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BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION

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COMMISSION

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5 In the Matter of the Joint ) DOCKET UT-100820  
 Application of )  
 6 ) VOLUME V  
 QWEST COMMUNICATIONS )  
 7 INTERNATIONAL, INC., and ) PAGES 603 - 642  
 CENTURYTEL, INC. )  
 8 )  
 For Approval of Indirect )  
 9 Transfer of Control of Qwest )  
 Corporation, Qwest )  
 10 Communications Company, LLC, )  
 and Qwest LD Corp. )  
 11 \_\_\_\_\_)

12

13 A Public Comment Hearing in the above matter was held on  
 14 January 5, 2011, at 5:30 p.m., at 1300 South Evergreen Park  
 15 Drive Southwest, Olympia, Washington, before Administrative Law  
 16 Judge MARQUERITE FRIENDLANDER.

17

18 The parties were present as follows:

19

20 WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION, by  
 JENNIFER CAMERON-RULKOWSKI, Assistant Attorney General, P.O.  
 21 Box 40128, Olympia, Washington, 98504. Telephone number is  
 (360) 664-1186.

22

23 PUBLIC COUNSEL, by SIMON J. FITCH, Senior Assistant  
 Attorney General, 800 Fifth Avenue, Suite 2000, Seattle,  
 Washington, 98104. Telephone number is (260) 389-2055.

24

25 REPORTED BY: LESLEY E. KAY, CCR 3244

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1 QWEST COMMUNICATIONS INTERNATIONAL, by LISA A. ANDERL,  
Associate General Counsel, 1600 Seventh Avenue, Room 3206,  
2 Seattle, Washington, 98191. Telephone number is (206)  
345-1574.

3  
4 JOINT CLECS XO COMMUNICATIONS, COVAD, TW TELECOM OF  
WASHINGTON, MCLEOD TELECOMMUNICATIONS d/b/a PAETEC, CHARTER  
FIBERLINK and PAC-WEST TELECOMM, by MARK TRINCHERO, Attorney at  
5 Law, Davis, Wright, Tremaine, 1300 Southwest Fifth Avenue,  
Suite 2300, Portland, Oregon, 97201. Telephone number is (530)  
6 241-2300.

7 SPRINT/T-MOBILE, by JUDITH A. ENDEJAN and KENNETH  
SHIFMAN, Attorneys at Law, Graham & Dunn, PC, 2801 Alaskan Way,  
8 Suite 300, Seattle, Washington, 98121. Telephone number is  
(206) 340-9694.

9  
10 LEVEL 3, 360NETWORKS & CBeyond, by ARTHUR BUTLER,  
Attorney at Law, Ater Wynne, 601 Union Street, Suite 1501,  
Seattle, Washington, 98101. Telephone number is (206)  
11 623-4711.

12 DEPARTMENT OF DEFENSE & FEDERAL EXECUTIVE AGENCIES, by  
STEPHEN MELNIKOFF, General Attorney, Office of the Judge  
13 Advocate General, 901 North Stuart Street, Suite 700,  
Arlington, Virginia, 22203. Telephone number is (703)  
14 696-1643.

15 INTEGRA, by TED GILLIAM, Attorney at Law, 1201  
Northeast Lloyd Boulevard, Suite 500, Portland, Oregon, 97232.  
16 Telephone number is (503) 453-8000.

17 CENTURYLINK, by CALVIN K. SIMSHAW, Attorney at Law,  
805 Broadway, Vancouver, Washington, 98660. Telephone number  
18 is (360) 905-5958.

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P R O C E E D I N G S

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JUDGE FRIEDLANDER: Good evening. It's a little after 5:30 on Wednesday, January 5th, 2011. This is the time and place set for public comment hearing in Docket UT-100820, the joint application of Qwest Communications International, Inc., and CenturyTel, Inc., for approval of an Indirect Transfer of Control of Qwest Corporation, Qwest Communications Company, LLC, and Qwest LD Corp. I'm Marguerite Friedlander, the Administrative Law Judge, presiding over this matter for the Commission. With me tonight are Chairman Jeffrey Goltz, Commissioner Patrick Oshie and Commissioner Philip Jones.

Just a little bit about why we're here tonight: We're here so that we can hear your comments on the proposed merger on Qwest and CenturyLink. The court reporter will be recording your comments so, please, be sure to speak slowly and clearly. We have some people, I believe, who are appearing over the conference bridge. I don't know if they intend to provide any kind of oral comments but we will get to them if they are of the mind to.

Each of the parties, I believe, most of them have representatives here tonight. I know that they're representatives from the applicant, and we do have Mr. Ffitch -- if you would indicate your presence here.

MR. FFITCH: Good evening, Your Honor. Simon Ffitch from the Public Counsel Office.

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1           JUDGE FRIEDLANDER: We also have a member of our  
2 Commission staff, Ms. Cameron-Rulkowski.

3           MS. RULKOWSKI: I'm Jennifer Cameron-Rulkowski,  
4 Assistant Attorney General assigned to represent the Commission  
5 staff in this matter.

6           JUDGE FRIEDLANDER: Thank you.

7           We have Mr. John Cupp who you probably saw with a  
8 sign-in sheet.

9           Mr. Cupp, if you would stand up.

10          Thanks.

11          He also can help with any consumer questions you may  
12 have because, if you've appeared at these hearings before --  
13 you might know this, if you haven't -- the Commissioners and I,  
14 it's inappropriate for us to talk to you about these matters  
15 because we are the tribunal, though, there's another member --  
16 I don't know what that would be called. But, anyway, we're the  
17 decision-makers so it would be inappropriate for us to discuss  
18 the matter with you, whereas Mr. Cupp is with our staff's  
19 consumer protection section and he could probably help you if  
20 you had some questions about the proceeding.

21          Typically, the Commission treats witness' comments as  
22 testimony so I'll be swearing in anybody who would like to give  
23 us comments today.

24          When I call your name, if you would go ahead and come  
25 up with one of the seats here with a microphone, tell us your

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1 name, especially if I mispronounced it, and where you're from  
2 and, also, if you're a customer with one of the companies,  
3 either Qwest or CenturyLink, and then we will go ahead and hear  
4 from you.

5 Please stick around after you comment in case the  
6 Bench has any questions for you.

7 At this point, if Chairman would like to speak.

8 CHAIRMAN GOLTZ: I want to welcome all of you who have  
9 come here tonight to make public comments and those who called  
10 in from the bridge line. In addition to the public comments we  
11 receive tonight, we also receive comments either by letter or  
12 by e-mail or our website. I believe so far we received about  
13 80, or slightly over 80, comments from members of the public  
14 and all of those will be taken into consideration as well. I  
15 think that avenue for comments is available until when?

16 Mr. Cupp, do you know?

17 MR. CUPP: January 7th.

18 CHAIRMAN GOLTZ: So, for two more days. So, if any of  
19 you want to give comments tonight, think of something else you  
20 want to add, it's still possible to do it in the next couple of  
21 days. That's the way I am, I always think of something I  
22 should have said.

23 A little bit about these public comment hearings:  
24 Today we had the first day of the formal hearing and the room  
25 was more crowded than it is now. We must have had ten or

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1 11 lawyers up here for the various parties, a lot of their  
2 witnesses, and there's binder after binder full of written  
3 testimony that we're considering and, basically, that parties  
4 are cross-examined and the Commissioners ask questions of the  
5 parties on various, sometimes very detailed, points about the  
6 details of this merger. All of those are very important  
7 things. If you want to come by tomorrow and listen to it, we  
8 have another hearing date tomorrow. That's important.

9           This gives us a different perspective. These public  
10 comment hearing give us a different perspective, and, no  
11 offense to the attorneys and parties in the room, but it's a  
12 welcome one, I might add. Sometimes when you're dealing with  
13 accounting testimony or reams and reams of detailed contractual  
14 arrangements that we're being asked to analyze, sometimes it's  
15 the plain ratepayer perspective on how it plays out in the real  
16 world which is a really important perspective. I look forward  
17 to getting that. I know, from talking with some of my  
18 predecessors and from my own personal experience, these are  
19 important and meaningful and they have made differences in the  
20 past.

21           With that, I'll turn it over to Judge Friedlander who  
22 can orchestrate the rest of the evening.

23           JUDGE FRIEDLANDER: Thank you.

24           At this time if I could have an indication from those  
25 on the conference bridge if there's anyone who would like to

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1 give oral comments tonight.

2 I don't hear anybody, but before we adjourn for the  
3 night I'll ask again.

4 From the sign-in sheet that I was given by Mr. Cupp I  
5 believe there's one consumer -- and I hope I pronounce this  
6 right -- is it "M. Fry?"

7 MR. FRAY: Fray.

8 JUDGE FRIEDLANDER: If you want to go ahead and come  
9 on up to the chair and you can remain standing because I'll go  
10 ahead and swear you in.

11

12 MATT FRAY, having been duly sworn to tell the truth,  
13 the whole truth and nothing but the truth, testified on his  
14 oath as follows:

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16 JUDGE FRIEDLANDER: You can be seated.

17 MR. FRAY: My name is Matt Fray. I am a former Qwest  
18 consumer and now a CenturyLink customer. I live in  
19 Mason County, Washington. I have, really, two questions  
20 tonight: One is, the problem that I have had with my service  
21 provider for the last six months, how can they think and the  
22 State of Washington, especially Qwest, if they can't take care  
23 of one person's problem within a six-month period of time how  
24 can they consider handling a Qwest Communications buy-out?  
25 Now, let me get to the reason I'm saying that. In July of this

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1 last year of 2010, I added a line to my service address --

2 MR. FFITCH: Your Honor -- I'm sorry -- I want to  
3 interrupt Mr. Fray for a moment. I had a conversation with him  
4 beforehand and I believe he has a written document to offer to  
5 the Bench to help explain what his testimony and I'd advised  
6 the Bench of that. It might be helpful.

7 JUDGE FRIEDLANDER: If you want to come up here and  
8 bring some copies, if you have them.

9 I had a clarification question: When you reference  
10 problems with your service are you talking about residential or  
11 business?

12 MR. FRAY: Residential.

13 JUDGE FRIEDLANDER: Thank you.

14 MR. FRAY: Back in July when I added a second line to  
15 the residence address that I had had CenturyLink service with  
16 for two-and-a-half years, I get my first bill and it was  
17 sky-high. But then I noticed something that just didn't make  
18 sense to me. I live in Mason County. I don't live in Grays  
19 Harbor County. My zip code is a problem for CenturyLink.  
20 Because of my zip code, which is 98541 in Grays Harbor County,  
21 we have that zip code also in Mason County. I was getting  
22 taxed for both Mason County 911, Grays Harbor County 911. I  
23 was getting taxed from Mason County sales tax and Grays Harbor  
24 County sales tax. Every month I called, explained the problem,  
25 was assured that it would be taken care of. "Thank you very



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1 much." Well, it never got taken care of. So, back in November  
2 I called Utilities Commission, and I said, "When this first  
3 happened I called you folks and I was told by you to call  
4 CenturyLink and work it out with CenturyLink," which I did, I  
5 thought, but every month double taxed, wrong County taxed. So,  
6 finally, I got a hold of somebody there at the Commission and  
7 she said that she would look into this for me. Well, I get a  
8 letter from the Commission on December 9th that said that a  
9 review of CenturyLink's records -- wait a minute. "I'm  
10 responding to the complaint. You stated that CenturyLink was  
11 deducting taxes for both Grays Harbor and Mason Counties. A  
12 review of CenturyLink's records show that through an error the  
13 company was deducting Mason County sales tax and 911 taxes  
14 since July 24th, 2010." Now, they've got me moved back into  
15 Grays Harbor County. I haven't moved. I'm still in Mason  
16 County. There's a lot of people with CenturyLink telephone  
17 numbers with 98541 zip code that live in Mason County.

18 So, that's why after I got this letter and called --  
19 no. I got a call from CenturyLink which was recorded. They  
20 said that somebody had changed something on my account, whether  
21 it was billing, whatever, and if I had any questions to please  
22 call a telephone number. Now, this was a recorded call, after  
23 it got done with its spiel, it hung up. So, I dialed the  
24 number that it told me to call if I had any questions. It also  
25 was recorded, put in your ten digit telephone number, then you

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1 get a recording. "If you agree to share your information,  
2 press one. If you don't agree to share your information press  
3 two." You either push one or two. I pushed two. I didn't  
4 want to share my information. I wanted to talk to them about  
5 the problem but that wasn't what I got. So, I pushed two.  
6 They said, "Thank you. We'll not share your information and  
7 further purchases" or whatever. Okay. This happened twice. I  
8 have a recording of that because they are recorded messages. I  
9 didn't have to ask anybody's permission. I do have a recording  
10 of that. Then I get a telephone call from the Commission  
11 stating that on -- let's see -- it was Monday -- that she had  
12 received a call or talked to somebody from CenturyLink saying  
13 my problem had been handled again and that they were closing  
14 the investigation again. I said, "Please don't close the  
15 investigation. I haven't got my bill yet."

16 COMMISSIONER GOLTZ: Or refund.

17 MR. FRAY: Or refund.

18 The bill was made up on the 24th of December. That  
19 was the 3rd of January. Well, I got it today. I got the bill  
20 today and it is, so far that I've seen it, correct. But I told  
21 her, "Please don't close it until I get my paper bill to see if  
22 it's correct this time." Well, I also talked to the president  
23 of our association which has been wrongly taxed the same way  
24 that I have --

25 JUDGE FRIEDLANDER: I'm sorry to interrupt. What

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1 association is that?

2 MR. FRAY: Lake Arrowhead Community Club Association  
3 in Mason County.

4 JUDGE FRIEDLANDER: Thank you.

5 MR. FRAY: That's what's circled on the map there.

6 So, he said he got the same phone call today that  
7 CenturyLink said that it had been taken care of and he was  
8 going to go try to get down tonight, and, I guess, he couldn't  
9 make it.

10 My question is: How can, with one person, six months  
11 it took to straighten it out and then when they mess with your  
12 account you don't get to talk to somebody, they give you a  
13 telephone call, tell you that somebody has messed with your  
14 account but the number they give you, customer service is  
15 not -- there's a lot of Qwest customers in the State of  
16 Washington and --

17 JUDGE FRIEDLANDER: You had been with Qwest  
18 previously. Was it six months ago you switched to --

19 MR. FRAY: Two-and-a-half years ago.

20 JUDGE FRIEDLANDER: Two-and-a-half years ago you  
21 switched to CenturyLink?

22 MR. FRAY: Yes.

23 JUDGE FRIEDLANDER: Does that conclude your comments  
24 for today?

25 MR. FRAY: My question that I'm putting before the

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1 panel, really, after all this is, how can this go through if  
2 they can't take care of one person, it takes six months for  
3 customer service or billing, or whatever, to take care of one  
4 person's tax problem when they're based in Louisiana and so  
5 many Qwest people here can talk to and go to a Qwest place  
6 here?

7 Thank you.

8 COMMISSIONER GOLTZ: Thank you very much.

9 There is, among the volumes of binders of testimony  
10 here that we're going through, there is testimony from  
11 Mr. Cupp, for example, on consumer protection issues analogous,  
12 it's the big picture and data and, so, that is a factor that is  
13 before us and that we will be taking into account as we proceed  
14 through this.

15 MR. FRAY: May I add one more thing?

16 JUDGE FRIEDLANDER: Sure.

17 MR. FRAY: On my bill that I received today it says  
18 "adjustments, \$5 credit, customer satisfaction credit."

19 COMMISSIONER GOLTZ: How much was that?

20 MR. FRAY: \$5. Customer satisfaction credit.

21 COMMISSIONER GOLTZ: Thank you.

22 I want to thank our consumer protection staff for  
23 finally helping and getting this resolved. Thank you very  
24 much.

25 JUDGE FRIEDLANDER: Thank you.

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1           That is the only person I have signed up for comments.

2           Is there anyone on the conference bridge at this time  
3 who would like to make a comment to the Commission?

4           Hearing nothing, I want to thank you all for  
5 attending. I appreciate your time and your comments. And, as  
6 always, we place a great importance on the comments that we  
7 receive at public comment hearings and I want you to know that.  
8 If there is nothing else we are adjourned. Thank you.

9           MS. MERCHAND: Hello. This is Ann Merchand with the  
10 Colville Tribe. I thought there was a representative there  
11 that were going to be speaking.

12           JUDGE FRIEDLANDER: I don't have anyone listed on our  
13 sign-in sheet so, apparently, the in-person rep didn't show up.

14           Mr. Cupp, is there anyone downstairs?

15           MR. CUPP: I will check.

16           JUDGE FRIEDLANDER: Could you say your name again?

17           MS. MARCHAND: Ann Marchand.

18           JUDGE FRIEDLANDER: I think Mr. Cupp, our consumer  
19 protection representative, is going to go downstairs to see if  
20 there is anyone physically present in the lobby waiting to come  
21 upstairs but at this time we don't have anyone.

22           Would you like to make a public statement to the  
23 Commission?

24           MS. MARCHAND: Well, yes, if the tribal leaders aren't  
25 there to do that. I spent time with individuals preparing the

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1 information for them to go over in this.

2 JUDGE FRIEDLANDER: Mr. Cupp is indicating there is no  
3 one waiting downstairs so if you would like to proceed I can  
4 swear you in at this time.

5

6 ANN MARCHAND, having been duly sworn to tell the  
7 truth, the whole truth and nothing but the truth, testified on  
8 her oath as follows:

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10 JUDGE FRIEDLANDER: Thank you. You can proceed.

11 MS. MARCHAND: My name is Ann Marchand with the  
12 Colville Federated Tribe with the information technology  
13 division for the Colville Tribe.

14 JUDGE FRIEDLANDER: Could you go ahead and please  
15 speak slowly and clearly and maybe spell your last name for us?

16 MS. MARCHAND: M-A-R-C-H-A-N-D.

17 JUDGE FRIEDLANDER: Thank you.

18 MS. MARCHAND: Well, we're on the Colville Indian  
19 Reservation comprised of one point four million acres of Ferry  
20 County and Okanogan County, approximately half of which is  
21 CenturyLink area and half of which is Qwest territory. We have  
22 filed for broadband grant opportunities because we're lacking  
23 in broadband capability here because of the lack of the two  
24 incumbent covenants' ability or desires to upgrade facilities  
25 here. The tribe is basically taken upon itself to connect its

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1 own governmental operations spanning over one point four  
2 million acres, like I said, and it's trouble enterprises and  
3 even some residents to get adequate enough service for voice  
4 and data communication via a very, very costly T-1  
5 infrastructure purchase through either one of these two ILEC.  
6 With that, I'd have to say as both a former telecommunications  
7 technician for the Tribe and a lead technician and into the  
8 interim IT director position that I'm currently holding that we  
9 had a great amount of service issues, primarily on  
10 CenturyLink's side more so than Qwest side. Their nearest CO  
11 is in Wilbur, which is, approximately, 40 miles from us. We've  
12 had instances where they left circuits down in excess of 24  
13 hours on up to even 72 hours with the last outage, and we have  
14 confirmed with them on numerous times that the issues resided  
15 in their circuit, in their infrastructure, that we confirmed  
16 beyond a shadow of a doubt that it was not our equipment and  
17 this was going to a 24/7 correctional facility. So they had no  
18 voice or data services for 72 hours. I find that totally  
19 unacceptable, especially with the amount that we compensate  
20 these ILEC for these critical circuits. We have an instance of  
21 them putting in dark fiber that we also confirmed ourselves  
22 that is in going from the town of Inchelium, Washington, to  
23 right up to Highway 21 where it just ends. About 15 miles  
24 south of that would be the town of Keller, Washington, and this  
25 dark fiber has been in this, to my understanding, since 2004.

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1 That is the only extent that they've gone to upgrade any of  
2 their facilities but it's not doing any good because it's not  
3 connecting our facilities. Like I said, we have our main  
4 agency campus in Nespelem, Washington, which doesn't even have  
5 DSL capabilities or service available for residential nor even  
6 any of the businesses, the main agency campus, and then in each  
7 of the outlying districts in Omak, Okanogan County, Keller,  
8 which is Ferry County, in Chelan, which is Ferry County, and  
9 Nespelem, Okangan County. We have satellite offices, health  
10 clinics, tribal police station, EMS, educational facilities,  
11 Head Start facilities, day-care facilities, all these  
12 governmental services and also some tribal enterprise  
13 businesses spanning over all these areas and we have not gotten  
14 any feedback with regard to upgrading the facilities. Some of  
15 our residents are being told that they cannot get DSL in the  
16 area because the current copper facilities are too antiquated.  
17 We also have instances of lapped leases. One of their central  
18 offices is on trust property within the town of Inchelium,  
19 Washington, and the lease is lapsed and we had some requests  
20 for information in that they're being non-responded to and that  
21 will be dealt with accordingly.

22 We're asking for various conditions to be imposed as  
23 part of this settlement and that they include all of our four  
24 community within the Colville Indian Reservation upgrading the  
25 facilities so that we have adequate broadband capabilities and



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1 access to our people and to our tribes. We're asking because  
2 of their inability to be responsive to out-of-service issues  
3 that they work with the tribal IT staff which are all --  
4 there's a staff of 22 managing and maintaining a massive  
5 private branch exchange comprised of 17 private brand  
6 systems -- sorry -- I meant voice system on their own to the  
7 desktop. We do the outside cabling all the way into the inside  
8 wiring. All the technicians are Nor-Cal and PXE certified, as  
9 well as we have the equipment. So, when there's an instance or  
10 an outage on the reservation that we are asking that they  
11 impose training requirements to work with tribal IT staff in  
12 order to better expedite these type of out-of-service issues,  
13 especially when they're going to critical life safety  
14 facilities like our health clinics, tribal police department or  
15 correctional facilities, our senior centers, our communicate  
16 youth centers. We worked and gone far, extremely hard on our  
17 own, with the antiquated facilities that are on this  
18 reservation trying to bring in next generation technologies but  
19 it is next to impossible with what they have available to us.  
20 They have done some minor upgrades within the County of  
21 Inchelium to provide DSL to a handful of residences here.

22 I do believe we did manage to file officially our  
23 public comment via docket, so, anything that I may be missing  
24 because I'm going off the cuff here.

25 JUDGE FRIEDLANDER: This is Judge Friedlander. I

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1 appreciate your comments. We did receive those comments, the  
2 written comments that were filed -- well, I actually don't  
3 believe they were filed. I believe they were submitted to our  
4 customer protection section.

5 MS. CAMERON-RULKOWSKI: Yes, Your Honor. I can  
6 confirm that.

7 JUDGE FRIEDLANDER: Thank you.

8 I'm not sure but I'm getting an indication that your  
9 representative may be in attendance at this point.

10 MS. MERCHAND: Okay.

11 JUDGE FRIEDLANDER: So, if I can have her step forward  
12 for further comment, if she would like.

13 MS. MERCHAND: Yes. That would be great.

14 JUDGE FRIEDLANDER: The Commission regards comment as  
15 testimony. I'll be administering the oath and then the court  
16 reporter will transcribe what comments you make so we'll have  
17 them for further review.

18

19 SUZY ALLEN and SHERI MULA, having been duly sworn to  
20 tell the truth, the whole truth, and nothing but the truth,  
21 testified on their oath as follows:

22

23 JUDGE FRIEDLANDER: Is it Miss Allen.

24 MS. ALLEN: Yes.

25 JUDGE FRIEDLANDER: If you would like to go ahead and

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1 give us your comments, that would be great.

2 MS. ALLEN: Good evening. I'm Suzy Allen,  
3 representative of the Colville Business Council. I'm also  
4 representing the [unintelligible] Tribes of the Pacific  
5 Northwest Indians, which is composed of 26 tribes from  
6 Washington State. Overall, it's 56 tribes from Idaho, Oregon,  
7 Washington and Montana.

8 Ann gave a very good description of our technical  
9 issues that we have both with Qwest and CenturyLink on our  
10 reservation. I confirm everything that she has apprised you  
11 of. Ann, thank you, by the way. We got stuck in traffic and  
12 hang-ups at the airport rental place.

13 I want to let the Commission know that the Colville  
14 Tribe was established in 1872. I give this speech wherever I  
15 go, to the F.C.C. back in D.C. We've been established since  
16 1872. Where I live is the Inchelium district which is the  
17 eastern side of our reservation. On the other side of the  
18 Columbia River which is in the south portion of the reservation  
19 there's a community called "Dear Meadows." This has been a new  
20 baby-boomer housing development going on across from our  
21 reservation. It's composed of almost up to 450 to 600 homes  
22 now. Like I said, we've been established since 1872. We've  
23 never received, as Ann explained -- we have to deal with  
24 antiquated copper DSL slow services. That community received  
25 fiber in the ground with universal service funds before the

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1 tribe ever had any upgrades. I'm sure Ann probably apprised  
2 you of on our reservation we have section of buried fiber, dark  
3 fiber, on our reservation going over Cash Creek, which is about  
4 15 miles east to west to Nespelem and that fiber is laying  
5 there dark, not doing anything, not benefiting our people.  
6 This is depressing for me. I've been in this industry  
7 campaigning for ten years and yet our people have not had the  
8 opportunity to have the terrestrial networking capability on  
9 our reservation for them to be able to have high speed internet  
10 which is huge. We have a lot of children that have high school  
11 students who drop out of school. Ann explained all of this. I  
12 won't go into too much detail about that. But all around us on  
13 the borders of our reservation everybody is getting the big  
14 pipe to them but it's a near missing us. We applied for the RO  
15 monies. We were denied both grant rounds, but we're dredging  
16 forward developing a path forward how we can get fiber in on  
17 our reservation, but with your help we can do that with making  
18 these two providers when they merge to get our system  
19 antiquated, their copper systems upgraded for our use on the  
20 government side and also to our residents.

21 Council member Sheri Mula may want to add to that.

22 Thank you.

23 JUDGE FRIEDLANDER: Thank you.

24 Ms. Mula, did you want to add any comments?

25 MS. MULA: Briefly.

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1           Thank you very much. I certainly apologize for us  
2 being so late but circumstances caused it.

3           I live on the opposite side of the reservation from  
4 Ann, grew up there from where Suzy does. We're one point  
5 three million acres and it takes approximately two-and-a-half  
6 hours to drive the length from my house to her house. We're  
7 quite mountainous. I know these are all written down and Ann  
8 probably shared them with you when she was talking. I just  
9 want to go through the main points that I feel are very  
10 important, the health and the homeland security, because Grand  
11 Coulee Dam are right next to us on our reservation there.  
12 We're bordered by the Columbia River and the Okanogan River so  
13 we have the problem of drugs being flown into our reservation.  
14 Because of the dams and the homeland security I feel it's just  
15 really important that we have good communication. We need it  
16 for our law enforcement because of the huge area that they have  
17 to cover.

18           I don't know exactly how to say this on education but  
19 I feel we're really short-changing our young people because  
20 when they go out to the outside world, which they have to do to  
21 get their college educations, they're behind before they start.  
22 They already have marks or problems to overcome living in small  
23 areas and, particularly, on a reservation. It's hard to make  
24 friendships and learn, and if you can't be up to speed in the  
25 internet world today you're in problems. We definitely need

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1 them to govern our tribe and economic development, tourism. We  
2 have a beautiful mountainous land there and could make use of  
3 the tourist dollars but, also, other types of economic  
4 development would gladly come there if we had the services that  
5 they could make use of but we don't have them.

6 I've been in small business myself. I was a  
7 wood-pellet manufacturer. In small business needs the  
8 modern-day broadband and internet.

9 So, Suzy gave you one example of across the river.  
10 I'll give you one more which I like to do because it happens to  
11 me. I'm eight miles from Omak, which is one of the larger  
12 cities close to us. They're right across the river -- well,  
13 part of Omak is called East Omak is on our reservation. But  
14 I'm eight miles from Okanogan River to my house and I have to  
15 either use dialup, which I use for quite sometime, but being on  
16 council I feel it's really important to be connected. So I've  
17 had to go to satellite which is quite costly for many of our  
18 members when we have a high poverty rate and now our  
19 unemployment rate is 65 percent, so, how are people going to be  
20 able to pay for those extras like that? But you go eight miles  
21 the other side of Omak and they have it. So, what's the  
22 difference? And we know it's probably population but we have  
23 every right to the modern conveniences that everyone else does.

24 I hope, I truly hope that you will take a good look at  
25 the written comments that we have put in it, and I don't feel

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1 that any of them are unjust, but it'll help to bring us and our  
2 people into the modern times.

3 Thank you very much.

4 JUDGE FRIEDLANDER: Thank you.

5 Are there any questions from the Bench?

6 MS. MERCHAND: If the tribal leaders there don't mind  
7 me making one more statement I would like to.

8 JUDGE FRIEDLANDER: Sure. Go ahead.

9 MS. MERCHAND: Our primary recommendation is that this  
10 Commission deny the transaction. We realize that the  
11 Commission may find the transaction may be in the best in the  
12 public interest but, if so, we're requesting that certain  
13 conditions be imposed, and we have supplied those in writing  
14 and grouped them into eight categories: One being financial;  
15 two, DSL broadband; three, retail service quality; four, retail  
16 service and retail rates; five, which is really key to me based  
17 on the fact that they don't have on-site technicians to assist  
18 with their out-of-service circuits or any problem that may be  
19 in their infrastructure, and that's operations support system  
20 working with on-site tribal technical people; six, is another  
21 one which is of key importance, which I think Suzy can speak the  
22 most to, the Tribal Lifeline Linkup Program which we -- I know  
23 that both carriers are required to outreach to the tribal  
24 residents who may be eligible for those low rates, however,  
25 that outreach doesn't happen. The tribe has had to take it

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1 upon itself to make those residents aware and help them with  
2 filing applications and making them understand that they can  
3 access this low cost, even basic telephone service, however,  
4 some of the issues lie in the fact that incumbent carriers  
5 check with the State via offices and the tribe manages their  
6 own type of Medicaid called "TAFNNE," "Temporary Residence for  
7 Needy Families." They access that state database, and we also  
8 have [unintelligible] which qualifies them for those income  
9 phone service, so they need to be checking not with Washington  
10 State but with the tribe's program. I'm sure Suzy can expand  
11 on that.

12 Our 7th item, the 911 services which we currently have  
13 contracted with and worked with Qwest completely on. We spend  
14 quite a bit of money going into the upgrades in that and the  
15 compliance with the DSL and whatnot, we want to insure there's  
16 no issues with regard if and when CenturyLink and Qwest merge.  
17 The rate center consolidation was eight and capital investment  
18 and maintenance expenditures was our ninth area of condition.  
19 But, like they advised, we did put these comments in writing.  
20 We wanted to make sure that they were covered and on record.

21 That would be the end of my statement.

22 JUDGE FRIEDLANDER: Thank you.

23 Ms. Allen, did you have anything else?

24 MS. ALLEN: Yes. I would like to add about the  
25 Lifeline Linkup Program. What she said is true. They will



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1 call the State DHA office. I think a way to resolve that is  
2 that we require the carrier to develop a contact list for all  
3 tribal reservations from the programs that people can qualify  
4 for this program, that they have to get a directory of all  
5 tribes, so when they go to check to see if they legally qualify  
6 for the program I think that would help.

7 In our document that we have filed with you it is  
8 critical and key that tribal liaison office is developed for  
9 tribes to interface with CenturyLink. Consultation with tribes  
10 is a huge thing for us. We need to be consulted. The  
11 Macau Tribe had advised me that they have very poor customer  
12 service with CenturyLink on their reservation. We made inquiry  
13 to all the 26 tribes in the northwest but I only heard from the  
14 Macau. Our filing was -- this was short. We had only a week  
15 to turn around to try to get information from all the tribes.  
16 But all the tribes stand behind us. We firmly would like to  
17 see consultation, especially when they go to do any upgrades on  
18 our lands because, as we stated earlier, we have the issue of  
19 the dark fiber. If we can get consultation directly with the  
20 carrier, that would be a very big, huge step in this industry,  
21 because they've come on to our lands without our permission,  
22 without going through our law and order code permitting  
23 processes. So, that is very huge for us, otherwise, we  
24 wouldn't have known about the dark fiber and we had to send our  
25 technicians out to verify that it is there, that they found the

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1 fiber vault. That's really huge.

2           Again, consultation with the tribes so we can do  
3 better customer service on our lands and especially for the  
4 Lifeline Linkup Programs. Public safety is huge on our  
5 reservation. We're one point four million acres of mountainous  
6 terrain. By getting the antiquated facilities upgraded --  
7 again, I drive two mountain passes to our tribal headquarters.  
8 That's a 62-mile drive one way to Nespelem. There's no  
9 facilities going over those mountaintops such as fiber. So, if  
10 we can get that connection some way to start getting something  
11 in the ground for us tribes so we have the 21st century  
12 advantages of technology we would really appreciate it. Again,  
13 it goes back to consultation. We want to work with  
14 CenturyLink, but if they don't open that door, open that  
15 window, to help us, partner in any way to get fiber in the  
16 ground for the benefit of our tribal members and all across the  
17 Washington State tribes, we may never ever meet the 21st  
18 century technologies that we so deserve.

19           Thank you.

20           JUDGE FRIEDLANDER: Thank you.

21           MS. MULA: May I add?

22           JUDGE FRIEDLANDER: Sure.

23           MS. MULA: I did mention health. I want to stress the  
24 Tele-Meds, that would be a huge help for us. We, the tribe,  
25 did build health clinics in two of our districts but our main

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1 IHS facilities in Nespelem, and they could give help to give  
2 better service if we had broadband and right now -- Suzy is  
3 much more up to date on the different types of wire -- but I'm  
4 told that there was a DS-3 and it wasn't big enough to handle  
5 what they needed to put them into the other clinics. That is a  
6 drawback. Being as large as we are and mountainous, that type  
7 of Tele-Meds would be a huge help to us.

8 JUDGE FRIEDLANDER: Thank you.

9 Were there any questions from the Bench?

10 COMMISSIONER GOLTZ: Just a couple things. Thank you  
11 for coming all this way. We appreciate that. Thank you for  
12 having a backup plan with someone on the bridge line.

13 You mentioned the clinic in Inchelium has inadequate  
14 broadband or has zero broadband.

15 MS. ALLAN: In our Keller district which is located  
16 inbetween Inchelium and Nespelem they have no broadband. They  
17 only have copper. They have a little teleco which is probably  
18 not even 200 square feet. Very small. It's the size of an  
19 outhouse.

20 COMMISSIONER GOLTZ: Is there a school in Nespelem, as  
21 well,

22 MS. ALLAN: Yes.

23 COMMISSIONER GOLTZ: And they have zero broadband?

24 MS. ALLAN: The Nespelem School, because we got a  
25 community-connect broadband grant we helped them get connected.

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1 Before that they were utilizing CenturyLink through a T-1 but  
2 when we got our community-connect broadband grant and got the  
3 pipe to them.

4 MS. MERCHAND: With reference to the broadband  
5 capabilities and what Sheri is referring to, our main IHS  
6 facility at Inchelium in Okanogan County, which is CenturyLink  
7 territory, Portland area Indian Health Service planned to make  
8 our clinic a centralized hub for various surrounding Indian  
9 Health Service facilities on the Spokane Reservation, the  
10 Calistoga Reservation, Indian Health Clinic in Spokane and  
11 there were two others, off the top of my head. However, we did  
12 not make that happen because CenturyLink was unable to provide  
13 DS-3 capable services. They could not do that. They don't  
14 have that ability. Their facility cannot handle that. And,  
15 just like I said, our main agency campus which handles all of  
16 our governmental operations, public safety, emergency response,  
17 health care facilities, social services, education, we have all  
18 these agencies in each of the outlying districts that I  
19 mentioned earlier, same in Keller, which is Ferry County,  
20 Chelam, which is Ferry County and Omak, which is Okanogan  
21 County. Our governmental services and operations, health and  
22 safety, public safety, education, all, like I said, span over  
23 that one point four million acres and are very -- the voice and  
24 data services are completely reliant upon the costly T-1  
25 infrastructure through both of these ILEC.

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1           COMMISSIONER GOLTZ: I have no other questions. I was  
2 going to say some of the issues that you raised maybe not  
3 resolved or not able to be resolved in the context of this  
4 merger proceeding but they're still issues that might be  
5 ongoing. I'm thinking about the Lifeline Linkup issues that  
6 you have. I hope you feel free at any time to write us or call  
7 us. I was going to say, "Go to the website," but maybe that's  
8 not the right thing to say. But you can write a letter to the  
9 executive director and that will get to us and we'll be happy.  
10 That's a formal letter to the Commission.

11           MS. MERCHAND: Thank you ery much.

12           If we did note that within the settlement it was -- I  
13 believe Nespelem is mentioned as part of the communities for  
14 upgrade. We need all four of those communities to be on that  
15 listing as part of the condition.

16           JUDGE FRIEDLANDER: Thank you.

17           Thank you, Ms. Merchand.

18           Commissioner Jones, did you have any questions?

19           COMMISSIONER JONES: Just one question.

20           Thank you for coming all this way, as well.

21           This is Commissioner Jones for Ms. Merchand.

22           It's my understanding that you applied for two grants,  
23 two federal grants, one was B Top Grant through NTIA and one an  
24 RUS Grant with the U.S.D.A. You were denied for both those  
25 grants? Can you give a brief background as to how much you

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1 were asking for and why you were denied.

2 MS. MERCHAND: The first grant we actually applied  
3 through B Top only, and we have applied for 275 route fiber  
4 throughout the reservation along key routes, Highway 155,  
5 Highway 21, and Bridge Creek going over into Inchelium over to  
6 the Colville area. Our plans were to interconnect with the  
7 surrounding counties, Grant County, Okanogan County, Ferry  
8 County, and Steven County, which would also have bridged us a  
9 grant in Okanogan on part of knowing into it fiber network,  
10 basically making it one of the largest fiber networks in  
11 Washington State. Washington State did rank our first  
12 application as six in the top ten of their rankings of, I  
13 think, 220 applicants. I'm not sure on that. But the total  
14 cost on that, again, was 25 point four million for that 144  
15 strand fiber throughout the reservation, and we had key buy-ins  
16 and possible partnerships knowing that Grant County, Okanogan  
17 County, Ferry County and Stevens County.

18 The second grant we changed it up a little bit. The  
19 first grant was going to be a middle mile open access network.  
20 The second round we changed up and went with a last file open  
21 access network where we were going to go to another 285 miles  
22 of fiber connect and some directly to houses, 2,500, if I'm not  
23 correct, and those figures came out to be 26.4 million,  
24 somewhere in that area. I don't have my paperwork in front of  
25 me. We were not denied that particular grant. We made it

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1 through the due diligence phase and all the changes that the  
2 RUS had expected of us said it met their requirements of the  
3 grant, however, they were out of funds at that time.

4 MS. ALLAN: That was when it came up through the  
5 review process. We had met with U.S.D.A. back in November  
6 because we asked for a follow-up to find out why we weren't  
7 awarded.

8 COMMISSIONER JONES: Thank you for that.

9 JUDGE FRIEDLANDER: And thank you --

10 MS. ALLAN: I would like to add, because of our  
11 mountainous terrain, it'll cost to get fiber buried over those  
12 mountaintops because you have to have the speciality equipment  
13 to get it buried, so that drives the cost up, and now with the  
14 broadband grant that have been awarded, that's going to drive  
15 the cost of getting infrastructure for our tribe. We're  
16 looking at other avenues, as I stated earlier to try to get  
17 fiber buried on our reservation, but it's going to be at a cost  
18 because the fiber is going to go up and then we're worried  
19 about it being in stock. So, all that comes with a cost.

20 Thank you.

21 JUDGE FRIEDLANDER: Thank you.

22 Thank you all for your comments today.

23 Ms. Taylor.

24 MS. TAYLOR: I'd be happy to add some information.

25 ///

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1           MARY TAYLOR, having been duly sworn to tell the truth,  
2 the whole truth and nothing but the truth, testified on her  
3 oath as follows:

4

5           JUDGE FRIEDLANDER: You can proceed.

6           MS. TAYLOR: Good evening, Commissioners. I don't  
7 have answers -- my name is Mary Taylor with CenturyLink -- to  
8 all of the issues that the ladies just raised that testified,  
9 but a couple things I wanted to hit on. Namely, starting with  
10 Nespelem, as you know in the settlement agreement, that's one  
11 of the communities that we called out as one of the communities  
12 that will deploy broadband in. What I did after receiving a  
13 letter late yesterday afternoon is I went in to see when that  
14 central offices enable will that get us to the campus that they  
15 mentioned on the Nespelem and it will. And at campus -- this  
16 list is off your website -- I may miss something -- but it'll  
17 cover the Indian agency -- these are Colville Indian Agency,  
18 the Nespelem Bureau of Indian Affairs, Colville Business  
19 Council Tribal Offices, Colville Tribal Police Service, Colville  
20 Convalescent Center, the Colville Housing Authority, Colville  
21 Tribe -- I'm sorry -- Senior Center, the Health Services. I'm  
22 not sure what Colville Tribal Credit is. There's Colville  
23 Tribal Law on that campus, Colville Tribal School District,  
24 Colville Tribal Service Corp. and Trading Post Grocery Store.  
25 Again, as far as the other communities that have been



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1 mentioned, those communities, along with all of the others  
2 within the footprint, the combined company footprint will be  
3 evaluated in that 180-day plan. I can't tell you what the  
4 final outcome will be but that's one of the comments we've  
5 agreed to is to go through each exchange and look at those wire  
6 centers to see if the combined network is now, where we  
7 couldn't make it work previously, if the combined networks  
8 allowed us to do that and the Nespelem is an example, although  
9 we don't have all of the engineering records with the limited  
10 understanding of the networks that we have now, Nespelem where  
11 before it wouldn't work for us, with the Qwest combination,  
12 that's a community we can serve. We intend to look at the  
13 combined footprint for all of the communities. That's what the  
14 180-day report is intended to do.

15           As far as the W tap issue, another element of the  
16 settlement agreement is is to work with the staff on outreach  
17 efforts. There's also, specifically, as if there's a name  
18 change, which is what we did in the Embark settlement, there's  
19 notification to the tribal units or tribal agencies but there  
20 is a W tap. I don't remember what we called it in the  
21 settlement agreement but it's outreach program to work with the  
22 protection staff. I think that may alleviate or improve some  
23 of the efforts. I know on the CenturyLink side -- I can't  
24 speak to it on the Qwest side -- we have a very robust outreach  
25 program. It was implemented as a result of some F.C.C.

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1 activity.

2 So, again, I want to point out that with the  
3 deployment within the Nespelem central office we will help that  
4 main campus with the 1,300 feet of the central office so those  
5 will be covered.

6 COMMISSIONER GOLTZ: We may have more questions of  
7 that later when we process it through.

8 MS. TAYLOR: I wanted the ladies to know.

9 COMMISSIONER GOLTZ: You can have further  
10 conversations with them afterward.

11 MS. TAYLOR: Thank you.

12 JUDGE FRIEDLANDER: Thank you for your comments.

13 I believe we have one other comment. Ms. Brandon.

14 MR. FFITCH: Your Honor, partly for the information of  
15 the Colville Tribe representatives' written comment that was  
16 sent in will be included in the public comment exhibit and  
17 offered for the record along with other written comments that  
18 have been provided to the Commission, so it will formerly find  
19 its way into the record in that fashion unless the Commission  
20 wants to treat it in some other way.

21 JUDGE FRIEDLANDER: I wasn't going to suggest treating  
22 it in another way. I was going to reiterate what Mr. Cupp  
23 mentioned and that is we've received written comments through  
24 the 7th. All of those would be included with the public  
25 comment exhibit.

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1           JENNIFER BRANDON, having been duly sworn to tell the  
2 truth, the whole truth and nothing but the truth, testified on  
3 her oath as follow:

4

5           MS. BRANDON: Good evening. Thank you for the  
6 opportunity to comment, and I also apologize for being late.  
7 We should have met on the highway and taken advantage.

8           My name is Jennifer Brandon. I'm the executive  
9 director of community Voicemail. We're located in Seattle,  
10 Washington, but we provide services to approximately people  
11 living in approximately 25 of Washington's counties and an  
12 additional 44 cities around the country and in Canada.

13           I'm here on behalf of more than 10,000 Washingtonians  
14 who are low income and facing some kind of economic crisis.  
15 I'm also here on behalf of approximately 400 human service  
16 agencies who may be community-based organizations, what we call  
17 "CBO's" or government services organizations as well as  
18 libraries, churches, faith-based organizations, tribal support  
19 service, et cetera, and, basically, I'm here in the spirit of  
20 the new year, I guess, to say that I'm pleased to see that  
21 there were conditions applied to the merger, but my view is  
22 that they're somewhat wearied, they look like they have been  
23 through a weary process and I would like to take the  
24 opportunity to use this period to ask for some conditions that  
25 are more systemic and less transactional. What I mean by that

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1 is, that the State and so many of the people living in it are  
2 in crisis and I feel like this is an opportunity to kind of  
3 look at what hasn't worked and to try to make things better and  
4 contribute in a way that they can be better.

5 I'll go back for just a minute. Community Voicemail  
6 fulfills a safety net. It's a safety net for low income  
7 people. We provide a gap in the State of nation's school. We  
8 can fill a gap in the goal that the State and the nation has as  
9 ensuring telephone services by providing local telephone number  
10 and a private voice mailbox, community Voicemail allows our  
11 clients to access work, access veterans' benefits, find stable  
12 housing, shield from abusive relationships, maintain contact  
13 with friends and family. Despite our success in assisting  
14 clients in any of these ways we can see a growth in the  
15 population of people in need and our typical clients live on  
16 less than \$600 a month. My concern is that in this case the  
17 merger applicants projected that the merger of Qwest and U.S.  
18 West will serve the public interest by producing significant  
19 affects that will lead to substantial benefits for customers.  
20 They state the merger will, quote, "generate \$625,000,000 in  
21 annual operation and capital synergies," end quote. These  
22 synergies won't create new jobs. Where are these people going  
23 to go? They're going to be going to the organizations that I  
24 represent. These organizations are bursting at the seams and  
25 after next weeks session starts I think they'll be bursting

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1 even more. These are people who have lost their job, are  
2 probably going to lose their health insurance. If basic health  
3 goes away they don't have that option there losing their homes  
4 and they're being told to get in line with organizations who  
5 have also had to lose staff or just say let's do more with  
6 less. I'm not here to paint telephone companies or  
7 corporations as the bad guys, that's too easy, but we're all  
8 hurting and we are all digging really deep. And these  
9 synergies that are expected -- I guess I'll go back to the  
10 people who are facing this. They're getting in line. They're  
11 going to libraries. They're told to get on line and apply for  
12 benefits that may not exist and so many times people who are in  
13 crisis have no idea where to turn. These are people who are  
14 not used to going to social services so I guess I would -- I  
15 think there's a synergy for the companies but there's a cost  
16 shift and downstream that's hitting the CBO's and government  
17 agencies and families and faith-based organizations.

18 I think that this is an opportunity to look at more  
19 than transactional conditions and to think about how are there  
20 ways to prevent the cost shifting hurting more the  
21 organizations that are designed to be the safety net. These  
22 organizations are going as fast as they can. They're going to  
23 be seeing more and more people and those people are not  
24 necessarily -- they may be customers and benefit from the rate  
25 freeze or the promise that rates won't be hiked but they need

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1 more than that.

2           Final statement is that while competition may serve  
3 well the Washingtonians with access and who can afford a choice  
4 and telephone communication services, it doesn't extend to our  
5 clients. I've been doing this work for 12 years and when I  
6 tell people what I do and one of the first comments is, "Oh.  
7 You must get support from the telephone companies," and I would  
8 say, "Yeah. That's what everybody says but instead we've been  
9 viewed as competition." Again, that's not to put down the  
10 industry, that's to say that around 400 human services agencies  
11 are not necessarily having great relations with the telephone  
12 company and that just saying we're going to make lifeline  
13 outreach better, we've been trying to do that for over  
14 ten years. It doesn't work until somebody can figure out how  
15 it's profitable and that's how the wireless companies are  
16 doing. That's fine. That's absolutely fine. But let's not  
17 try to do that anymore. If it's not working let's try  
18 something else.

19           I guess I wanted to end my comments just by saying  
20 that I appreciate that we're all in hard situations and I'm  
21 grateful for this opportunity to give public comments,  
22 especially be the voice for so many of these hard working  
23 agencies and then the people who come to them and asking  
24 CenturyTel, Qwest and the Commission to use this merger as an  
25 opportunity to think a little more boldly, more systemically

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1 and please to involve the community safety net or the  
2 infrastructure that is in place.

3 Thank you.

4 JUDGE FRIEDLANDER: Thank you.

5 Were there any questions from the Bench?

6 Thank you.

7 Are there any other persons on the bridge line who  
8 would like to present comments to the Commission today?

9 It does not appear that there are any other  
10 individuals in the hearing room who have not already given  
11 comments or who indicated that they didn't want to give  
12 comments.

13 At this time I'll thank everyone for showing up and  
14 letting us hear your voice.

15 We're adjourned.

16 Thank you.

17 (Conclusion of proceedings.)

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Certificate

I, LESLEY E. KAY, a duly authorized Court Reporter and Notary Public in and for the State of Washington, residing in Olympia, do hereby certify;

That the foregoing proceedings were taken before me and thereafter transcribed by me by means of computer-aided transcription; that the transcript is a full, true and complete transcript of said proceedings;

That I am not a relative, employee, attorney or counsel of any party to this action, or relative or employee of any such attorney or counsel, and I am not financially interested in the said action or the outcome thereof;

That upon completion of signature, if required, the original transcript will be securely sealed and the same served upon the appropriate party.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this \_\_ day of January, 2011.

\_\_\_\_\_  
LESLEY E. KAY  
WA CCR #3244  
CA CSR #6847  
NV CCR #791