

**BEFORE THE WASHINGTON
UTILITIES AND TRANSPORTATION COMMISSION**

In the Matter of the Notice of
Transaction and Application of

CENTURYLINK

For an Order Declining to Assert
Jurisdiction Over, or, in the Alternative,
Expedited Approval of the Indirect
Transfer of Control of Level 3
Communications, LLC, Broadwing
Communications, LLC, Wiltel
Communications, LLC, Global Crossing
Telecommunications, Inc., Global
Crossing Local Services, Inc., and Level
3 Telecom of Washington, LLC to
Centurylink, Inc.

DOCKET UT-170042

ORDER 02

PREHEARING CONFERENCE
ORDER; NOTICE OF HEARING
(Set for Thursday, May 25, 2017,
at 9:30 a.m.)

- 1 **NATURE OF PROCEEDING.** On January 17, 2017, CenturyLink (CenturyLink or Company) filed with the Washington Utilities and Transportation Commission (Commission) a Notice of Transaction and Application for an Order Declining to Assert Jurisdiction Over, or, in the Alternative, Expedited Approval of the Indirect Transfer of Control of Level 3 Communications, LLC, Broadwing Communications, LLC, WilTel Communications, LLC, Global Crossing Telecommunications, Inc., Global Crossing Local Services, Inc., and Level 3 Telecom of Washington, LLC to CenturyLink, Inc.
- 2 **CONFERENCE.** The Commission convened a prehearing conference in this docket at Olympia, Washington on February 8, 2017, before Administrative Law Judge Gregory J. Kopta.
- 3 **APPEARANCES.** Lisa Anderl, Seattle, Washington, represents CenturyLink. Catherine Wang and Danielle Burt, Morgan, Lewis & Bockius LLP, Washington, D.C., and Kristie Ince, Vice President State Regulatory and Legislative Affairs, Frisco, Texas, represent Level 3. Lisa W. Gafken, Assistant Attorney General, Seattle, Washington, represents the Public Counsel Unit of the Washington Office of the Attorney General (Public Counsel). Jennifer Cameron-Rulkowski, Assistant Attorney General, Olympia, Washington,

represents the Commission's regulatory staff (Commission Staff or Staff).¹ Contact information provided at the conference for the parties' representatives is attached as Appendix A to this order.

- 4 **AGREEMENT TO ELECTRONIC FILING AND SERVICE.** All parties have agreed to service electronically. The Commission will serve only electronic copies of documents in this docket, and the parties are required to file with the Commission and serve only electronic copies.
- 5 **PROTECTIVE ORDER.** The parties asked that the Commission enter a protective order in this docket under RCW 34.05.446, RCW 80.04.095, WAC 480-07-420 and WAC 480-07-423 to protect the confidentiality of proprietary information. The Commission granted the request and has entered a protective order in this docket.
- 6 **DISCOVERY.** The parties may conduct discovery pursuant to the Commission's discovery rules, WAC 480-07-400 – 425, except that pursuant to the parties' agreement, responses to data requests are due within five business days. The Commission urges the parties to work cooperatively together to avoid having to bring discovery matters forward for formal resolution.
- 7 **PROCEDURAL SCHEDULE.** The parties developed a procedural schedule based on guidance the Commission provided during the conference. The Commission adopts this procedural schedule, which is attached to this Order as Appendix B.
- 8 **DOCUMENT FILING REQUIREMENTS.** Parties must file all pleadings, motions, briefs, and other prefiled materials in compliance with all of the following requirements:
 - (a) Parties must submit electronic copies in native Microsoft format (Word, Excel, etc.) and searchable Adobe Acrobat (.pdf) of all documents by 5:00 p.m. on the filing deadline established in the procedural schedule (or other deadline as applicable) unless the Commission orders otherwise. If any of the documents contain information that is designated as confidential or highly confidential, the party must also file an electronic copy (in Adobe Acrobat (.pdf) of the redacted version of each such document. Parties must follow

¹ In formal proceedings, such as this, the Commission's regulatory staff participates like any other party, while the Commissioners make the decision. To assure fairness, the Commissioners, the presiding administrative law judge, and the Commissioners' policy and accounting advisors do not discuss the merits of this proceeding with the regulatory staff, or any other party, without giving notice and opportunity for all parties to participate. See RCW 34.05.455.

WAC 480-07-140(5) in organizing and identifying electronic files. Parties may submit documents electronically through the Commission's Web Portal (www.utc.wa.gov/e-filing) or by email to records@utc.wa.gov.

- (b) Parties must electronically serve the other parties and provide courtesy electronic copies of filings to the presiding administrative law judge (gkopta@utc.wa.gov) by 5:00 p.m. on the filing deadline unless the Commission orders otherwise. If parties are unable to email copies, they may furnish electronic copies by delivering them on a flash drive, DVD, or CD.

- 9 **EXHIBITS FOR CROSS-EXAMINATION.** Parties are required to file with the Commission and serve all proposed cross-examination exhibits by **5 p.m., May 19, 2017**. The Commission requires electronic copies in native format, if available, and searchable Adobe Acrobat (.pdf). If any of the exhibits contain information that is designated as confidential or highly confidential, the party must also file one electronic copy (in Adobe Acrobat (.pdf)) of the redacted version of each such exhibit. The exhibits must be grouped according to the witness the party intends to cross examine with the exhibits.
- 10 **EXHIBIT LISTS.** Each party must file a list of all exhibits the party intends to introduce into the evidentiary record, **including all prefiled testimony and exhibits, as well as cross-examination exhibits**. The parties must file and serve their exhibit lists by **5 p.m., May 19, 2017**.
- 11 **CROSS-EXAMINATION TIME ESTIMATES.** Each party must provide a list of witnesses the party intends to cross-examine at the evidentiary hearing and an estimate of the time that party anticipates the cross-examination of that witness will take. Parties should not file witness lists or cross-examination time estimates but must provide them to the administrative law judge and the other parties by **5 p.m., May 19, 2017**.
- 12 **NOTICE OF HEARING:** The Commission will hold an evidentiary hearing in this matter on **May 25, 2017, at 9:30 a.m.**, in the Commission's Hearing Room, Second Floor, Richard Hemstad Building, 1300 S. Evergreen Park Drive S.W., Olympia, Washington.
- 13 **ALTERNATE DISPUTE RESOLUTION.** The Commission supports the informal settlement of matters before it. Parties are encouraged to consider means of resolving disputes informally. The Commission has limited ability to provide dispute resolution services. If you wish to explore those services, please contact Gregory J. Kopta, Director, Administrative Law Division (gkopta@utc.wa.gov or 360-664-1355).

14 **NOTICE TO PARTIES:** A party who objects to any portion of this Order must file a written objection within ten (10) calendar days after the service date of this Order, pursuant to WAC 480-07-430 and WAC 480-07-810. The service date appears on the first page of the order in the upper right-hand corner. Absent such objection, this Order will control further proceedings in this matter, subject to Commission review.

Dated at Olympia, Washington, and effective February 14, 2017.

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

Gregory J. Kopta
Administrative Law Judge

APPENDIX A			
PARTIES' REPRESENTATIVES DOCKET UT-170042			
PARTY	REPRESENTATIVE	PHONE	E-MAIL
CenturyLink	Lisa Anderl	(206) 345-1574	lisa.anderl@centurylink.com
	Maura Peterson		maura.peterson@centurylink.com
	Josie Addington		josie.addington@centurylink.com
Level 3	Pamela Hollick		pamela.hollick@level3.com
	Kristie Ince		kristie.ince@level3.com
	Danielle Burt	(202) 373-6000	danielle.burt@morganlewis.com
	Catherine Wang		catherine.wang@morganlewis.com
Commission	Jennifer Cameron-Rulkowski	(360) 664-1186	jcameron@utc.wa.gov
	Jing Roth		jroth@utc.wa.gov
	Tim Zawislak		tzawisla@utc.wa.gov
	Betsy DeMarco		bdemarco@utc.wa.gov
Public Counsel	Armikka Bryant	(206) 389-2055	armikkab@atg.wa.gov
	Assistant Attorney General		PCCSeaEF@atg.wa.gov
	Corey Dahl Regulatory Analyst		coreyd@atg.wa.gov
	Chanda Mak Legal Assistant		chandam@atg.wa.gov

**APPENDIX B
PROCEDURAL SCHEDULE
DOCKET UT-170042**

EVENT	DATE
CenturyLink and Level 3 Direct Testimony and Exhibits ²	February 10, 2017
Settlement Conference (parties only)	Week of March 27
Staff and Public Counsel Response Testimony and Exhibits	April 12, 2017
Rebuttal and Cross-Answering Testimony and Exhibits	May 4, 2017
Cross-Examination Exhibits, Witness Lists, and Time Estimates	May 19, 2017
Evidentiary Hearing	May 25, 2017
Post-Hearing Briefing	TBD

² Response time to all data requests will be 5 business days.