

**BEFORE THE WASHINGTON  
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Joint Application of  
Northwest Fiber Holdco, LLC, and BCE  
Holding Corporation for an Order  
Approving the Transfer of Control of Zipl  
Fiber Northwest, LLC to BCE Holding  
Corporation.

Applicant.

DOCKET UT-240951

ORDER 04

DENYING MOTION TO  
INTERVENE

**BACKGROUND**

- 1 On December 12, 2024, Northwest Fiber Holdco, LLC (Northwest Fiber or NWF) and BCE Holding Corporation (Bell Canada or BCE) filed with the Washington Utilities and Transportation Commission (Commission) a Joint Application for an Order Approving the Transfer of Control of Zipl Fiber Northwest, LLC (Zipl or ZFN) from Northwest Fiber to Bell Canada.
- 2 On April 23, 2025, the Commission convened a virtual prehearing conference before Administrative Law Judges (ALJ) Bijan Hughes and Jessica Kruszewski.
- 3 On May 13, 2025, the Commission issued Order 02 Prehearing Conference Order and Notice of Hybrid Evidentiary Hearing that set an evidentiary hearing for September 19, 2025.
- 4 On June 11, 2025, Staff informed the presiding officers that a settlement in principle had been reached among the parties and requested an expedited hearing on the settlement.<sup>1</sup> The parties further agreed to the hearing being presided over by Administrative Law

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<sup>1</sup> WAC 480-07-740(2)(c) (“Parties should inform the presiding administrative law judge as soon as they reach a settlement in principle and request that the commission suspend the procedural schedule or make other arrangements for filing and review of the parties’ settlement agreement after the parties have executed it.”).

Judges, sitting without the Commissioners who would issue an initial order after the hearing on settlement.<sup>2</sup>

- 5 On June 12, 2025, Northwest Fiber issued notice to its customers of the proposed transaction pursuant to Washington Administrative Code (WAC) 480-143-210.<sup>3</sup>
- 6 On June 13, 2025, the Commission issued a Notice Amending Procedural Schedule, Requiring Filing of Settlement Documents, Setting Hearing and Notice of Virtual Public Comment Hearing that set a settlement hearing for July 14, 2025, and a public comment hearing for July 16, 2025.
- 7 On June 27, 2025, the Joint Applicants filed their Settlement Agreement and Joint Applicant Testimony in Support of Settlement, which contained the joint testimony of Jessica Epley and Mark Graham.
- 8 On July 14, 2025, the Commission convened a hearing on the settlement agreement presided over by ALJs Hughes and Kruszewski. The Joint Applicants and Staff provided summary arguments in support of the Commission approving the settlement agreement.
- 9 On July 16, 2025, the Commission convened a virtual public comment hearing where two customers provided comment. None of the comments at the hearing opposed the merger, but one commenter, a former employee of Ziply, suggested the Commission condition the settlement on the requirement that call centers be returned to Washington state, and that the Joint Applicants be required to retain current employees for 18 months.<sup>4</sup>
- 10 Public Counsel received 29 public comments on the transfer of Ziply Fiber to BCE with 24 comments opposing the transfer and five comments supporting the transfer. One of the comments opposing the transfer was from “MediaTube.”

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<sup>2</sup> WAC 480-07-330(2)(“When serving alone as the presiding officer, the administrative law judge will enter one or more initial orders, unless the parties and the commission agree to waive an initial order, or applicable law prohibits entry of an initial order.”).

<sup>3</sup> We note that this filing was received prior to the close of the record but was inadvertently not added to the docket until July 25, 2025 – we consider it in reaching our decision. *In the Matter of an Order Approving the Transfer of Control to Ziply Fiber*, Docket UT-240951, Ziply Customer Notice June 12, 2025 (Jul 25, 2025).

<sup>4</sup> BR-1, Attachment A at 14.

- 11 On July 28, 2025, the ALJs entered an initial order, Order 03 Approving Settlement (Order 03), which approved the settlement among the parties and authorized the transfer of ownership of Zply from Northwest Fiber to BCE (Transfer of Ownership).<sup>5</sup>
- 12 On July 30, 2025, the Commission issued a Notice of Finality, converting Order 03 to a final order.
- 13 On August 11, 2025, MediaTube Corp. (MediaTube), a non-party, filed with the Commission a Motion to Intervene and Petition of MediaTube Corp. for Suspension of Procedural Schedule and, in the Alternative, Stay of Approval of the BCE Holding Corporation Acquisition of Zply Fiber Northwest, LLC (Petition to Intervene). In its Petition to Intervene, MediaTube requested that the Commission order the following:
1. Stay approval of the Transfer of Ownership;
  2. Suspend the procedural schedule;
  3. Order BCE to provide sworn declarations regarding MediaTube’s allegations;
  4. Take official notice of Canadian Federal procedures and exhibits filed with the Petition to Intervene.<sup>6</sup>

The Petition to Intervene further requests that the Commission “[r]equire BCE to adequately address the defaults and underlying allegations before further consideration.”<sup>7</sup>

- 14 On August 12, 2025, MediaTube filed in this docket MediaTube Corp.’s Motion to Supplement Record, Confirm Procedural Posture, and Request Shortened Response Time (Motion to Shorten Time) requesting that the Commission:
1. Supplement the record in this docket with material facts directly relevant to the public interest review;
  2. Confirm the procedural completeness and service of MediaTube’s August 11, 2025, filings;

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<sup>5</sup> *In the Matter of an Order Approving the Transfer of Control to Zply Fiber*, Docket UT-240951, Order 03 ¶¶ 89-92 (July 28, 2025).

<sup>6</sup> *In the Matter of an Order Approving the Transfer of Control to Zply Fiber*, Docket UT-240951, Motion to Intervene and Petition of MediaTube Corp. for Suspension of Procedural Schedule and, in the Alternative, Stay of Approval of the BCE Holding Corporation Acquisition of Zply Fiber Northwest, LLC (August 11, 2025).

<sup>7</sup> *In the Matter of an Order Approving the Transfer of Control to Zply Fiber*, Docket UT-240951, Motion to Intervene and Petition of MediaTube Corp. for Suspension of Procedural Schedule and, in the Alternative, Stay of Approval of the BCE Holding Corporation Acquisition of Zply Fiber Northwest, LLC (August 11, 2025).

3. Shorten the response time for opposing parties, consistent with the Commission's authority under WAC 480-07-385, to ensure a timely determination before the anticipated closing of the proposed transaction.

The Motion to Shorten Time seeks further relief including a request for official notice and a request for a shortened response time period to three business days, among other things.<sup>8</sup>

- 15 On August 13, 2025, the Commission issued a Notice of Opportunity to Respond to Petition for Intervention and Petition for a Stay, setting a deadline for parties to respond to the motions and petitions filed by MediaTube by Wednesday, August 20, 2025, at 5:00 p.m.
- 16 On August 14, 2025, MediaTube filed in this docket MediaTube Corp.'s Motion to Authorize Reply to Responses to Pending Motions and Petitions seeking permission from the Commission to file a reply and requesting in the alternative that MediaTube be "afforded a reasonable opportunity to respond to any new matters raised in opposition filings."<sup>9</sup>
- 17 On August 18, 2025, Staff filed Commission Staff's Response to MediaTube Corporation's Petition to Intervene requesting that the Commission deny MediaTube's petition to intervene as a late filing without any reason provided by MediaTube. Staff further asks the Commission to deny all additional motions and petitions filed by MediaTube because MediaTube is not a party to this matter. Staff's certificate of service of its response included a courtesy copy to MediaTube.
- 18 On August 20, 2025, NWF and BCE filed a declaration of Mark Graham, the Senior Vice President of Bell Canada, in response to the Petitions and motions filed by MediaTube and provided background information about MediaTube's litigation in Canadian courts against Bell Canada and refuting the allegations made by MediaTube. Mr. Graham also

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<sup>8</sup> *In the Matter of an Order Approving the Transfer of Control to Ziplly Fiber*, Docket UT-240951, MediaTube Corp.'s Motion to Supplement Record, Confirm Procedural Posture, and Request Shortened Response Time (August 11, 2025).

<sup>9</sup> *In the Matter of an Order Approving the Transfer of Control to Ziplly Fiber*, Docket UT-240951, MediaTube Corp.'s Motion to Authorize Reply to Responses to Pending Motions and Petitions (August 11, 2025).

notes in his declaration that Mr. Lloyd attended the public comment hearing on July 16, 2025, and filed written comments in this proceeding.<sup>10</sup>

- 19 On August 21, 2025, MediaTube filed a Notice of Non-Service and Motion to Strike BCE's August 20 Filing, or in the Alternative, to Extend Time to File a Response Thereto notifying the Commission that it had not received a courtesy copy of the Joint Applicants August 20, 2025, filing.
- 20 On August 22, 2025, NWF and BCE filed a Joint Response to MediaTube's Motion to Strike.
- 21 On August 25, 2025, MediaTube filed a Motion to Strike or Correct Misstatements and Motion for Leave to File a Limited Reply.

### DISCUSSION

- 22 Pursuant to RCW 80.12.020 and WAC 480-143-170, a public service company may not sell or otherwise dispose of any part of, or the whole, of its franchise without Commission order, and that a transaction of this sort must "at least demonstrate no harm to the public interest." The Commission also looks to the new Company's financial and managerial fitness to run the operations.

#### A. MediaTube's Petition to Intervene

- 23 Pursuant to WAC 480-07-340:

The commission will not grant party status to a person who fails to appear at the earliest prehearing conference if one is held, or hearing session if there is no prehearing conference, unless the person is excused from appearing by the presiding officer or shows good cause for failing to timely appear.

- 24 Similarly, pursuant to WAC 480-07-355:

*Late-filed petition to intervene.* The commission may grant a petition to intervene made after the initial hearing or prehearing conference, whichever occurs first, **only on a showing of good cause, including a satisfactory explanation of why the person did not timely file a petition to intervene.**

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<sup>10</sup> *In the Matter of an Order Approving the Transfer of Control to Ziply Fiber*, Docket UT-240951, Decl. of Mark Graham ¶ 13 (August 20, 2025).

- 25 Pursuant to RCW 35.04.443(1), a presiding officer should grant a petition to intervene only if the petitioner “qualifies as an inventor under any provision of law and that the intervention sought is in the interests of justice and will not impair the orderly and prompt conduct of the proceedings.”
- 26 MediaTube failed to file a petition for intervention prior to the pre-hearing conference, the close of discovery, the hearing date, or the date of the Notice of Finality. Its current petition is untimely.<sup>11</sup> Further, MediaTube has not provided a justification for intervention that would have been successful even if it had been timely filed. A post-judgment motion to intervene is an extraordinary remedy.<sup>12</sup> It is not warranted here as discussed below.
- 27 MediaTube has not provided any justification in any of its filings for filing a petition to intervene in this matter post-judgment, after the Commission entered Order 03 and issued a Notice of Finality. MediaTube was aware of these proceedings and provided public comment. MediaTube has demonstrated through its filings that it is legally sophisticated enough to file pleadings, yet failed to file a petition for intervention in a timely manner. We agree with Staff that MediaTube’s intervention at this stage of the proceedings would impair the orderly and prompt conduct of the proceeding and that failure to justify a request for intervention at this late stage of the proceedings should be fatal to MediaTube’s petition pursuant to WAC 480-07-355(1)(b). We find that the harm in disrupting the proceedings at this late stage far outweighs any possibly benefit to MediaTube’s intervention post judgment. Further, MediaTube has not provided any evidence that its allegations against any party in this matter have any merit and has not identified any harm that would occur if the Commission were to deny intervention other than its own conclusory statements.
- 28 On July 14, 2025, Douglas Lloyd, Chief Executive Officer of MediaTube filed a public comment detailing MediaTube’s allegations against BCE that are listed in the Petition to Intervene and MediaTube’s other motions filed in this matter. The same or substantially similar comment with attachments was also filed on July 14, 2025, by Dave Hagerman and Dennis Cameron. MediaTube has not argued that new facts have come to light between the date of its public comment on July 14, 2025, and August 11, 2205, when it

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<sup>11</sup> *WUTC v. Avista Corporation d/b/a Avista Utilities*, Docket U-170970, Order 04 (January 25, 2018).

<sup>12</sup> *Kreidler v. Eikenberry*, 111 Wn.2d 828, 832-833 (1989)(“Where a person seeks to intervene after judgment, the court should allow intervention only upon a strong showing after considering all circumstances, including prior notice, prejudice to the other parties, and reasons for and length of the delay.”).

filed its Petition to Intervene, that would justify the Commission granting intervention and staying any further proceedings in Docket UT-240951. MediaTube's allegations in its Petition to Intervene and subsequent filings were already before the Commission at the time the Commission issued Order 03 and its Notice of Finality. The information provided by MediaTube, Douglas Lloyd, Dave Hagerman, and Dennis Cameron was considered by the Commission and afforded the appropriate weight when the Commission entered Order 03.

- 29 The Commission's rules are in place to facilitate orderly and prompt disposition of issues and cases before the Commission. MediaTube has not provided a reason to apply an exception to the rules here.

**B. MediaTube's Motion to Shorten Time**

- 30 The Commission's regulations do not provide rules on a motion to shorten time, and MediaTube has cited no authority for the Commission to approve its motion. A request to shorten time is provided for in other jurisdictions in the State of Washington only on an emergency basis.<sup>13</sup> WAC 480-07-860(2) provides:

No party may file a response to a petition for stay unless the commission authorizes a response in a notice establishing the deadline for filing responses, which may also establish the date by which the commission intends to enter an order resolving the petition.<sup>14</sup>

- 31 Although MediaTube's petition is a petition for intervention, MediaTube seeks a stay of the proceedings so Commission rules that regulate a request to stay a proceeding apply to the Petition to Intervene. Under WAC 480-07-860(2), the responding parties' response deadline is set by the Commission and not by rule, so there is no response timeframe to shorten. Further, MediaTube sought to shorten the response time by the parties in this matter to three business days, which would have given the parties three calendar days to respond. Considering the nature of the allegations alleged by MediaTube and the timing of MediaTube's requests in relation to the procedural schedule in this matter, we do not

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<sup>13</sup> WAC 246-10-403(10) states "Motions to shorten time or emergency motions must be exceptions to the rule, and a party may only make such motions in exigent or exceptional circumstances"; King County LCR 7(b)(10) only allows motions to shorten time for "good cause" and does not permit a motion to shorten time to be incorporated into any other motion. These rules are looked to persuasively and not as precedent.

<sup>14</sup> WAC 480-07-860(2).

find that it would be in the public interest or fair to the parties in this matter to only permit three days for response.

**C. MediaTube’s Motion to Authorize a Reply**

32 WAC 480-07-860(2) as cited above only allows for responses from parties to a petition to stay upon Commission authorization. The Commission has authority based upon the rules to enter a decision on the Petition to Intervene and Motion to Shorten Time filed by MediaTube without response from parties. However, because the petition and motions were filed at such a late stage in the proceedings, and because of the nature of the allegations by MediaTube, the Commission authorized the parties to respond. Because the petition and motions are post-judgement, the Commission finds that it is in the public interest to issue a prompt order in this matter. Further, MediaTube is not a party to this proceeding and does not have standing to file motions to stay or for other actions in this proceeding.<sup>15</sup> For these reasons, MediaTube’s Motion to Authorize Reply is denied.

**D. MediaTube’s Motion to Strike BCE’s August 20 Filing.**

33 WAC 480-07-360(6) requires that: “Each party must serve documents by delivering copies to each person on the master service list.”<sup>16</sup> Further, WAC 480-07-360(8) requires that submissions “of one or more documents for filing to meet a single deadline in an adjudicative proceeding must include a certificate of service . . . .”<sup>17</sup>

34 MediaTube has alleged that it did not receive service of BCE’s filing on August 20, 2025, and stated that BCE did not file a certificate of service. MediaTube is not a party to this proceeding and is not included on the master service list so BCE was not required under the Commission’s rules to serve its responsive pleading on MediaTube in this matter. Further, no party to this matter has raised an issue with BCE’s filing on August 20, 2025. MediaTube’s Motion to Strike BCE’s August 20 Filing is denied as MediaTube is not a party to this matter and does not have standing to bring motions before the Commission in this docket.

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<sup>15</sup> WAC 480-07-860, “Any party may petition the commission to stay the effectiveness of a final order within ten days after the commission serves that order, unless the order or applicable statute provides otherwise.”

<sup>16</sup> WAC 480-07-360(6).

<sup>17</sup> WAC 480-07-360(8).



**E. Remaining Motions filed by MediaTube in this Docket**

35 Because we deny MediaTube’s Petition to Intervene, we need not reach the merits of  
MediaTube’s remaining motions. Such requests are the privilege of intervenors, i.e.,  
parties. MediaTube, like all members of the general public, is entitled to file public  
comments pursuant to WAC 480-07-498. MediaTube did make such comments here;  
they have been given an opportunity to present the merits of their arguments to this  
body.<sup>18</sup>

**FINDINGS AND CONCLUSIONS**

- 36 (1) The Commission is an agency of the State of Washington vested by statute with  
the authority to regulate the rates, rules, regulations, practices, accounts,  
securities, transfers of property and affiliated interests of public service  
companies, including telecommunication companies.
- 37 (2) Northwest Fiber Holdco, LLC is engaged in the business of furnishing  
telecommunications services within Washington State as a public service  
company. As a public service company, Northwest Fiber Holdco, LLC, and its  
subsidiary, Ziply Fiber Northwest, are subject to Commission jurisdiction.
- 38 (3) Bell Canada Corporation, a wholly-owned subsidiary of Bell Canada, is  
purchasing Ziply Fiber Northwest, a public service telecommunications company,  
which is subject to Commission jurisdiction.
- 39 (4) The administrative law judge who entered the Initial Order reviewed the  
Conditions in the proposed Settlement Agreement, and entered the order  
approving the Settlement Agreement. Neither the Commission nor the parties  
sought administrative review, and the Initial Order became final on July 30, 2025,  
when the Commission issued a Notice of Finality.
- 40 (5) MediaTube’s Motion for Intervention is untimely. MediaTube clearly was aware  
of the hearing, based on its filing of public comments in BR-1, Attachment A, but  
it does not articulate an adequate justification for its untimely motion.
- 41 (6) The prejudicial consequence to the parties in this docket by allowing a post-final  
order intervenor to delay proceedings would far outweigh any possible benefit to  
approving a late-filed petition to intervene.

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<sup>18</sup> BR-1, Attachment A at 5-10.

- 42 (7) MediaTube is not a party to this matter and lacks standing to bring a motion to stay, supplement the record, or otherwise act as party to this proceeding. All such filed motions are moot and not properly before the Commission.

**ORDER**

THE COMMISSION ORDERS:

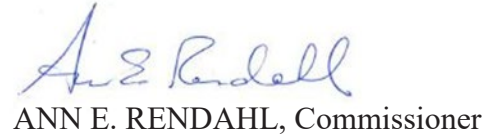
- 43 (1) MediaTube Corp.'s August 11, 2025, Motion to Intervene is DENIED,
- 44 (2) MediaTube Corp.'s August 11, 2025. Petition of MediaTube Corp. for Suspension of Procedural Schedule and, in the Alternative, Stay of Approval of the BCE Holding Corporation Acquisition of Ziply Fiber Northwest, LLC and all requested relief is DENIED in its entirety for lack of standing as a party.
- 45 (2) MediaTube Corp.'s August 12, 2025, Motion to Supplement Record, Confirm Procedural Posture, and Request Shortened Response Time and all requested relief is DENIED in its entirety for lack of standing as a party.
- 46 (3) MediaTube Corp.'s August 14, 2025, Motion to Authorize Reply to Responses to Pending Motions and Petitions and all requested relief is DENIED in its entirety for lack of standing as a party.
- 47 (4) MediaTube Corp.'s August 21, 2025, Notice of Non-Service and Motion to Strike BCE's August 20 Filing, or in the Alternative, to Extend Time to File a Response Thereto and all requested relief is DENIED in its entirety for lack of standing as a party.
- 48 (5) MediaTube Corp's August 22, 2025, MediaTube Corporation's Supplement to its August 21, 2025, Motion to Strike- Applicants' August 20, 2025, and August 22, 2025, Filings for Improper Service and Denial of Fair Process and all requested relief is DENIED in its entirety for lack of standing as a party.
- 49 (6) MediaTube Corp's August 25, 2025, MediaTube Corp's Procedural Motion to Strike or Correct Misstatements in Applicants' August 20, 2025, Filing; and Motion for Leave to File a Limited Reply and all requested relief is DENIED in its entirety for lack of standing as a party.

DATED at Lacey, Washington, August 27, 2025.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION



BRIAN J. RYBARIK, Chair



ANN E. RENDAHL, Commissioner



MILTON H. DOUMIT, Commissioner