecom,)
Inc. to Garrison TNCI LLC)
and Related Transactions.)

HEARING PROCEEDINGS

TAKEN AT: Public Service Commission
Hearing Room 451
160 East 300 South
Salt Lake City, Utah
DATE: Wednesday, December 9, 2015
TIME: 9:00 a.m.
REPORTER: Daren S. Bloxham, R.P.R.

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

A P P E A R A N C E S

FOR THE PUBLIC UTILITY COMMISSION:

Jennie Jonsson, Administrative Law Judge

FOR THE DIVISION OF PUBLIC UTILITIES:

Justin Jetter, Esq.
Utah Division of Public Utilities
160 East 300 South, 4th Floor
Salt Lake City, Utah 84111

FOR TNCI OPERATING COMPANY/IMPACT TELECOM:

William J. Evans, Esq.
Parsons, Behle & Latimer
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111

ALSO PRESENT:

Brian McClintock (by telephone)
Alex Valencia (by telephone)
Ron Slusher

1	I N D E X	Page 3
2	WITNESS: Brian McClintock	
3	EXAMINATION	PAGE
4	By: Mr. Evans	7
5		
6	WITNESS: Alex Valencia	
7	EXAMINATION	PAGE
8	By: Mr. Evans	15
9		
10	WITNESS: Ron Slusher	
11	EXAMINATION	PAGE
12	By: Mr. Jetter	21
13		
14		
15		
16		
17		
18		
19		
20		
21		
22		
23		
24		
25		

1 P-R-O-C-E-E-D-I-N-G-S

2 --oOo--

3 ALJ JONSSON: Good morning, everyone. Let me
4 set the record. Today is Wednesday, December 9th,
5 2015. It's 9:00 in the morning. This is the date and
6 time set for an informal adjudication in the Matter of
7 the Joint Application of Garrison TNCI, LLC; TNCI
8 Operating Company, LLC; Impact Telecom, Inc.; and
9 Matrix Telecom, Inc. for Approval of the Proposed
10 Transfer of Indirect Control of Matrix Telecom, Inc. to
11 Garrison TNCI, LLC and Related Transactions.

12 That's quite a docket name.

13 MR. EVANS: Yes.

14 ALJ JONSSON: The docket numbers are
15 15-2431-01. That is the docket number assigned to TNCI
16 Operating Company. 15-2474-01, which is the docket
17 number assigned to Impact Telecom. And 15-2452-02,
18 which is the docket number assigned to Matrix.

19 Briefly, I'll just read the summary of the
20 matter that the Division drafted in its comments and
21 that I lifted and used in the Notice of Application to
22 sort of set the stage.

23 So the application is for approval of a
24 restructuring and purchase agreement that will transfer
25 Impact Telecom, Inc. to Garrison TNCI, LLC. Therefore,

1 control of Matrix Telecom, Inc., which is a subsidiary
2 of Impact Telecom, Inc., will be indirectly transferred
3 to Garrison TNCI, LLC.

4 And thereafter, these applicants propose to
5 change the corporate status of both Impact Telecom,
6 Inc. and Matrix Telecom, Inc. so as to operate both
7 entities as limited liability corporations.

8 All right. I believe that based on the
9 Division's comments, it's prepared to recommend that
10 this transaction be approved in all the particulars.
11 So the purpose of this hearing is to allow the parties
12 to put on the record whatever information they would
13 like to make a record of this matter and to then just
14 submit it. So I think we'll be able to handle this
15 quite expeditiously.

16 Mr. Evans, did you want to begin and put on
17 the record whatever it is that TNCI would like to
18 memorialize today?

19 MR. EVANS: Yes. Thank you. We have on the
20 phone Brian McClintock for TNCI Operating Company and
21 Alex Valencia for Impact Telecom and Matrix Telecom,
22 Inc. If you'd like, we can take some testimony from
23 them. I think there are a couple of corrections that
24 we need to make in the application.

25 ALJ JONSSON: All right.

1 MR. EVANS: Would you like us to walk through
2 and authenticate the exhibits that have been submitted,
3 or shall we just proffer those?

4 ALJ JONSSON: I don't think you need to
5 authenticate them. It would be helpful if you just
6 identify them for the record, just tell me what they
7 are. We can go ahead and take your numbers that you've
8 used, I think it's 1 through 5.

9 MR. EVANS: Yes.

10 ALJ JONSSON: Go ahead.

11 MR. EVANS: Why don't we do that. We'll ask
12 some preliminary questions, and then we'll identify
13 exhibits. And then we'll skip ahead and ask the
14 witnesses each to give a summary of why they believe
15 the transaction is in the public interest. Does that
16 work?

17 ALJ JONSSON: That's excellent.

18 Mr. McClintock and Mr. Valencia, can you hear
19 Mr. Evans all right, or do you need him to come and
20 stand a little closer?

21 MR. McCLINTOCK: He sounds a little bit far
22 from the phone.

23 MR. VALENCIA: A little bit hard to hear.

24 MR. EVANS: No. I can speak up though.

25 ALJ JONSSON: Is that better?

1 MR. McCLINTOCK: Perfect.

2 MR. EVANS: I'll speak right into the
3 microphone. If we can, let's begin with
4 Mr. McClintock. And would you like to swear the
5 witnesses maybe together or --

6 ALJ JONSSON: Yes, I'll swear them both.

7 --oOo--

8 BRIAN McCLINTOCK AND ALEX VALENCIA,
9 having been first duly sworn to tell the
10 truth, were examined and testified as follows:

11 --oOo--

12 ALJ JONSSON: Thank you. Go ahead,
13 Mr. Evans.

14 EXAMINATION

15 BY MR. EVANS:

16 Q. Okay. Good morning, Mr. McClintock.
17 Let's -- let's start with you.

18 For the record, would you please state your
19 name, your business address, and your position at TNCI
20 Operating Company.

21 A. Sure. I am Brian McClintock, chief financial
22 officer for subsidiary TNCI Operating Company, LLC. My
23 offices are located at 14 East Haley Street, suite I,
24 Santa Barbara, California 93101.

25 Q. And how long have you held that position?

1 A. I've been the CFO since January of 2015 and
2 COO since July of 2014. Prior to that, I served as an
3 officer for several telecom and technology companies,
4 such as McGrath Systems, KDDI Global, InfiniRoute
5 Networks, and New Global Telecom.

6 **Q. Have you reviewed the joint application filed
7 by TNCI and Impact in the Utah docket?**

8 A. Yes.

9 **Q. And do you have personal knowledge of the
10 matters set out in the application?**

11 A. Yes.

12 **Q. You're not the officer who signed the
13 verified application, are you?**

14 A. No. The verification for TNCI Op Co was
15 submitted by Laura Thomas, our CEO, and for Garrison
16 TNCI by Brian Chase, the CFO of Garrison. But I am
17 fully informed of the details of this traction and the
18 facts contained in the application.

19 **Q. So for the purposes of your testimony here
20 today, do you adopt the statements made in the
21 application as your own?**

22 A. Yes.

23 **Q. Are there any changes or corrections that
24 should be made to the joint application?**

25 A. I think just one typographical error, I

1 believe. On page 3, second to last line, the docket
2 number should be 05-2452-01, not 2451-01. I should
3 also say that we've updated the application with
4 several supplemental exhibits that were submitted to
5 the Commission.

6 Q. Okay. If I may also point out on -- on
7 page 6, some of the exhibits have been misnumbered. On
8 page 6 of the second line in paragraph D, Exhibit B is
9 incorrectly described.

10 The actual Exhibit B to the application is
11 the current and post-closing entity structure charts.
12 The -- the Exhibit B as identified in the application
13 is the FCC application. And that has been submitted as
14 Supplemental Exhibit 1.

15 And then also later on that same page,
16 Exhibit C was not attached. Instead, the New York
17 Public Service Commission filing has been submitted as
18 Supplemental Exhibit 4.

19 Mr. McClintock, are you asking the Commission
20 to approve this transaction pursuant to the informal
21 procedures described in the Commission's Rule
22 746-349-7?

23 A. Yes.

24 Q. Is TNCI Operating Company serving as an
25 incumbent local exchange carrier anywhere in the state

1 of Utah?

2 A. No, it is not.

3 Q. And is TNCI -- are TNCI and Impact required
4 to file for Section 214 authority with the Federal
5 Communications Commission to complete this transaction?

6 A. Yes.

7 Q. Has that been done?

8 A. Yes.

9 Q. And so -- I think -- we'll just proffer as
10 supplemental Exhibit 1 the Joint Application of
11 Garrison TNCI and the Impact companies for Domestic and
12 International Section 214 Authority. That's
13 Supplemental Exhibit 1.

14 Mr. McClintock, do you have in front you
15 Supplemental Exhibit No. 2?

16 A. Yes.

17 Q. Can you tell us what this is, please?

18 A. This is the FCC's Notice Setting the
19 Application for Domestic Section 214 Authority for
20 Streamline Treatment. Looks like it was issued on the
21 20th of November.

22 Q. Have you received a similar notice for the
23 international Section 214 application?

24 A. Not yet. But since no comments were filed on
25 the domestic Section 214 application, that application

1 should be approved on December 21st of this year.

2 Q. Okay. Let me also proffer as Supplemental
3 Exhibit 3 the FCC's Notice of Streamlined Treatment for
4 the International Section 214 Application that was
5 filed yesterday with the Commission.

6 Mr. McClintock, have you heard or are you
7 aware of any opposition to the FCC application?

8 A. No.

9 Q. Do any state commissions other than Utah
10 require TNCI and Impact to obtain approval of this
11 transaction?

12 A. Yes. The application filed with the Utah
13 Commission lists the states that require approval on
14 page 6. Approval's required in California, Colorado,
15 Delaware, the District of Columbia, Georgia, Hawaii,
16 Indiana, Louisiana, Maryland, Minnesota, Mississippi,
17 Nebraska, New Jersey, New York, Ohio, Pennsylvania,
18 Texas, Virginia, and West Virginia.

19 Q. And have applications been filed in all of
20 those states?

21 A. Yes.

22 Q. Let me just proffer this. Shortly after the
23 application was filed, the joint applicants received a
24 data request from the Utah Division of Public Utilities
25 requesting a copy of the New York Public Service

1 Commission filing, and that was provided and has now
2 been submitted to the Commission as Supplemental
3 Exhibit No. 4.

4 So Mr. McClintock, have any of the states in
5 which approval is required approved the transaction as
6 of today?

7 A. Yes. Georgia has approved the transaction,
8 and I believe that was on November 19th.

9 Q. And that approval has been submitted to the
10 Commission as of yesterday as Supplemental Exhibit 5.

11 Mr. McClintock, in those states that have not
12 yet approved the application, have you received or are
13 you aware of any opposition to it?

14 A. As from Louisiana staff filing a protest
15 related to minor noncompliance issues by Impact
16 Telecom, no oppositions have been filed. It's my
17 understanding that Impact Telecom has filed the reports
18 and paid the fees that resulted in the Louisiana
19 staff's protest. The companies will be asking that
20 Louisiana staff withdraw its protest since the
21 non-compliance has been resolved.

22 Q. Have you received or are you aware of any
23 other protests or opposition filed from staff or third
24 parties or the public with respect to any state or
25 federal application for approval of this transaction?

1 A. No.

2 Q. Have you filed notifications in all of the
3 states that require only notification of the proposed
4 transaction?

5 A. Yes.

6 Q. Can you provide us with a summary of why you
7 believe this transaction is in the public interest?

8 A. Sure. The proposed transaction will bring
9 together two companies that have a history of providing
10 excellent service in Utah. As a result, the combined
11 company will be better positioned to meet the local,
12 national, and global needs of businesses and other
13 customers in Utah.

14 We will benefit from the extensive
15 telecommunications experience and expertise of the
16 combined companies. The financial, technical, and
17 managerial resources that TNCI will bring to Matrix
18 will enhance the ability of Matrix to compete in the
19 telecommunications marketplace.

20 And the complementary networks and services
21 of TNCI Op Co and Matrix will increase efficiency and
22 allow Matrix to offer a more competitive set of service
23 offerings in Utah.

24 As stated in the application, the transaction
25 will be conducted in a way that is transparent to

1 Matrix customers. They will continue to receive the
2 same service offering, rates, terms and conditions, and
3 quality of service they currently receive.

4 If there are name changes or service changes
5 in the future, customer will receive the appropriate
6 notices, and regulators will receive the required
7 filings.

8 Of course, robust competition in
9 telecommunication services is in itself in the public
10 interest. As a result of this transaction, we hope to
11 increase efficiencies, provide more competitive service
12 offerings, and continue to provide the high quality
13 service that our customers have been accustomed to.

14 **Q. Thank you, Mr. McClintock.**

15 MR. EVANS: Mr. McClintock is now available
16 for cross-examination.

17 ALJ JONSSON: I have to apologize,
18 Mr. Jetter. I didn't give you the chance to enter your
19 appearance at the beginning of this matter. I do
20 apologize for my oversight. Would you like to do that
21 now?

22 MR. JETTER: Sure. That would be great. I'm
23 Justin Jetter. I represent the Utah Division of Public
24 Utilities. And with me at counsel table is Ron Slusher
25 with the Utah Division of Public Utilities.

1 Thank you, Your Honor.

2 ALJ JONSSON: Thank you. Do you have
3 questions for this witness?

4 MR. JETTER: I have no questions for this
5 witness.

6 ALJ JONSSON: Thank you.

7 MR. EVANS: Let's call Mr. Valencia then.

8 ALJ JONSSON: All right. Go ahead.

9 EXAMINATION

10 BY MR. EVANS:

11 **Q. Are you there, Mr. Valencia?**

12 A. Yes, I am.

13 **Q. Would you for the record please state your**
14 **name, business address, and your position at Impact**
15 **Telecom?**

16 A. Yes. I am Alex Valencia, vice president of
17 Impact Telecom, Inc. My office address is 433 East
18 Las Colinas Boulevard, Suite 500, Irving, Texas 75039.

19 **Q. And how long have you held that position?**

20 A. I've served in that position since March of
21 2015. Prior to that, I served as senior director of
22 government affairs and compliance for Matrix Telecom,
23 Inc. since June of 2012.

24 **Q. Have you reviewed the joint application filed**
25 **by TNCI and Impact in Utah?**

1 A. Yes.

2 Q. And are you the officer from Impact who
3 signed the verified application?

4 A. No. That was Impact's president, Robert
5 Beatty. I have personal knowledge of the details of
6 the transaction and the facts contained in the
7 application.

8 Q. For the purposes of your testimony today
9 then, do you adopt the statements made in the
10 application as your own?

11 A. Yes.

12 Q. And is Impact requesting that the Commission
13 approve this transaction through the informal
14 proceedings described in the Commission's rule?

15 A. Yes.

16 Q. And were you able to hear Mr. McClintock's
17 testimony this morning?

18 A. Yes.

19 Q. Apart from the information contained in the
20 supplemental exhibits and the corrections offered by
21 Mr. McClintock, do you have any changes or corrections
22 to make to the joint application?

23 A. No, I don't have any additional changes or
24 corrections.

25 Q. Have you received or are you aware of any

1 opposition from third parties or the public to the FCC
2 application that was filed?

3 A. No.

4 Q. And have you received or are you aware of any
5 opposition from third parties or the public to any
6 application for approval filed with any state
7 commission?

8 A. Apart from the Louisiana staff protest that
9 Mr. McClintock mentioned, which I understand to be
10 resolved, I'm not aware of any opposition.

11 Q. And have you received or are you aware of any
12 notices or correspondence from any state utility
13 commission denying the party's application?

14 A. No.

15 Q. Is Impact or Matrix currently serving as an
16 incumbent local exchange carrier anywhere in Utah?

17 A. No.

18 Q. I notice -- and I might take up this point
19 just for clarification -- that the Commission's action
20 request that was issued to the Division in this docket
21 states that Impact Telecom, LLC was granted a
22 Certificate of Public Convenience and Necessity in
23 Docket No. 06-2474-01, but the action request also
24 states that Impact Telecom, Inc. has not been granted a
25 certificate.

1 **Can you explain the situation with Impact**
2 **Telecom's Utah certificate?**

3 A. I believe so. Impact Telecom, LLC was
4 granted a certificate in 2006. But in 2009, the
5 business form was changed from an LLC to a corporation.
6 Evidently the change from an LLC to a corp was never
7 reflected in the CPCN or the Commission's records.

8 **Q. So Impact Telecom, LLC, the certificate**
9 **holder of record, no longer exists; is that correct?**

10 A. That's right.

11 **Q. Is Impact Telecom, Inc. currently operating**
12 **in Utah?**

13 A. No. On April 28th of this year in Docket No.
14 15-2452-01, the Utah Commission approved the transfer
15 of customers from Impact Telecom, Inc. to Matrix
16 Telecom, Inc. The following day, we notified the
17 Commission the transfer of customers had been completed
18 and requested that the Commission cancel the CPCN of
19 Impact Telecom, Inc.

20 **Q. But, in fact, no certificate had ever been**
21 **granted to Impact Telecom, Inc. The certificate was to**
22 **Impact Telecom, LLC, right?**

23 A. That's correct. The request should have been
24 to cancel the certificate of Impact Telecom, LLC.

25 MR. EVANS: Your Honor, to clear up the

1 confusion, Matrix Telecom, Inc. will resubmit a request
2 to the Commission within the next few days to cancel --

3 ALJ JONSSON: Okay.

4 MR. EVANS: -- the certificate of Impact
5 Telecom, LLC, which no longer exists, and file it in
6 the current docket, as well as the Impact Telecom
7 docket. And maybe we can get that certificate
8 canceled.

9 ALJ JONSSON: That was my primary question
10 this morning is what needed to be cleaned up on the
11 CPCNs.

12 MR. EVANS: I hope that cleans it up.

13 ALJ JONSSON: Thank you.

14 **Q. (By Mr. Evans) Mr. Valencia, do you have a**
15 **summary of why you believe this transaction is in the**
16 **public interest?**

17 A. Yes. This transaction combines the resources
18 and experience of two providers that have already shown
19 their abilities to provide high quality of service to
20 Utah customers.

21 Through its financial, technical, and
22 managerial resources, the combined company will be
23 better able to compete in the market for
24 telecommunications service to the benefit of all Utah
25 customers.

1 The transaction is designed so that the
2 current customers of Matrix and TNCI will receive the
3 same services and the same quality service they have
4 come to expect without any interruption and without
5 change to service offerings, rates, or terms and
6 conditions. I believe this transfer of control to TNCI
7 serves the public interest and request that the
8 Commission approve it.

9 MR. EVANS: Thank you. Mr. Valencia is
10 available for cross.

11 ALJ JONSSON: Mr. Jetter?

12 MR. JETTER: I have no cross. Thank you.

13 ALJ JONSSON: Thank you. Anything further?

14 MR. EVANS: Only to say that -- thank the
15 witnesses for their testimony and -- and to point out
16 that under the Commission's Rule 746-349-7, if no
17 objection to the proposed transaction is submitted in
18 any comments or reply comments, the Commission will
19 presume that approval of the transaction is in the
20 public interest.

21 So we would note today that there are no
22 intervenors, there's no opposition, and we believe that
23 the Commission can now find that the transaction is in
24 the public interest and approve this application.

25 ALJ JONSSON: Thank you.

1 MR. EVANS: Thank you.

2 ALJ JONSSON: Mr. Jetter?

3 MR. JETTER: Thank you. Your Honor, the
4 Division would like to call and have sworn in Mr. Ron
5 Slusher.

6 ALJ JONSSON: Good morning, Mr. Slusher.

7 --oOo--

8 RON SLUSHER,

9 having been first duly sworn to tell the
10 truth, was examined and testified as follows:

11 --oOo--

12 ALJ JONSSON: Go ahead.

13 EXAMINATION

14 BY MR. JETTER:

15 Q. Mr. Slusher, would you please state your name
16 and occupation for the record.

17 A. My name is Ron Slusher, S-L-U-S-H-E-R. I'm a
18 utility technical consultant for the Division of Public
19 Utilities.

20 Q. Thank you. And in the course of your role as
21 a utility technical consultant, did you have an
22 opportunity to review the application for the transfer
23 in the three docket numbers that we're here for today?

24 A. Yes, I did.

25 Q. Did you create and file with the Commission a

1 document titled "Memorandum" dated November 23, 2015,
2 from the Division of Public Utilities?

3 A. Yes, I did.

4 Q. Do you have any changes or corrections you'd
5 like to make to that?

6 A. No.

7 Q. And does that recommendation within that
8 Memorandum still reflect the position of the Division
9 of Public Utilities?

10 A. Yes, it does.

11 MR. JETTER: I would I guess move that the
12 Memorandum be entered into the record of the hearing.

13 ALJ JONSSON: Any objection?

14 MR. EVANS: No objection.

15 Q. (By Mr. Jetter) And Mr. Slusher, are you
16 aware of any opposition or -- from within or without
17 the Division that you've become aware of?

18 A. I have not seen or heard any opposition to
19 this application.

20 Q. Thank you. Finally, there was a few
21 supplemental exhibits, I believe numbers 3 through 5,
22 that were filed recently. Have you had an opportunity
23 to review those?

24 A. Yes, I did.

25 Q. And is there anything in those that would

1 make you change your opinion on this?

2 A. No.

3 Q. Thank you. Do you believe that approval of
4 the application is just, reasonable, and in the public
5 interest?

6 A. Yes.

7 MR. JETTER: Thank you. That's all the
8 questions I have. Mr. Slusher is available for cross.

9 ALJ JONSSON: Anything for Mr. Slusher?

10 MR. EVANS: No cross. But if it's
11 appropriate, I would move that the application with the
12 attached exhibits and Supplemental Exhibits 1 through 5
13 be received into the record.

14 ALJ JONSSON: Any objection?

15 MR. JETTER: No objection.

16 ALJ JONSSON: Okay. Thank you. So I just
17 want to make sure that I understand clearly that we're
18 going to get a renewed request to cancel the CPCN that
19 was issued to Impact Telecom, LLC?

20 MR. EVANS: That's correct. Yes.

21 ALJ JONSSON: And then we will also need to
22 amend, is this correct, CPCNs that are currently issued
23 to -- to Matrix and to TNCI? Because I believe they're
24 issued to -- to the companies followed by the "Inc."
25 designation, and they're going to be changed to "LLCs";

1 is that correct?

2 MR. EVANS: I have not checked to see the
3 name under which the certificate was issued. But if
4 it's incorrect, we will file a pleading with the
5 Commission to correct that and change the name on the
6 certificate.

7 ALJ JONSSON: Okay. And we've -- we've been
8 handling those -- had quite a number come through
9 recently for some reason, a lot of companies changing
10 their corporate status. So we've been handling those
11 without hearing. We've just been taking the
12 application, having the Division weigh in, and then
13 issuing an amended CPCN. Is that acceptable?

14 MR. EVANS: That is -- that is acceptable.
15 And we will -- we will take a look at that within the
16 next week, make sure that we have the correct names on
17 the certificates, and cancel the Impact Telecom, LLC
18 certificate.

19 ALJ JONSSON: That would be very helpful. I
20 don't believe that I have any other questions. I think
21 that I have what I need to go back to the Commission
22 and to resolve this matter informally and on the
23 expedited schedule that had been requested.

24 Is there anything else that either party
25 would like to put on the record?

1 MR. EVANS: We're hoping that that expedited
2 schedule gets us an order before the end of the year?

3 ALJ JONSSON: I think that you can be very
4 confident that you will have an order before the end of
5 the week.

6 MR. EVANS: Okay. Thank you very much.

7 ALJ JONSSON: All right. Thank you very
8 much. I think we can close this hearing.

9 (The proceedings concluded at 9:26 a.m.)

10

11

12

13

14

15

16

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

REPORTER'S CERTIFICATE

STATE OF UTAH)
COUNTY OF UTAH)

I, Daren S. Bloxham, a Notary Public and
Certified Shorthand Reporter, Registered Professional
Reporter, hereby certify:

THAT the foregoing proceedings were taken
before me at the time and place set forth in the
caption hereof; that the witnesses were placed under
oath to tell the truth; that the proceedings were taken
down by me in shorthand and thereafter my notes were
transcribed through computer-aided transcription; and
the foregoing transcript constitutes a full, true, and
accurate record of such testimony adduced and oral
proceedings had, and of the whole thereof.

I have subscribed my name on this 15th day of
December, 2015.



Daren S. Bloxham
Registered Professional Reporter #335

-	214 10:4,12,19, 23,25 11:4	9th 4:4	16,21 24:7,19	17,18
--ooo-- 4:2 7:7, 11 21:7,11	21st 11:1	A	amend 23:22	attached 9:16 23:12
0	23 22:1	abilities 19:19	amended 24:13	authenticate 6:2,5
05-2452-01 9:2	2451-01 9:2	ability 13:18	apologize 14:17,20	authority 10:4, 12,19
06-2474-01 17:23	28th 18:13	acceptable 24:13,14	appearance 14:19	aware 11:7 12:13,22 16:25 17:4,10,11 22:16,17
1	3	accustomed 14:13	applicants 5:4 11:23	B
1 6:8 9:14 10:10,13 23:12	3 9:1 11:3 22:21	action 17:19, 23	application 4:7,21,23 5:24 8:6,10,13,18, 21,24 9:3,10, 12,13 10:10, 19,23,25 11:4, 7,12,23 12:12, 25 13:24 15:24 16:3,7,10,22 17:2,6,13 20:24 21:22 22:19 23:4,11 24:12	back 24:21
14 7:23	4	actual 9:10	applications 11:19	Barbara 7:24
15-2431-01 4:15	4 9:18 12:3	additional 16:23	approval 4:9, 23 11:10,13 12:5,9,25 17:6 20:19 23:3	based 5:8
15-2452-01 18:14	433 15:17	address 7:19 15:14,17	approval's 11:14	Beatty 16:5
15-2452-02 4:17	5	adjudication 4:6	approve 9:20 16:13 20:8,24	begin 5:16 7:3
15-2474-01 4:16	5 6:8 12:10 22:21 23:12	adopt 8:20 16:9	approved 5:10 11:1 12:5,7,12 18:14	beginning 14:19
19th 12:8	500 15:18	affairs 15:22	April 18:13	benefit 13:14 19:24
2	6	agreement 4:24	assigned 4:15,	bit 6:21,23
2 10:15	6 9:7,8 11:14	ahead 6:7,10, 13 7:12 15:8 21:12		Boulevard 15:18
2006 18:4	7	Alex 5:21 7:8 15:16		Brian 5:20 7:8, 21 8:16
2009 18:4	746-349-7 9:22 20:16	ALJ 4:3,14 5:25 6:4,10,17, 25 7:6,12 14:17 15:2,6,8 19:3,9,13 20:11,13,25 21:2,6,12 22:13 23:9,14,		Briefly 4:19
2012 15:23	75039 15:18			bring 13:8,17
2014 8:2	9			business 7:19 15:14 18:5
2015 4:5 8:1 15:21 22:1	93101 7:24			businesses 13:12
20th 10:21	9:00 4:5			

C	<p>cleans 19:12</p> <p>clear 18:25</p> <p>closer 6:20</p> <p>Colinas 15:18</p> <p>Colorado 11:14</p> <p>Columbia 11:15</p> <p>combined 13:10,16 19:22</p> <p>combines 19:17</p> <p>comments 4:20 5:9 10:24 20:18</p> <p>commission 9:5,17,19 10:5 11:5,13 12:1,2, 10 16:12 17:7, 13 18:14,17,18 19:2 20:8,18, 23 21:25 24:5, 21</p> <p>Commission's 9:21 16:14 17:19 18:7 20:16</p> <p>commissions 11:9</p> <p>Communications 10:5</p> <p>companies 8:3 10:11 12:19 13:9,16 23:24 24:9</p> <p>company 4:8, 16 5:20 7:20, 22 9:24 13:11</p>	<p>19:22</p> <p>compete 13:18 19:23</p> <p>competition 14:8</p> <p>competitive 13:22 14:11</p> <p>complementary 13:20</p> <p>complete 10:5</p> <p>completed 18:17</p> <p>compliance 15:22</p> <p>conditions 14:2 20:6</p> <p>conducted 13:25</p> <p>confusion 19:1</p> <p>consultant 21:18,21</p> <p>contained 8:18 16:6,19</p> <p>continue 14:1, 12</p> <p>control 4:10 5:1 20:6</p> <p>Convenience 17:22</p> <p>COO 8:2</p> <p>copy 11:25</p> <p>corp 18:6</p> <p>corporate 5:5 24:10</p>	<p>corporation 18:5</p> <p>corporations 5:7</p> <p>correct 18:9,23 23:20,22 24:1, 5,16</p> <p>corrections 5:23 8:23 16:20,21,24 22:4</p> <p>correspondence 17:12</p> <p>counsel 14:24</p> <p>couple 5:23</p> <p>CPCN 18:7,18 23:18 24:13</p> <p>CPCNS 19:11 23:22</p> <p>create 21:25</p> <p>cross 20:10,12 23:8,10</p> <p>cross-examination 14:16</p> <p>current 9:11 19:6 20:2</p> <p>customer 14:5</p> <p>customers 13:13 14:1,13 18:15,17 19:20,25 20:2</p>	<p>dated 22:1</p> <p>day 18:16</p> <p>days 19:2</p> <p>December 4:4 11:1</p> <p>Delaware 11:15</p> <p>denying 17:13</p> <p>designation 23:25</p> <p>designed 20:1</p> <p>details 8:17 16:5</p> <p>director 15:21</p> <p>District 11:15</p> <p>Division 4:20 11:24 14:23,25 17:20 21:4,18 22:2,8,17 24:12</p> <p>Division's 5:9</p> <p>docket 4:12, 14,15,16,18 8:7 9:1 17:20, 23 18:13 19:6, 7 21:23</p> <p>document 22:1</p> <p>domestic 10:11,19,25</p> <p>drafted 4:20</p> <p>duly 7:9 21:9</p>
		D	E	
		<p>data 11:24</p> <p>date 4:5</p>	<p>East 7:23 15:17</p>	

efficiencies 14:11	exists 18:9 19:5	Finally 22:20	Hawaii 11:15	increase 13:21 14:11
efficiency 13:21	expect 20:4	financial 7:21 13:16 19:21	hear 6:18,23 16:16	incumbent 9:25 17:16
enhance 13:18	expedited 24:23	find 20:23	heard 11:6 22:18	Indiana 11:16
enter 14:18	expeditiously 5:15	form 18:5	hearing 5:11 22:12 24:11	Indirect 4:10
entered 22:12	experience 13:15 19:18	front 10:14	held 7:25 15:19	indirectly 5:2
entities 5:7	expertise 13:15	fully 8:17	helpful 6:5 24:19	Infiniroute 8:4
entity 9:11	explain 18:1	future 14:5	high 14:12 19:19	informal 4:6 9:20 16:13
error 8:25	extensive 13:14	<hr/> G <hr/>	holder 18:9	informally 24:22
Evans 4:13 5:16,19 6:1,9, 11,19,24 7:2, 13,15 14:15 15:7,10 18:25 19:4,12,14 20:9,14 21:1 22:14 23:10,20 24:2,14	<hr/> F <hr/>	Garrison 4:7, 11,25 5:3 8:15, 16 10:11	Honor 15:1 18:25 21:3	information 5:12 16:19
Evidently 18:6	fact 18:20	Georgia 11:15 12:7	hope 14:10 19:12	informed 8:17
EXAMINATION 7:14 15:9 21:13	facts 8:18 16:6	give 6:14 14:18	<hr/> I <hr/>	interest 6:15 13:7 14:10 19:16 20:7,20, 24 23:5
examined 7:10 21:10	FCC 9:13 11:7 17:1	global 8:4,5 13:12	identified 9:12	international 10:12,23 11:4
excellent 6:17 13:10	FCC'S 10:18 11:3	Good 4:3 7:16 21:6	identify 6:6,12	interruption 20:4
exchange 9:25 17:16	federal 10:4 12:25	government 15:22	Impact 4:8,17, 25 5:2,5,21 8:7 10:3,11 11:10 12:15,17 15:14,17,25 16:2,12 17:15, 21,24 18:1,3,8, 11,15,19,21, 22,24 19:4,6 23:19 24:17	intervenors 20:22
Exhibit 9:8,10, 12,14,16,18 10:10,13,15 11:3 12:3,10	fees 12:18	granted 17:21, 24 18:4,21	Irving 15:18	issued 10:20 17:20 23:19, 22,24 24:3
exhibits 6:2,13 9:4,7 16:20 22:21 23:12	file 10:4 19:5 21:25 24:4	great 14:22	issues 12:15	issuing 24:13
	filed 8:6 10:24 11:5,12,19,23 12:16,17,23 13:2 15:24 17:2,6 22:22	guess 22:11	<hr/> J <hr/>	
	filing 9:17 12:1,14	<hr/> H <hr/>	Impact's 16:4	
	filings 14:7	Haley 7:23	incorrect 24:4	
		handle 5:14	incorrectly 9:9	January 8:1
		handling 24:8, 10		
		hard 6:23		

<p>Jersey 11:17</p> <p>Jetter 14:18, 22,23 15:4 20:11,12 21:2, 3,14 22:11,15 23:7,15</p> <p>joint 4:7 8:6,24 10:10 11:23 15:24 16:22</p> <p>JONSSON 4:3, 14 5:25 6:4,10, 17,25 7:6,12 14:17 15:2,6,8 19:3,9,13 20:11,13,25 21:2,6,12 22:13 23:9,14, 16,21 24:7,19</p> <p>July 8:2</p> <p>June 15:23</p> <p>Justin 14:23</p> <hr/> <p style="text-align: center;">K</p> <hr/> <p>KDDI 8:4</p> <p>knowledge 8:9 16:5</p> <hr/> <p style="text-align: center;">L</p> <hr/> <p>Las 15:18</p> <p>Laura 8:15</p> <p>liability 5:7</p> <p>lifted 4:21</p> <p>limited 5:7</p> <p>lists 11:13</p> <p>LLC 4:7,8,11,</p>	<p>25 5:3 7:22 17:21 18:3,5,6, 8,22,24 19:5 23:19 24:17</p> <p>LLCS 23:25</p> <p>local 9:25 13:11 17:16</p> <p>located 7:23</p> <p>long 7:25 15:19</p> <p>longer 18:9 19:5</p> <p>lot 24:9</p> <p>Louisiana 11:16 12:14, 18,20 17:8</p> <hr/> <p style="text-align: center;">M</p> <hr/> <p>made 8:20,24 16:9</p> <p>make 5:13,24 16:22 22:5 23:1,17 24:16</p> <p>managerial 13:17 19:22</p> <p>March 15:20</p> <p>market 19:23</p> <p>marketplace 13:19</p> <p>Maryland 11:16</p> <p>Matrix 4:9,10, 18 5:1,6,21 13:17,18,21,22 14:1 15:22 17:15 18:15</p>	<p>19:1 20:2 23:23</p> <p>matter 4:6,20 5:13 14:19 24:22</p> <p>matters 8:10</p> <p>Mcclintock 5:20 6:18,21 7:1,4,8,16,21 9:19 10:14 11:6 12:4,11 14:14,15 16:21 17:9</p> <p>Mcclintock's 16:16</p> <p>Mcgrath 8:4</p> <p>meet 13:11</p> <p>Memorandum 22:1,8,12</p> <p>memorialize 5:18</p> <p>mentioned 17:9</p> <p>microphone 7:3</p> <p>Minnesota 11:16</p> <p>minor 12:15</p> <p>misnumbered 9:7</p> <p>Mississippi 11:16</p> <p>morning 4:3,5 7:16 16:17 19:10 21:6</p> <p>move 22:11 23:11</p>	<hr/> <p style="text-align: center;">N</p> <hr/> <p>names 24:16</p> <p>national 13:12</p> <p>Nebraska 11:17</p> <p>Necessity 17:22</p> <p>needed 19:10</p> <p>networks 8:5 13:20</p> <p>non-compliance 12:21</p> <p>noncompliance 12:15</p> <p>note 20:21</p> <p>notice 4:21 10:18,22 11:3 17:18</p> <p>notices 14:6 17:12</p> <p>notification 13:3</p> <p>notifications 13:2</p> <p>notified 18:16</p> <p>November 10:21 12:8 22:1</p> <p>number 4:15, 17,18 9:2 24:8</p> <p>numbers 4:14 6:7 21:23 22:21</p>	<hr/> <p style="text-align: center;">O</p> <hr/> <p>objection 20:17 22:13,14 23:14,15</p> <p>obtain 11:10</p> <p>occupation 21:16</p> <p>offer 13:22</p> <p>offered 16:20</p> <p>offering 14:2</p> <p>offerings 13:23 14:12 20:5</p> <p>office 15:17</p> <p>officer 7:22 8:3,12 16:2</p> <p>offices 7:23</p> <p>Ohio 11:17</p> <p>Op 8:14 13:21</p> <p>operate 5:6</p> <p>operating 4:8, 16 5:20 7:20, 22 9:24 18:11</p> <p>opinion 23:1</p> <p>opportunity 21:22 22:22</p> <p>opposition 11:7 12:13,23 17:1,5,10 20:22 22:16,18</p> <p>oppositions 12:16</p> <p>oversight 14:20</p>
---	--	---	--	--

<hr/> <p style="text-align: center;">P</p> <hr/> <p>P-r-o-c-e-e-d-i-n-g-s 4:1</p> <p>paid 12:18</p> <p>paragraph 9:8</p> <p>particulars 5:10</p> <p>parties 5:11 12:24 17:1,5</p> <p>party 24:24</p> <p>party's 17:13</p> <p>Pennsylvania 11:17</p> <p>Perfect 7:1</p> <p>personal 8:9 16:5</p> <p>phone 5:20 6:22</p> <p>pleading 24:4</p> <p>point 9:6 17:18 20:15</p> <p>position 7:19, 25 15:14,19,20 22:8</p> <p>positioned 13:11</p> <p>post-closing 9:11</p> <p>preliminary 6:12</p> <p>prepared 5:9</p> <p>president 15:16 16:4</p>	<p>presume 20:19</p> <p>primary 19:9</p> <p>Prior 8:2 15:21</p> <p>procedures 9:21</p> <p>proceedings 16:14</p> <p>proffer 6:3 10:9 11:2,22</p> <p>propose 5:4</p> <p>proposed 4:9 13:3,8 20:17</p> <p>protest 12:14, 19,20 17:8</p> <p>protests 12:23</p> <p>provide 13:6 14:11,12 19:19</p> <p>provided 12:1</p> <p>providers 19:18</p> <p>providing 13:9</p> <p>public 6:15 9:17 11:24,25 12:24 13:7 14:9,23,25 17:1,5,22 19:16 20:7,20, 24 21:18 22:2, 9 23:4</p> <p>purchase 4:24</p> <p>purpose 5:11</p> <p>purposes 8:19 16:8</p> <p>pursuant 9:20</p> <p>put 5:12,16</p>	<p>24:25</p> <hr/> <p style="text-align: center;">Q</p> <hr/> <p>quality 14:3,12 19:19 20:3</p> <p>question 19:9</p> <p>questions 6:12 15:3,4 23:8 24:20</p> <hr/> <p style="text-align: center;">R</p> <hr/> <p>rates 14:2 20:5</p> <p>read 4:19</p> <p>reason 24:9</p> <p>reasonable 23:4</p> <p>receive 14:1,3, 5,6 20:2</p> <p>received 10:22 11:23 12:12,22 16:25 17:4,11 23:13</p> <p>recently 22:22 24:9</p> <p>recommend 5:9</p> <p>recommendati on 22:7</p> <p>record 4:4 5:12,13,17 6:6 7:18 15:13 18:9 21:16 22:12 23:13 24:25</p> <p>records 18:7</p>	<p>reflect 22:8</p> <p>reflected 18:7</p> <p>regulators 14:6</p> <p>related 4:11 12:15</p> <p>renewed 23:18</p> <p>reply 20:18</p> <p>reports 12:17</p> <p>represent 14:23</p> <p>request 11:24 17:20,23 18:23 19:1 20:7 23:18</p> <p>requested 18:18 24:23</p> <p>requesting 11:25 16:12</p> <p>require 11:10, 13 13:3</p> <p>required 10:3 11:14 12:5 14:6</p> <p>resolve 24:22</p> <p>resolved 12:21 17:10</p> <p>resources 13:17 19:17,22</p> <p>respect 12:24</p> <p>restructuring 4:24</p> <p>resubmit 19:1</p> <p>result 13:10 14:10</p>	<p>resulted 12:18</p> <p>review 21:22 22:23</p> <p>reviewed 8:6 15:24</p> <p>Robert 16:4</p> <p>robust 14:8</p> <p>role 21:20</p> <p>Ron 14:24 21:4,8,17</p> <p>rule 9:21 16:14 20:16</p> <hr/> <p style="text-align: center;">S</p> <hr/> <p>S-l-u-s-h-e-r 21:17</p> <p>Santa 7:24</p> <p>schedule 24:23</p> <p>Section 10:4, 12,19,23,25 11:4</p> <p>senior 15:21</p> <p>served 8:2 15:20,21</p> <p>serves 20:7</p> <p>service 9:17 11:25 13:10,22 14:2,3,4,11,13 19:19,24 20:3, 5</p> <p>services 13:20 14:9 20:3</p> <p>serving 9:24 17:15</p>
---	--	---	---	---

set 4:4,6,22 8:10 13:22	Streamline 10:20	telecom 4:8,9, 10,17,25 5:1,2, 5,6,21 8:3,5 12:16,17 15:15,17,22 17:21,24 18:3, 8,11,15,16,19, 21,22,24 19:1, 5,6 23:19 24:17	traction 8:17	14:24,25 21:19 22:2,9
Setting 10:18	Streamlined 11:3		transaction 5:10 6:15 9:20 10:5 11:11 12:5,7,25 13:4, 7,8,24 14:10 16:6,13 19:15, 17 20:1,17,19, 23	utility 17:12 21:18,21
Shortly 11:22	Street 7:23			<hr/>
shown 19:18	structure 9:11			V
signed 8:12 16:3	submit 5:14	Telecom's 18:2	Transactions 4:11	Valencia 5:21 6:18,23 7:8 15:7,11,16 19:14 20:9
similar 10:22	submitted 6:2 8:15 9:4,13,17 12:2,9 20:17	telecommunica tion 14:9	transfer 4:10, 24 18:14,17 20:6 21:22	verification 8:14
situation 18:1	subsidiary 5:1 7:22	telecommunica tions 13:15,19 19:24	transferred 5:2	verified 8:13 16:3
skip 6:13	suite 7:23 15:18	terms 14:2 20:5	transparent 13:25	vice 15:16
Slusher 14:24 21:5,6,8,15,17 22:15 23:8,9	summary 4:19 6:14 13:6 19:15	testified 7:10 21:10	Treatment 10:20 11:3	Virginia 11:18
sort 4:22	supplemental 9:4,14,18 10:10,13,15 11:2 12:2,10 16:20 22:21 23:12	testimony 5:22 8:19 16:8,17 20:15	truth 7:10 21:10	<hr/>
sounds 6:21	swear 7:4,6	Texas 11:18 15:18	typographical 8:25	W
speak 6:24 7:2	sworn 7:9 21:4,9	Thomas 8:15		<hr/>
staff 12:14,20, 23 17:8	Systems 8:4	time 4:6	understand 17:9 23:17	walk 6:1
staff's 12:19	<hr/>	titled 22:1	understanding 12:17	Wednesday 4:4
stage 4:22	T	TNCI 4:7,11,15, 25 5:3,17,20 7:19,22 8:7,14, 16 9:24 10:3, 11 11:10 13:17,21 15:25 20:2,6 23:23	<hr/>	week 24:16
stand 6:20	table 14:24	today 4:4 5:18 8:20 12:6 16:8 20:21 21:23	U	weigh 24:12
start 7:17	taking 24:11		updated 9:3	West 11:18
state 7:18 9:25 11:9 12:24 15:13 17:6,12 21:15	technical 13:16 19:21 21:18,21		Utah 8:7 10:1 11:9,12,24 13:10,13,23 14:23,25 15:25 17:16 18:2,12, 14 19:20,24	withdraw 12:20
stated 13:24	technology 8:3		understanding 12:17	witnesses 6:14 7:5 20:15
statements 8:20 16:9			updated 9:3	work 6:16
states 11:13,20 12:4,11 13:3 17:21,24			understand 17:9 23:17	<hr/>
status 5:5 24:10			understanding 12:17	Y
			Utah 8:7 10:1 11:9,12,24 13:10,13,23 14:23,25 15:25 17:16 18:2,12, 14 19:20,24	<hr/>
			Utilities 11:24	year 11:1 18:13
				yesterday 11:5 12:10

York 9:16
11:17,25