

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of	)	
	)	
QWEST CORPORATION	)	DOCKET NO. UT-021120
	)	
Regarding the Sale and Transfer of	)	SECOND SUPPLEMENTAL
Qwest Dex to Dex Holdings, LLC, a non-	)	ORDER: PREHEARING
affiliate	)	CONFERENCE
	)	
.....	)	

1       **PREHEARING CONFERENCE:** Qwest Corporation (“Qwest”) filed its “Application Regarding Transfer and Sale of Directory Business and Notice of Possible Affiliated Interest Transaction” on September 3, 2002. The Commission conducted a prehearing conference on October 8, 2002.

2       **PARTIES:** Lisa A. Anderl, Senior Attorney, Qwest Corporation, Seattle, Washington, represents Qwest Corporation. Brooks Harlow, Miller Nash LLP, Seattle, Washington, represents Dex Holdings, LLC. Gregory J. Kopta, Davis Wright Tremaine LLP, Seattle, Washington represents XO Washington, Inc. Arthur A. Butler and Lisa Rackner, Ater Wynne LLP, Seattle, Washington and Portland, Oregon, represent WeBTEC, f/k/a TRACER. Stephen S. Melnikoff, Department of the Army, Judge Advocate General, represents the Department of Defense and Federal Executive Agencies. Ronald Roseman, attorney, Seattle, Washington, represents the AARP. Simon ffitich and Robert Cromwell, Assistant Attorneys General, Seattle, Washington, represent the Public Counsel Section, Office of Attorney General (“Public Counsel”). Greg Trautman, Assistant Attorney General, Olympia, Washington, represents the Commission’s regulatory staff (“Commission Staff” or “Staff”).

3       **PETITIONS TO INTERVENE:** The following parties filed petitions to intervene, or petitioned orally at prehearing for intervenor status: Dex Holdings, LLC; XO Washington, Inc.; WeBTEC (Washington Electronic Business & Telecommunications Coalition, f/k/a TRACER (Washington Telecommunications Ratepayers Association for Cost-based and Equitable Rates); U.S. Department of Defense and Federal Executive Agencies (collectively “FEA”); and AARP. Each of the petitioners asserted a substantial interest in the proceeding and argued that its participation would be in the public interest. Qwest stated a “qualified objection” to XO Washington’s petition, and stated unqualified objections to the other petitions. The Commission heard argument on each motion. The petitions were granted orally

at hearing on finding that each petitioner established a substantial interest in the proceeding and that each petitioner's participation will promote the public interest.

- 4       **DISCOVERY / PROTECTIVE ORDER:** The parties initiated voluntary discovery prior to the prehearing conference. Discovery will continue pursuant to the Commission's discovery rule, WAC 480-09-480. The Commission entered a Protective Order on September 12, 2002, and amended its Protective Order on October 4, 2002. These Orders were entered to promote the free exchange among the parties of information asserted to be commercially sensitive. Public Counsel and several intervenors argued that the Protective Orders may pose practical difficulties as they conduct discovery and prepare their respective cases. If parties encounter practical difficulties that they cannot resolve informally among themselves, they may make proper motions to the Commission to amend the Protective Order or seek such other relief as they assert is appropriate. The Commission urges the parties to work cooperatively together to avoid having to bring such matters forward for formal resolution.
- 5       **PROCESS AND PROCEDURAL SCHEDULE:** Qwest circulated a proposed procedural schedule, but Qwest's proposal was not acceptable to several parties. Qwest's proposal called for hearing in the late-April to early-May 2003 time-frame. Public Counsel and Staff argued for an alternative schedule that would call for hearing in June 2003, with post-hearing process continuing into the middle of August. The parties were afforded an opportunity to compose their differences over the procedural schedule, but their off-the-record efforts were not successful. The Commission heard argument on the subject. Taking the parties' respective concerns into account, the Commission establishes the procedural schedule that is attached to this Order as Appendix 1, which is incorporated into the body of this Order by reference. The schedule is designed to allow the parties an early opportunity for settlement negotiations that can be conducted as discovery proceeds, consistent with the parties' requests. The schedule requires Qwest to file its direct case slightly earlier than Qwest initially proposed, but significantly after the earliest date Qwest stated it could file (*i.e.*, December 5, 2002). The schedule preserves the intervals between significant events suggested by Staff and Public Counsel.
- 6       **FILING; COPIES OF MATERIALS:** Parties must submit an original and twelve (12) copies of all documents filed. All filings should be directed to the Commission Secretary, Washington Utilities and Transportation Commission, P.O. Box 47250, 1300 S. Evergreen Park Drive, S.W. Olympia, Washington 98504-7250, or by hand delivery to the Commission Secretary at the Commission's records center at the Washington Utilities and Transportation Commission, 1300 S. Evergreen Park Drive, S.W., Olympia, Washington, 98504. Both the post office box and street address are required to expedite deliveries by U.S. Postal Service.

- 7        **An electronic copy of all filings should be provided by e-mail delivery to <[records.wutc.wa.gov](mailto:records.wutc.wa.gov)>.** Alternatively, Parties may furnish an electronic copy by delivering with each filing a 3.5 inch IBM-formatted high-density diskette including the filed document(s), MS Word 6.0 (or later), or WordPerfect 5.1 (or later) format. Parties are encouraged to submit a second electronic copy in .pdf format to facilitate document posting to the Internet.
- 8        All paper copies of testimony, exhibits, and briefs are required to conform to the publication guidelines attached to this Order as Appendix 2 and to the Commission's procedural rules governing filings. Any filing that fails to conform to these standards may be required to be refiled.
- 9        **NOTICE TO PARTIES:** Any objection to the provisions of this Order must be filed within ten (10) days after the date of mailing of this statement, pursuant to WAC 480-09-460(2). Absent such objections, this prehearing conference order will control further proceedings in this matter, subject to Commission review.

DATED at Olympia, Washington, and effective this 11th day of October 2002.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

DENNIS J. MOSS  
Administrative Law Judge

**APPENDIX 1****PROCEDURAL SCHEDULE**

EVENT	DATE	INTERVAL
Qwest and Dex Holdings, Inc. prefiled direct testimony and exhibits	January 17, 2003	
Commission Staff, Public Counsel, and Intervenors prefiled response testimony and exhibits	March 18, 2003	60 days after direct
Qwest and Dex Holdings, Inc. prefiled rebuttal testimony and exhibits	April 17, 2003	30 days after response
Prehearing Conference	May 15, 2003	28 days after rebuttal
Evidentiary Hearing	May 19-23, 2003	32 days after rebuttal
Initial Briefs	June 20, 2003	28 days after hearing
Reply Briefs	July 2, 2003	12 days after initial briefs

## Appendix 2

### I. Requirements for ALL paper copies of testimony, exhibits, and briefs

A. All paper copies of briefs, prefiled testimony, and original text in exhibits must be

- On 8 ½ x 11 paper, punched for insertion in a 3-ring binder,
- Punched with OVERSIZED HOLES to allow easy handling.
- Double-spaced
- 12-point or larger text and 10-point or larger footnotes, Times New Roman or equivalent serif font.
- Minimum one-inch margins from all edges.

Other exhibit materials need not be double-spaced or 12-point type, but must be printed or copied for optimum legibility.

B. All electronic and paper copies must be

- SEQUENTIALLY NUMBERED (all pages). **THIS INCLUDES EXHIBITS.** It is not reasonable to expect other counsel or the bench to keep track of where we are among several hundred (or sometimes even just several) unnumbered pages.
- DATED ON THE FIRST PAGE OF EACH ITEM and on the label of every diskette. If the item is a revision of a document previously submitted, it must be clearly labeled (REVISED), with the same title, and with the revision date clearly shown.

### II. Identifying exhibit numbers; Exhibits on cross examination.

A. **Identifying exhibits.** Parties are required to mark prefiled testimony and exhibits for identification. Parties must mark all written testimony and exhibits for identification prior to submission as follows:

- (i) Identify the sponsoring witness by including the witness's initials,
- (ii) Place a hyphen after the witness's initials and insert a number; beginning with Arabic numeral 1, and sequentially number

- each subsequent exhibit (including any subsequent written testimony) throughout the proceeding;
- (iii) Place the letter “C” after the number if the testimony or exhibit includes information asserted to be confidential under any protective order that has been entered in the proceeding.

For example, John Q. Witness's prefiled testimony and accompanying exhibits should be marked as follows:

Testimony or Exhibit	Marked for identification
John Q. Witness’s prefiled direct testimony	Exhibit No. ____ (JQW- 1)
First exhibit to John Q. Witness’s prefiled direct testimony (non-confidential)	Exhibit No. ____ (JQW-2)
Second exhibit to John Q. Witness’s prefiled direct testimony (confidential)	Exhibit No. ____ (JQW- 3C)
Third exhibit to John Q. Witness’s prefiled direct testimony (non-confidential)	Exhibit No. ____ (JQW-4)
John Q. Witness’s prefiled rebuttal testimony	Exhibit No. ____ (JQW-5)
First exhibit to John Q. Witness’s prefiled rebuttal testimony (non-confidential)	Exhibit No. ____ (JQW-6)

Counsel and other party representatives who are unfamiliar with this method of marking testimony and exhibits for identification should ask the presiding officer for further guidance.

**B. Exhibit List:** Prepare a list of your exhibits with their premarked designations and descriptions in digital form and in a format specified by the

Commission. You will be required to submit your exhibit list to the presiding officer prior to the evidentiary hearing. This will simplify identification and ease administrative burdens.

**NOTE: Be prepared to submit all of your possible exhibits on cross examination several days prior to the hearing.** We will schedule a prehearing conference to deal with the exhibits as close as possible to the hearing itself, but we have administrative needs that require pre-filing.

### APPENDIX 3

PARTIES' REPRESENTATIVES  
 (\*Lead Counsel designated for receipt of official service)  
 DOCKET NO. UT-021120

updated 10/11/2002

PARTY	REPRESENTATIVE	PHONE	FACSIMILE	E-MAIL ADDRESS
Qwest Corporation	Lisa Anderl* Qwest 1600 7 <sup>th</sup> Avenue, Room 3206 Seattle, WA 98191	(206) 345-1574	(206) 343-4040	<a href="mailto:landerl@qwest.com">landerl@qwest.com</a>
	Adam Sherr Qwest 1600 7 <sup>th</sup> Avenue, Room 3206 Seattle, WA 98191	(206) 398-2500	(206) 343-4040	<a href="mailto:asherr@qwest.com">asherr@qwest.com</a>
	Phil Roselli Qwest Corporation 1801 California Street, Suite 4900 Denver, CO 80202	(303) 672-2887	(303) 295-7049	<a href="mailto:prosell@quest.com">prosell@quest.com</a>
Dex Holdings, LLC	Brooks Harlow Miller Nash LLP 4400 Two Union Square 601 Union Street Seattle, WA 98101	(206) 622-8484	(206) 622-7485	<a href="mailto:harlow@millernash.com">harlow@millernash.com</a>
XO Washington, Inc.	Gregory J. Kopta Davis Wright Tremaine LLP 2600 Century Square 1501 Fourth Avenue Seattle, WA 98101-1688	(206) 628-7692	(206) 628-7699	<a href="mailto:gregkopta@dwt.com">gregkopta@dwt.com</a>
WeBTEC	Arthur A. Butler* Ater Wynne LLP 601 Union Street, Suite 5450 Seattle, WA 98101	(206) 623-4711	(206) 467-8406	<a href="mailto:aab@aterwynne.com">aab@aterwynne.com</a>
	Lisa Rackner Ater Wynne LLP KOIN Building 222 S.W. Columbia, Suite 1800 Portland, OR 97201	503 226-1191	503-226-0079	<a href="mailto:lfr@aterwynne.com">lfr@aterwynne.com</a>
Federal Executive Agencies	Stephen S. Melnikoff Regulatory Law Office U.S. Army Litigation Center 901 N. Stuart Street, Suite 700 Arlington, VA 22203-1837	(703) 696-1643	(703) 696-2960	<a href="mailto:stephen.melnikoff@hqda.army.mil">stephen.melnikoff@hqda.army.mil</a>

<b>AARP</b>	<b>Ronald Roseman</b> 2011 14 <sup>th</sup> Avenue East Seattle, WA 98112	(206) 324-8792	(206) 568-0138	<a href="mailto:ronroseman@attbi.com">ronroseman@attbi.com</a>
<b>Commission Staff</b>	<b>Greg Trautman</b> Assistant Attorney General 1400 S. Evergreen Park Dr. S.W. P.O. Box 40128 Olympia, WA 98504-0128	(360) 664-1160	(360)-586-5522	<a href="mailto:gtrautma@wutc.wa.gov">gtrautma@wutc.wa.gov</a>
<b>Public Counsel</b>	<b>Robert Cromwell</b> Public Counsel Section Office of Attorney General 900 Fourth Avenue, Suite 2000 Seattle, WA 98164-1012	(206) 464-7744	(206) 389-2058	<a href="mailto:RobertC1@atg.wa.gov">RobertC1@atg.wa.gov</a>
	<b>Simon J. ffitc</b> Public Counsel Section Office of the Attorney General 900 Fourth Avenue, Suite 2000 Seattle, WA 98164-1012	(206) 464-7744	(206) 389-2058	<a href="mailto:Simonf@atg.wa.gov">Simonf@atg.wa.gov</a>