

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the) Docket No. 16-2208-01
Notification of the Indirect)
Transfer of Control of XO) HEARING
Communications Services, LLC)
from XO Holdings to Verizon)
Communications, Inc.)

May 3, 2016
9:00 a.m.

Location: Utah Public Service Commission
160 East 300 South Fourth Floor
Salt Lake City, Utah 84111

Job No. 304576
Reporter: Susan S. Sprouse

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A P P E A R A N C E S

For the Division of Public Utilities: Justin Jetter
For Verizon Communications and XO Holdings - Mark W.
Williams
For Verizon, Assistant General Counsel - Jesus Roman
For XO, Director of Regulatory Affairs - Rex Knowles

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1 Tuesday, May 3, 2016; 9:00 a.m.

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

3 * * *

4 ADMINISTRATIVE LAW JUDGE: Let's go on the
5 record.

6 Good morning. Today is Tuesday, May 3rd, 2016.
7 It's 9 o'clock in the morning, and this is the time set
8 for the hearing in Docket No. 16-2208-01. This is in the
9 Matter of the Notification of the Indirect Transfer of
10 Control of XO Communications Services, LLC from XL
11 Holdings to Verizon Communications Incorporated. That's
12 lengthy and a little awkward, but that's what it is.

13 All right. Let's get appearances on the record
14 for the companies.

15 MR. KNOWLES: Rex Knowles --

16 MR. WILLIAMS: Good morning, your Honor. My
17 name is Mark Williams, Utah Bar No. 1009 -- 10009,
18 appearing on behalf of Verizon Communications and XO
19 Holdings.

20 ADMINISTRATIVE LAW JUDGE: Very well.

21 JESUS ROMAN: Good morning, your Honor.

22 ADMINISTRATIVE LAW JUDGE: Go ahead.

23 JESUS ROMAN: Yeah, good morning, your Honor.
24 My name is Jesus Roman, and I'm an assistant general
25 counsel for Verizon in the Pacific and North Central

1 markets. Pleasure to make your acquaintance.

2 ADMINISTRATIVE LAW JUDGE: Very good to have you
3 here. And in the room, we have Rex Knowles. Go ahead,
4 Mr. Knowles.

5 MR. KNOWLES: Rex Knowles with XO
6 Communications. I'm the executive director of regulatory
7 for the state regulatory affairs for XO.

8 ADMINISTRATIVE LAW JUDGE: Of state regulatory
9 affairs?

10 MR. KNOWLES: Yes.

11 ADMINISTRATIVE LAW JUDGE: Okay. All right.
12 And for the Division?

13 MR. JETTER: Good morning, your Honor. I'm
14 Justin Jetter. I represent the Utah Division of Public
15 Utilities. With me at counsel table is Ron Slusher with
16 the Division of Public Utilities. And also in the room is
17 William Duncan with the Division.

18 ADMINISTRATIVE LAW JUDGE: Thank you. So for
19 the record, the notification that was filed with the
20 Commission establishes that Verizon has entered into an
21 agreement with XO Holdings. Now, XO Holdings owns XO
22 Communications Services, LLC, which is a public utility.
23 And under the agreement, XO Holdings will sell all of its
24 interests in XO Communication Services to Verizon. So
25 ultimately, the ownership and control of the public

1 utility will transfer to Verizon.

2 Have I stated that accurately?

3 MR. WILLIAMS: Your Honor, if I could just
4 modify that just slightly.

5 ADMINISTRATIVE LAW JUDGE: Please.

6 MR. WILLIAMS: Right now a company called XO
7 Holdings owns XO Communications, LLC. And XO
8 Communications, LLC -- and it might help, there are two
9 charts at the end of our application --

10 ADMINISTRATIVE LAW JUDGE: Okay.

11 MR. WILLIAMS: -- that show the pre-closing
12 ownership structure and the post-ownership closing
13 structure.

14 ADMINISTRATIVE LAW JUDGE: Yes, I --

15 MR. WILLIAMS: And that might assist you.

16 And as you've indicated on the pre-closing, XO
17 Holdings owns XO Communications, LLC, which then in turn
18 owns the XO Communications Services, LLC. And the last
19 organization, XO Communications Services, LLC, is the
20 entity authorized and certificated by this Commission.

21 ADMINISTRATIVE LAW JUDGE: Okay.

22 MR. WILLIAMS: And so what -- under the proposed
23 transaction, what XO Holdings is doing is selling to
24 Verizon business the hundred percent of the stock in XO
25 Communications, LLC.

1 ADMINISTRATIVE LAW JUDGE: Right.

2 MR. WILLIAMS: And so there's not a -- that's
3 why there's an indirect transfer, because the stock of XO
4 Communications Services, LLC, the certificated company, is
5 not actually transferring; it's the stock of the parent
6 corporation --

7 ADMINISTRATIVE LAW JUDGE: Right.

8 MR. WILLIAMS: -- that is.

9 ADMINISTRATIVE LAW JUDGE: Right.

10 MR. WILLIAMS: So as such, there's no -- and
11 hence, the reason for our, our statement on the last page
12 of our application indicating that under 54-4-28 there is
13 no merger consolidation or foundation or sale, et
14 cetera --

15 ADMINISTRATIVE LAW JUDGE: Right.

16 MR. WILLIAMS: -- under 29 or 30. And,
17 therefore, you know, there's not an actual merger or a
18 sale of a Utah public utility.

19 But it was very important for both companies to
20 make sure that we go through the appropriate application
21 and notification of this Commission. And so hence, the
22 purpose of our application, and hence, why we are -- we
23 appreciate the opportunity to be before you today.

24 ADMINISTRATIVE LAW JUDGE: Right. Thank you for
25 that clarification. If I understood you correctly, I've

1 left out one of the companies in the vertical structure.
2 And between XO Holdings and XO Communications Services,
3 there's one other company, XO Communications, LLC; is that
4 correct?

5 MR. WILLIAMS: That is, yes. Yes, your Honor.

6 ADMINISTRATIVE LAW JUDGE: And it's the XO
7 Communications, LLC, that is being purchased?

8 MR. WILLIAMS: That is correct.

9 ADMINISTRATIVE LAW JUDGE: Got it. Okay. I
10 will make sure that I make that clear when I edit this
11 order.

12 All right. Is there anything else that you
13 would like to put on the record, or do you want to call a
14 witness today, Mr. Williams?

15 MR. WILLIAMS: What I would do, your Honor, is
16 call Mr. Roman and ask him to identify himself, to where
17 he works, what his title, what his authorization to act as
18 a witness for the applicants, his understanding of the
19 application and that, and that the factual statements set
20 forth on pages 1 through 4 of the application are true and
21 correct, and if you were to testify to those facts
22 supporting this application, would that be his testimony.

23 ADMINISTRATIVE LAW JUDGE: Okay.

24 MR. WILLIAMS: And --

25 ADMINISTRATIVE LAW JUDGE: Well, let's go ahead

1 and do that.

2 Mr. Roman, do you swear to tell the truth?

3 JESUS ROMAN: I do.

4 ADMINISTRATIVE LAW JUDGE: All right.

5 Mr. Williams, go ahead.

6 MR. WILLIAMS: Thank you, your Honor.

7 DIRECT EXAMINATION

8 BY MR. WILLIAMS:

9 Q. Mr. Roman, would you please state your name and
10 business address for the record?

11 A. My name is Jesus Roman, and my business address
12 is 15505 Sand Canyon Avenue, Irvine, California, 92618.

13 Q. And who do you work for, Mr. Roman?

14 A. I work for Verizon.

15 Q. And your title?

16 A. I'm an assistant general counsel.

17 Q. Are you authorized to testify as a witness on
18 behalf of the applicants in this case?

19 A. I am.

20 Q. And do you have personal knowledge of the facts
21 you are going to testify to today?

22 A. I have knowledge that I have gathered from
23 reading all of the documents, so yes.

24 Q. Okay. And have you read the application that
25 the parties, the applicants have filed in this case?

1 A. I have.

2 Q. And are the factual statements on pages 1
3 through 4 of the application true and correct to your
4 knowledge?

5 A. Yes.

6 Q. And if you were to testify as to the facts
7 supporting this application set forth on pages 1 through 4
8 of the application, would these statements in the
9 application be your testimony?

10 A. Yes.

11 Q. Okay. And with that I tender the witness, your
12 Honor.

13 ADMINISTRATIVE LAW JUDGE: Mr. Jetter, any
14 questions for Mr. Roman?

15 MR. JETTER: I have no questions, your Honor.
16 Thank you.

17 ADMINISTRATIVE LAW JUDGE: Thank you. It looks
18 to me as I read through this that this is not a type of
19 transaction that requires FCC approval; is that correct?

20 MR. WILLIAMS: That is correct.

21 ADMINISTRATIVE LAW JUDGE: Okay. Thank you.
22 Mr. Jetter, do you have a witness today?

23 MR. JETTER: Yes, your Honor. The Division
24 would like to have sworn in Ron Slusher.

25 ADMINISTRATIVE LAW JUDGE: Mr. Slusher, do you

1 swear to tell the truth?

2 MR. SLUSHER: Yes.

3 ADMINISTRATIVE LAW JUDGE: Go ahead.

4 DIRECT EXAMINATION

5 BY MR. JETTER:

6 Q. Mr. Slusher, would you please state your name
7 and occupation for the record?

8 A. My name is Ron Slusher, S, as in Sam,
9 L-U-S-H-E-R. I'm the utility technical consultant for the
10 Division of Public Utilities.

11 Q. Thank you. And throughout the course of your
12 employment, have you had the opportunity to review the
13 application and exhibit that was filed along with this
14 docket?

15 A. Yes, I have.

16 Q. And did you cause to be created and filed with
17 the Commission a memorandum dated April 5th, 2016?

18 A. I did.

19 Q. Do you have any corrections or edits you'd like
20 to make to that?

21 A. I don't. I would like to mention that we had a
22 supplemental action request issued and that there was
23 another memorandum issued on April 6th.

24 Q. Okay. And the memorandum issued on April 6th,
25 did you also create that?

1 A. I did.

2 Q. And do you have any corrections or edits you'd
3 like to make to that?

4 A. No.

5 Q. Would you adopt the recommendations made in
6 those memorandums as your testimony today?

7 A. Yes, I would.

8 Q. Do you believe that approval of the application,
9 if the Commission deems that approval as necessary in this
10 instance, would be just, reasonable and in the public
11 interest?

12 A. Yes.

13 Q. And are you aware of any opposition to this?

14 A. I have not heard or seen of any.

15 MR. JETTER: Thank you. I have no further
16 questions, and Mr. Slusher is available for
17 cross-examination.

18 ADMINISTRATIVE LAW JUDGE: Mr. Williams, any
19 questions for Mr. Slusher?

20 MR. WILLIAMS: No, your Honor. Thank you for
21 the opportunity.

22 ADMINISTRATIVE LAW JUDGE: Okay. Well, I
23 believe that I have what I need. I will be able to
24 complete this order and get it to the commissioners for
25 their review and approval just later today. It's likely

1 to issue today. If it doesn't go out today, but I'm quite
2 sure it will tomorrow.

3 All right. With that I think we can close the
4 hearing. Thank you all very much.

5 MR. JETTER: Thanks.

6 MR. WILLIAMS: Thank you, your Honor. We
7 appreciate it.

8 ADMINISTRATIVE LAW JUDGE: Take care.

9 MR. WILLIAMS: Thank you, your Honor.

10 ADMINISTRATIVE LAW JUDGE: Bye-bye.

11 MR. WILLIAMS: Oh, your Honor. Wait a second.
12 Wait, your Honor.

13 ADMINISTRATIVE LAW JUDGE: Yes. Yep.

14 MR. WILLIAMS: I want to correct something.

15 ADMINISTRATIVE LAW JUDGE: Okay.

16 MR. WILLIAMS: I think it -- did, did -- did you
17 say SEC, Securities Exchange Commission?

18 ADMINISTRATIVE LAW JUDGE: No. I said FCC,
19 Federal Communications Commission.

20 MR. WILLIAMS: Okay. There is some approval --

21 ADMINISTRATIVE LAW JUDGE: Oh, okay.

22 MR. WILLIAMS: -- that may be required there.

23 And I'll have Mr. Roman testify to that. I apologize. I
24 thought you said SEC.

25 ADMINISTRATIVE LAW JUDGE: That's all right.

1 MR. WILLIAMS: I apologize.

2 ADMINISTRATIVE LAW JUDGE: Okay. Go ahead,
3 Mr. Roman.

4 JESUS ROMAN: Yes, your Honor. We have
5 submitted an application to the Federal Communications
6 Commission and are awaiting approval.

7 ADMINISTRATIVE LAW JUDGE: Okay. Do you know
8 when you might expect that?

9 JESUS ROMAN: I do not have that immediately in
10 mind.

11 Rex, would you know?

12 MR. KNOWLES: We expect it sometime this year,
13 but we don't have any specific dates. It's in the
14 process.

15 ADMINISTRATIVE LAW JUDGE: So maybe within the
16 next six months?

17 MR. KNOWLES: Possibly.

18 ADMINISTRATIVE LAW JUDGE: Okay.

19 MR. WILLIAMS: Your Honor, I do apologize for
20 misunderstanding. I --

21 ADMINISTRATIVE LAW JUDGE: It's quite all right.
22 It's sometimes hard to get acronyms over the phone. Okay.

23 MR. WILLIAMS: Thank you.

24 ADMINISTRATIVE LAW JUDGE: Okay. I think I now
25 have what I need. Thank you all very much. And we'll

1 close the hearing.

2 MR. JETTER: Thanks.

3 MR. WILLIAMS: Thank you. Appreciate it. Have
4 a good day. Bye-bye.

5 ADMINISTRATIVE LAW JUDGE: Bye-bye.

6 (Hearing was concluded at 9:09 a.m.)

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C E R T I F I C A T E

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)


I, Susan S. Sprouse, a Registered Professional Reporter, Certified Court Reporter, and Notary Public in and for the State of Utah, do hereby certify:

That the foregoing hearing was taken on May 3, 2016.

That the proceedings were reported by me in stenotype and thereafter transcribed by computer, and that a full, true, and correct transcription of said testimony so taken is set forth in the foregoing pages;

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.

WITNESS MY HAND and official seal at Salt Lake City, Utah, this 3rd day of May, 2016.



SUSAN S. SPROUSE
License No. 5965543-7801

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