

In the Matter Of:

In Re: Joint Application of Level 3 Communications, Inc. and CenturyLink, Inc.

HEARING DOCKET NOS. 16-2266-01, 16-2246-01, 16-2271-01, 16-2351-02

February 09, 2017

Job Number: 362988

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of the Joint
Application of Level 3
Communications, Inc. and
CenturyLink, Inc. for
Approval to Transfer Level
3 Communications, Inc. and
all Level 3 Operating
Entities to CenturyLink,
Inc.

Docket Nos. 16-2266-01,
16-2246-01, 16-2271-01,
and 16-2351-02

HEARING PROCEEDINGS

FEBRUARY 9, 2017

8:56 A.M. TO 9:26 A.M.

Location: PUBLIC SERVICE COMMISSION
160 East 300 South, Room 451
Salt Lake City, Utah

Reporter: Brandy Harris, RPR
Notary Public in and for the State of Utah
Job No. 362988

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A P P E A R A N C E S

PRESIDING OFFICER:

Jennie T. Jonsson

FOR THE DIVISION OF PUBLIC UTILITIES:

Justin Jetter
ASSISTANT ATTORNEY GENERAL
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FOR CENTURYLINK, INC.:

Torry Somers
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Las Vegas, Nevada 89119

FOR LEVEL 3 COMMUNICATIONS, INC.:

William J. Evans
PARSONS BEHLE & LATIMER
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111

ALSO PRESENT:

Jeremy Ferkin
William Duncan
Kristie Ince (by telephone)
Jeff Glover (by telephone)
Nancy Shelledy (by telephone)
Kevin Zarling (by telephone)

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

2 --o0o--

3 ALJ JONSSON: For the record, today is
4 Thursday, February 9, 2017. It is 9:00 in the morning.
5 This is the date and time set for the hearing in the
6 matter of the joint application of Level 3
7 Communications, Inc., and CenturyLink, Inc., et al. This
8 is transfer of control docket -- we actually have four
9 docket numbers to represent the various companies. They
10 are 16-2266-01, 16-2246-01, 16-2271-01, and 16-2351-02.

11 Let's get appearances on the record for our
12 applicants.

13 MR. SOMERS: Good morning, Hearing Officer.
14 Torry Somers with CenturyLink. And with me today who
15 will be testifying on behalf of CenturyLink is Jeremy
16 Ferkin.

17 ALJ JONSSON: Thank you.

18 MR. EVANS: I'm William Evans at Parsons Behle
19 & Latimer for joint applicants Level 3 Communications,
20 Inc., and the Utah operating companies, and our witness
21 is on the telephone this morning, Kristie Ince.

22 ALJ JONSSON: And for the division?

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

1 counsel table is William Duncan with the Utah Division of
2 Public Utilities.

3 ALJ JONSSON: Thank you.

4 Mr. Somers, are you going to take the lead? Is
5 that the plan?

6 MR. SOMERS: Yes, I will. Thank you very much.

7 ALJ JONSSON: All right. Go right ahead.

8 MR. SOMERS: We are here today on CenturyLink
9 and Level 3's joint application for indirect transfer of
10 control. On January 18, 2017, the Division of Public
11 Utilities submitted its recommendation supporting
12 approval of the transaction. Further, the division
13 agrees that this transaction and the documents filed
14 satisfies the requirements of the informal adjudication
15 process set forth in Utah Administrative Code R746-349-7.

16 Under this rule, since there was no objection
17 to the application, the commission can presume that the
18 approval of the transaction is in the public interest and
19 use the information contained in the application and the
20 accompanying documents as evidence to support approval of
21 the transaction.

22 Further, CenturyLink and Level 3 are still
23 prepared today to present testimony to further support
24 approval of the application.

25 Hearing Officer, I would move to admit the

1 application and accompanying exhibits as an exhibit.

2 ALJ JONSSON: Any objection?

3 MR. JETTER: No objection, Your Honor. Thank
4 you.

5 ALJ JONSSON: We'll admit those.

6 MR. SOMERS: Do you need a copy of that
7 application?

8 ALJ JONSSON: I don't.

9 MR. SOMERS: I would like to call Jeremy Ferkin
10 as CenturyLink's witness. Would you like Mr. Ferkin to
11 approach the witness stand or stay seated here?

12 ALJ JONSSON: He can stay right there.

13 --oOo--

14 JEREMY FERKIN,

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

17 ALJ JONSSON: Go ahead.

18 MR. FERKIN: My name is Jeremy Ferkin. I'm
19 vice president of operations for CenturyLink.

20 On October 31, 2016, Level 3 Communications,
21 Inc., and CenturyLink, Inc. entered into an agreement and
22 plan of merger that will result in Level 3 becoming a
23 wholly-owned subsidiary of CenturyLink. Since this is a
24 parent-level transaction only, with no change in the
25 regulated entities that operate in Utah, and no change in

1 control in the parent-level for the CenturyLink
2 subsidiaries, the Public Service Commission retains
3 exactly the same regulatory authority over all Level 3
4 operating entities certificated by the commission and the
5 CenturyLink operating entities certificated by the
6 commission that the commission possesses immediately
7 prior to the transaction. Upon closing of the
8 transaction, CenturyLink shareholders will own
9 approximately 51 percent, and Level 3 shareholders will
10 own approximately 49 percent of the combined company. In
11 addition, the transaction will be seamless to customers
12 as the Level 3 operating entities and the CenturyLink
13 subsidiaries will continue to provide services subject to
14 the same rules, regulations, price lists, and applicable
15 tariffs, if any, as they do now to retail and wholesale
16 customers.

17 The transaction will benefit both customers and
18 competition in the enterprise market. Approval of the
19 proposed transaction will enable CenturyLink and Level 3
20 to combine their complementary networks to offer
21 customers and enterprise services a broader range of
22 on-net services and solutions than they currently can
23 obtain from the companies individually. It will reduce
24 both companies' dependence on leased fiber facilities,
25 and by enhancing the combined company's reach and

1 financial profile, strengthen its ability to invest and
2 compete for the long-term. The transaction will promote
3 competition in the enterprise market, will improve the
4 companies' financial profile, will not adversely harm
5 existing residential customers, and will not alter
6 existing contracts or regulatory commitments.

7 The transaction will allow the combined company
8 to more effectively compete for enterprise customers.
9 The needs of an interconnected world create increasing
10 demand for fiber broadband capacity. The proposed
11 transaction will expand CenturyLink's fiber network to
12 better serve its existing customers and will reduce the
13 combined company's dependence on leased fiber facilities.
14 The transaction will bolster the company's combined
15 company's ability to compete for multi-location
16 enterprise customers and will enhance its expanded reach
17 to serve a higher proportion of locations using its own
18 end user connections. By combining resources, therefore,
19 the companies will be better able to provide existing and
20 future enterprise customers with robust, end-to-end
21 solutions for greater bandwidth, enhanced security,
22 greater convenience, and better customer service.

23 The transaction will also not result in any
24 countervailing competitive harms. By bolstering the
25 companies' ability to compete in markets with that will

1 remain competitive. The transaction will only enhance
2 the quality of competition in these markets. Existing
3 and future enterprise customers in Utah thereby benefit.

4 The proposed transaction will have no adverse
5 effects -- no adverse impact on competition in the
6 residential market. Level 3 does not serve residential
7 customers or subscribers. While CenturyLink remains
8 committed to its residential customers in Utah, this
9 transaction is about enterprise market.

10 The transaction will not affect CenturyLink's
11 regulatory obligations towards residential subscribers or
12 any pending commitments or obligations of CenturyLink in
13 Utah relative to those customers. The transaction's
14 focus is on enhancing the ability of the combined company
15 to compete vigorously in the provision of enterprise
16 services, which results in a stronger company overall.

17 EXAMINATION

18 BY MR. SOMERS:

19 Q. Mr. Ferkin, what you just read into the record
20 is a summary that you have in front of you; is that
21 correct?

22 A. Correct.

23 Q. And clearly it's important, the statements and
24 the summary that you just put into the record?

25 A. Correct.

1 MR. SOMERS: Hearing Officer, I would move to
2 admit the summary that Mr. Ferkin just read as an
3 exhibit.

4 ALJ JONSSON: Is there any objection?

5 MR. JETTER: No objection.

6 ALJ JONSSON: Do you have copies of that?

7 MR. SOMERS: I do. How many copies would you
8 like?

9 ALJ JONSSON: Well, I just need one. And then
10 if you would give one to Mr. Jetter.

11 MR. SOMERS: May I approach?

12 ALJ JONSSON: Yes. Thank you.

13 Let's mark this as Hearing Exhibit A.

14 **Q. (By Mr. Somers) So, Mr. Ferkin, based on your**
15 **summary, you believe the transaction is in the public**
16 **interest?**

17 A. I'm not a lawyer, but I do believe that's true.

18 **Q. You also stated in your summary that the**
19 **transaction will not result in any countervailing harm;**
20 **is that correct?**

21 A. That is correct.

22 MR. SOMERS: Your Officer, I have no further
23 questions for Mr. Ferkin at this time.

24 ALJ JONSSON: Mr. Evans, is there anything that
25 you want to ask Mr. Ferkin?

1 MR. EVANS: No. Thank you.

2 ALJ JONSSON: And I think I should have asked
3 you as well if you had any objection to the summary.

4 MR. EVANS: No objection. Thank you.

5 ALJ JONSSON: Thank you.

6 Mr. Jetter, any questions?

7 MR. JETTER: I have no questions.

8 ALJ JONSSON: Thank you.

9 Any other witnesses, Mr. Somers?

10 MR. SOMERS: No other witnesses for
11 CenturyLink.

12 ALJ JONSSON: Mr. Evans, go ahead.

13 MR. EVANS: Thank you. We are mindful of the
14 requirements of the commission's rule, and for our part
15 of the proceeding we would like to call Kristie Ince to
16 update the commission on filings in other states of the
17 FCC and ensure that we have, in fact, complied with the
18 rules. So we call Kristie Ince.

19 --o0o--

20 KRISTIE INCE,

21 having been first duly sworn to tell the truth, was

22 examined and testified as follows:

23 ALJ JONSSON: And can you hear Mr. Evans?

24 THE WITNESS: I can hear him, but if there's a
25 way to make it a bit louder, I would appreciate it.

1 Possibly if he moves a little closer to the microphone.

2 ALJ JONSSON: He's going to try that but if
3 you're still having troubles, just interrupt and let us
4 know and we can bring him right up here to speak into the
5 phone. Okay?

6 THE WITNESS: Okay. Thank you.

7 ALJ JONSSON: All right. Go ahead, Mr. Evans.

8 EXAMINATION

9 BY MR. EVANS:

10 Q. Thank you. I'll try to speak a little louder.

11 Good morning, Ms. Ince.

12 A. That's better.

13 Q. Is that better?

14 A. Good morning.

15 Q. For the record, would you state your name, your
16 business address, and your position at Level 3.

17 A. Yes. My name is Kristie Ince. I'm the vice
18 president for state and regulatory legislative affairs at
19 Level 3 Communications, Incorporated. My business
20 address is 6801 Gaylord Parkway, Suite 300, Briscoe,
21 Texas 75034.

22 Q. Would you summarize your experience in the
23 telecommunications industry?

24 A. Yes. I have a bachelor's degree from the
25 University of Texas at Austin. My educational background

1 is in philosophy, German language, and literature.
2 Professionally, I began working at the Texas Legislature
3 where I spent seven years as a legislature director. And
4 in 2000 I went to work for the telecom industry where
5 I've been for over 16 years. At first I worked for Time
6 Warner, slash, TW Telecom. And then after TW Telecom was
7 acquired by Level 3, for Level 3.

8 During that time I've represented these
9 companies in government affairs, regulatory affairs, and
10 public policy, and various state proceedings. And I also
11 hold a management position at Level 3.

12 **Q. Have you reviewed the joint application filed**
13 **by Level 3 and CenturyLink?**

14 A. Yes.

15 **Q. And are you the person that signed the**
16 **verification to the application?**

17 A. No. That was Pamela Hollick, the associate
18 general counsel for Level 3.

19 **Q. Do you have personal knowledge of the matters**
20 **set out in the application?**

21 A. I do.

22 **Q. So for the purposes of your testimony today, do**
23 **you adopt those statements as your own?**

24 A. Yes.

25 **Q. Are there any changes or corrections that ought**

1 to be made to the joint application?

2 A. No corrections or changes.

3 Q. Is Level 3 asking the commission to approve
4 this transaction pursuant to the informal procedures
5 described in the commission's rule?

6 A. Yes, we are.

7 Q. Is Level 3 or any of its Utah operating
8 companies serving as an incumbent local exchange carrier
9 anywhere in Utah?

10 A. No, we are not.

11 Q. Are Level 3 and CenturyLink required to file
12 for Section 214 authority with the Federal Communications
13 Commission?

14 A. Yes, we are. Level 3 and CenturyLink filed a
15 consolidated application with the FCC to transfer the
16 domestic/international section 214 authorizations and to
17 approve the transfer of control of Level 3 operating
18 companies to CenturyLink. That application was filed on
19 December 12, 2016.

20 Q. And has that FCC application been submitted in
21 the Utah docket?

22 A. Yes. A copy of that FCC application was filed
23 with Exhibit B to our Utah application.

24 Q. Have there been any updates to the FCC
25 application since the initial filing?

1 A. Yes. On December 19th, CenturyLink and Level 3
2 filed a supplemental information -- filed supplemental
3 information with the FCC in response to questions that we
4 received from FCC staff.

5 **Q. And is that supplemental filing the document**
6 **that has been submitted in the Utah proceeding as**
7 **Supplemental Exhibit 1?**

8 A. Yes, that's correct.

9 **Q. Has the FCC issued a public notice in response**
10 **to the application?**

11 A. They have. The FCC issued a public notice on
12 December 1 -- 21st, rather, 2016. That notice
13 established a pleading cycle for comments from interested
14 parties. Those were due January 23, 2017. And reply
15 comments were due yesterday, February 7, 2017.

16 **Q. And has the FCC's public notice been submitted**
17 **in the Utah proceeding?**

18 A. Yes. And I'm sorry, it was the day before
19 yesterday. Yes. It was filed in this docket as
20 Supplemental Exhibit 2.

21 **Q. Have there been any comments filed on the FCC**
22 **application?**

23 A. Yes. We received two sets of comments. One
24 was from Encompass, a trade association that represents
25 communications and technology companies, and one from the

1 National Congress of American Indians, as an organization
2 interested in access to affordable broadband service on
3 tribal land.

4 **Q. Has either commenter opposed the transaction or**
5 **in any way requested that the FCC deny the application?**

6 A. No. However, they did ask the FCC to consider
7 the effect of the transaction on competition, and on the
8 accessibility and cost of broadband services in tribal
9 areas.

10 **Q. Have the applicants replied to those comments?**

11 A. We filed comments on February 7, 2017.

12 **Q. Were there other comments filed in the FCC**
13 **proceeding?**

14 A. Yes. There were several sets of reply comments
15 that were filed on February 7th. We are reviewing those
16 and will respond appropriately. If the commission
17 requests, we will submit those reply comments in our post
18 hearing briefs.

19 **Q. Have the applicants filed a Hart-Scott-Rodino**
20 **Notification with the Federal Trade Commission of this**
21 **application?**

22 A. Yes. The application's originally filed for
23 notification on December 12, 2016. And after discussion
24 with the DOJ, the notification was refiled on
25 January 11, 2017. This is a common procedure to allow

1 the DOJ additional time to review the transaction before
2 an ownership.

3 Q. Do you have an idea of when the applicants
4 might have the necessary approvals from the FCC and the
5 DOJ to go forward with this transaction?

6 A. It's hard to say exactly. But we're hoping to
7 have all of them sometime in the second quarter of 2017.

8 Q. Do any state commissions other than Utah
9 require Level 3 and CenturyLink to obtain approval before
10 closing this transaction?

11 A. Yes. We have 18 states that require approval,
12 and I believe that we list the states on page 10 of our
13 application with Utah.

14 Q. And have applications been filed in all 18
15 states that require approval?

16 A. Yes, they have.

17 Q. And I see that the Maryland application has
18 been submitted to the Utah Commission as Supplemental
19 Exhibit 3 in this docket; is that right?

20 A. That's correct.

21 Q. Are the applications that have been filed with
22 these other states substantially similar to the Utah and
23 Maryland applications?

24 A. Yes, they are.

25 Q. Have any of the states in which approval is

1 **required approved the transaction as of today?**

2 A. The Delaware staff, Nevada staff, and Ohio
3 staff have recommended that no action be taken, which in
4 those states have the effect of approval. No other
5 states have yet completed their review.

6 **Q. Do you have before you Supplemental Exhibit 4?**

7 A. Yes.

8 **Q. Can you tell us what that is, please?**

9 A. That is the memorandum from the Delaware staff
10 recommending that no action be taken.

11 **Q. And can you identify Supplemental Exhibit 5 for**
12 **us?**

13 A. Yes. Supplemental Exhibit 5 is the report from
14 the Nevada staff stating that neither staff nor the
15 consumer advocate are requesting further action.

16 **Q. And what is Supplemental Exhibit 6?**

17 A. That is the review and the recommendation of
18 the Ohio staff that I mentioned that the application be
19 automatically approved with no further action.

20 **Q. In those states that have not yet approved the**
21 **transaction, have you received or are you aware of any**
22 **opposition or protest to the transaction?**

23 A. Yes. We have received one protest filed with
24 the Pennsylvania Commission by Poor (phonetic)
25 Communications, and one joint protest filed with the

1 California Commission by the office of Great PAIR
2 Advocates and the Utility Reform Network and the
3 Greenlining Institute.

4 **Q. What was the Pennsylvania protest about?**

5 A. Generally, the protester is alleging that the
6 transaction will increase competitor's costs for certain
7 types of services in Pennsylvania. CenturyLink and
8 Level 3 filed an answer on February 3rd denying that
9 claim as well as asserting that the Pennsylvania market
10 is competitive and that the protesters' allegations are
11 not relevant to the merger review under the applicable
12 Pennsylvania legal standard.

13 **Q. And can you tell us about the California**
14 **protest? What is that one about?**

15 A. Yes. The joint protesters in California are
16 alleging that the applicants should not be able to use
17 the California advice letter filing procedure to obtain
18 approval for the transaction. They've asked the
19 commission to require the parties to use a formal
20 application process instead. They've also asked the
21 commission to require additional details from the
22 parties, such as the effect of the transaction on
23 competition, service quality, and reliability, as well as
24 further deployment of advance communications services and
25 public safety.

1 CenturyLink and Level 3 are preparing a
2 response to this protest in effect denying that the
3 advice letter process can't be used. And that response,
4 we expect, will be filed by February 13th.

5 **Q. Have you heard of or are you aware of any other**
6 **protest or opposition to the transaction?**

7 A. There has been an action filed in federal court
8 in Colorado alleging certain FCC violations in connection
9 with the transaction. This is not fully unexpected in
10 this type of merger, and the companies are responding and
11 do not believe it will impact our review of our
12 application with the Colorado Public Service Commission
13 or ultimately the ability for the companies to close the
14 transaction.

15 **Q. Any other protests or oppositions of which you**
16 **are aware?**

17 A. No.

18 **Q. Have you heard of or are you aware of any**
19 **protests or opposition to the Utah application?**

20 A. No.

21 **Q. Have Level 3 and CenturyLink filed**
22 **notifications in all states that require only a notice of**
23 **filing?**

24 A. Yes, we have.

25 **Q. And do you have a date on which CenturyLink and**

1 **Level 3 would like to close this transaction?**

2 A. We'd like to be able to close as soon as
3 possible after all the states and the FCC and federal
4 agencies have approved the transaction. Based on our
5 current anticipated approval time frame, we expect this
6 to happen sometime in the third quarter of 2017.

7 **Q. Can you describe who the Level 3 entities are**
8 **that are operated in the state of Utah that are affected**
9 **by this transaction?**

10 A. Sure. The Level 3 operating companies
11 operating in Utah are identified in the application.
12 They are all non-dominant carriers that are authorized to
13 provide resold and facility-safe telecommunication
14 services pursuant to our certificates of convenience and
15 necessity that were issued by the Utah Commission for on
16 a D-regulated (phonetic) basis.

17 Each of those entities is a direct subsidiary
18 of either Level 3 Communications, LLC, or Level 3
19 Telecom, LLC, which are subsidiaries then of Level 3
20 Communications, Inc. And that's illustrated on the
21 organizational charts that were attached as Exhibit A to
22 the application.

23 The transaction involved apparent level
24 transfer of control of the Level 3 parent-only. As a
25 result of the transaction, the Level 3 op codes will

1 become indirect fully owned subsidiaries of CenturyLink.

2 The Level 3 op codes, though, will continue to
3 operate as they do today and will remain subject to the
4 same regulatory obligations. The Level 3 op codes will
5 continue to offer services subject to the same rules,
6 regulations, and applicable tariffs or price lists as
7 they do now. The contracts in place today setting forth
8 the rates, terms, and conditions for service of
9 enterprise and wholesale customers will not change due to
10 the transaction. And because the transactions result in
11 no direct change to the Level 3 op codes operations, it's
12 transparent to our customers.

13 As mentioned, Level 3 does not serve
14 residential subscribers or consumers, and nothing about
15 the transaction is expected to have a negative effect on
16 residential and small business markets.

17 **Q. Thank you. Can you offer a summary of why you**
18 **believe this transaction is in the public interest?**

19 A. Sure. We believe the transaction will enhance
20 the quality of competition in the enterprise and
21 wholesale markets by bolstering the combined companies'
22 ability to compete with larger, better capitalized
23 enterprise and wholesale service providers. Enterprise
24 and wholesale customers will thereby benefit by the
25 transaction. The transaction's principle and exclusive

1 focus is on enhancing the ability of the combined company
2 to compete vigorously for enterprise customers. And by
3 combining and expanding the reach of CenturyLink with
4 Level 3, it will enable the company to offer one-stop
5 shopping to more customers seeking multiside agreements,
6 thus making the company a stronger competitor in the
7 larger scale enterprise market.

8 We think that the transaction will provide the
9 post-merger entity with the additional financial
10 strength, scale, and scope of its economies as well as
11 geographic coverage to better compete with the providers
12 offering state-of-the-art and innovative services to
13 large businesses and government customers throughout the
14 country.

15 Furthermore, we think that the transaction will
16 enable the combined company to offer a broader range of
17 services and solutions to meet the demands of enterprise
18 customers for more bandwidth, enhanced security, greater
19 convenience, and better customer service in an
20 ever-evolving and increasingly complex operating
21 environment.

22 For instance, the combination of CenturyLink's
23 extensive manage services portfolio with Level 3's
24 content delivery network and internet protocol-based
25 virtual private network capabilities all delivered over

1 an extensive global network will be a boon to enterprise
2 and wholesale customers.

3 We also believe that the transaction will
4 greatly enhance the applicant's network security and
5 advance threat intelligence services, which will serve to
6 provide greater security for customers' data and systems.

7 Enterprise and wholesale customers are
8 increasingly the targets of cyber attacks, and the
9 overall business and technological risks of operating in
10 today's highly connected environment are substantial.

11 **Q. Thank you, Ms. Ince.**

12 MR. EVANS: Level 3 would move for admission of
13 Supplemental Exhibits 1 through 6.

14 ALJ JONSSON: Any objection?

15 MR. SOMERS: No objection.

16 MR. JETTER: No objection.

17 ALJ JONSSON: Thank you.

18 MR. EVANS: That concludes my direct of
19 Ms. Ince. She is available for cross.

20 ALJ JONSSON: Mr. Somers, anything for this
21 witness?

22 MR. SOMERS: We have no questions.

23 ALJ JONSSON: Mr. Jetter?

24 MR. JETTER: I have no questions.

25 ALJ JONSSON: Thank you.

1 All right. Mr. Jetter, go ahead.

2 MR. JETTER: Thank you. The division would
3 like to call and have sworn in Mr. William Duncan.

4 WILLIAM DUNCAN,
5 having been first duly sworn to tell the truth, was
6 examined and testified as follows:

7 EXAMINATION

8 BY MR. JETTER:

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

11 A. Yes. My name is William Duncan and I am the
12 manager of the telecommunications section of the Utah
13 Division of Public Utilities.

14 Q. Thank you. And in accordance to your
15 employment, have you had the opportunity to review the
16 joint application in the four dockets that we're here for
17 today?

18 A. Yes, I have.

19 Q. And have you also had the opportunity to review
20 the exhibits that were attached to the December 16th
21 filing as well as Supplemental Exhibits 1 through 4 filed
22 February 3, 2017, and Supplemental Exhibits 5 and 6 filed
23 on February 8, 2017?

24 A. Yes, I have.

25 Q. And there's a memorandum that was filed by the

1 division, January 18, 2017. Was that created --

2 (Inaudible voice.)

3 ALJ JONSSON: Did someone on the phone -- is
4 there someone on the phone who wants to say something?
5 Those of you who are on the phone, would you mute your
6 phones unless you're actually putting something on the
7 record?

8 UNKNOWN CALLER: Yes. I'm sorry. I got cut
9 off and so I was trying to find the number of the --
10 (inaudible) -- I've interrupted -- (inaudible) -- I
11 withdraw. I'm sorry.

12 ALJ JONSSON: It's all right. Thank you.

13 MR. JETTER: I'll just restart that question if
14 that's okay.

15 Q. (By Mr. Jetter) So, Mr. Duncan, there was a
16 memorandum filed by the division in this docket on
17 January 18, 2017. Was that created under your direction
18 by the division?

19 A. Yes, it was.

20 Q. And are you familiar with the memorandum and
21 the recommendations that are contained in it?

22 A. Yes, I am.

23 Q. Do you have any corrections or changes you'd
24 like to make to those?

25 A. No.

1 Q. And is the recommendation contained in the
2 January 18th memorandum of approval of this application
3 remain the recommendation of the division?

4 A. Yes.

5 Q. Were you in the hearing room earlier when there
6 was discussed two different potential oppositions or
7 challenges to applications or the process or procedure
8 used in the filings in Pennsylvania and California?

9 A. Yes.

10 Q. Is there any reason that you would change your
11 recommendation based on those?

12 A. No.

13 Q. And are you familiar with or at least aware of
14 a shareholder lawsuit in Colorado?

15 A. Yes.

16 Q. And does that change your recommendation of
17 approval?

18 A. No.

19 Q. And finally, do you believe based on the
20 information that you've had available to you and the
21 information that has been updated through the
22 supplemental filings in this docket, that approval of
23 this application is just and reasonable and in the public
24 interest?

25 A. Yes.

1 Q. Thank you.

2 MR. JETTER: I'd like to move to introduce the
3 division's memorandum into the docket as -- I don't know
4 if you want to call that DPU Exhibit 1?

5 ALJ JONSSON: I'd like that very much. Let's
6 make it DPU Exhibit 1.

7 Any objection?

8 MR. SOMER: No objection from CenturyLink.

9 MR. EVANS: None from Level 3.

10 MR. JETTER: I have no further questions for
11 Mr. Duncan. He's available for cross.

12 ALJ JONSSON: Mr. Somers?

13 MR. SOMERS: CenturyLink has no questions for
14 Mr. Duncan.

15 ALJ JONSSON: Mr. Evans?

16 MR. EVANS: Nor does Level 3. Thank you.

17 ALJ JONSSON: Well, then I believe I have what
18 I need. I just want to double check that I have the
19 titles of our witnesses correct. Mr. Ferkin, I wrote
20 down director of operations for CenturyLink, but I think
21 there was more to it than that.

22 MR. FERKIN: Yeah. Actually, vice president of
23 operations for Utah, Nevada, and California.

24 ALJ JONSSON: Utah, Nevada --

25 MR. FERKIN: And California, yes, ma'am.

1 ALJ JONSSON: Okay. And Ms. Ince, I wrote down
2 vice president of state and regulatory affairs, but I
3 also think I missed a piece of that.

4 MS. INCE: Yes. It's vice president, state,
5 regulatory and legislative affairs.

6 ALJ JONSSON: Okay. All right. Now I think I
7 have everything that I need. So I'll thank the parties
8 and we will close this hearing. Thank you.

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

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C E R T I F I C A T E

State of Utah)
 ss.
County of Wasatch)

I, Brandy Harris, a Registered Professional
Reporter and Notary Public in and for the State of Utah,
do 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, the whole truth, and nothing but 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.

WITNESS MY HAND at Heber City, Utah, this 20th
day of February, 2017.

Brandy Harris

Brandy Harris, RPR
Utah License No. 5262004-7801
State of Utah Notary Public
Commission Expires:
September 24, 2017

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