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1 BEFORE THE WASHINGTON UTILITIES AND
2 TRANSPORTATION COMMISSION
3 In the Matter of the)
4 Application of)
5 QWEST CORPORATION)
6) Docket No. UT-021120
7 Regarding the Sale and)
8 Transfer of Qwest Dex to) Volume III
9 Dex Holdings, LLC, a) Pages 130 to 203
10 non-affiliate,)
11 _____)

9 A hearing in the above matter was held on May
10 15, 2003, from 9:40 a.m to 10:30 a.m., at 1300 South
11 Evergreen Park Drive Southwest, Room 206, Olympia,
12 Washington, before Administrative Law Judge DENNIS MOSS.

13 The parties were present as follows:
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1 P R O C E E D I N G S

2 JUDGE MOSS: Good morning, everyone. We are
3 convened in the matter of the Application of Qwest
4 Corporation Regarding the Sale and Transfer of Qwest Dex
5 to Dex Holdings, LLC, a non-affiliate, Docket Number
6 UT-021120, and we are here for what should be our final
7 pre-hearing conference before our evidentiary
8 proceedings next week.

9 As the first order of business, let's take
10 appearances, and then we will get on with the business
11 at hand. Let's start with the company.

12 MS. ANDERL: Thank you, Your Honor, Lisa
13 Anderl and Adam Sherr, in-house attorneys representing
14 Qwest.

15 MR. ROSELLI: This is Phil Roselli on the
16 phone.

17 JUDGE MOSS: All right, Mr. Roselli, thank
18 you, welcome.

19 MR. ROSELLI: Thank you.

20 JUDGE MOSS: Go ahead.

21 MR. HARLOW: Good morning, Your Honor, Brooks
22 Harlow representing Dex Holdings, LLC, and we have a
23 representative on the phone as well.

24 JUDGE MOSS: Okay.

25 MR. CAMERON: Richard Cameron, Dex Holdings,

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1 LLC.

2 JUDGE MOSS: Okay, let's go ahead just around
3 the room.

4 MR. MELNIKOFF: Stephen Melnikoff
5 representing the Department of Defense and all other
6 Executive Agencies, Federal Executive Agencies.

7 MR. BUTLER: Arthur A. Butler representing
8 WeBTEC.

9 MR. CROMWELL: Robert Cromwell on behalf of
10 Public Counsel.

11 MR. TRAUTMAN: Greg Trautman, Assistant
12 Attorney General for Commission Staff.

13 MS. SMITH: Your Honor, this is Shannon Smith
14 also for Commission Staff. I have not yet appeared in
15 this matter, would you like me to make a full appearance
16 for the record?

17 JUDGE MOSS: You previously filed a written
18 notice of appearance.

19 MS. SMITH: I have, Your Honor.

20 JUDGE MOSS: So I think we're covered on
21 that, appreciate that.

22 MS. SMITH: Thank you, Your Honor.

23 JUDGE MOSS: We know where you live.

24 All right, now we have Mr. Kopta informed me
25 yesterday that I gather they will not be participating

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1 actively in our proceedings, and so he asked to be
2 excused. Also heard from Roseman this morning, very
3 early this morning, that he is ill and also asked to be
4 excused. And noted, well, let's see, I guess with
5 respect to Roseman's party, AARP is working in concert
6 with Public Counsel and WeBTEC and so is represented in
7 that sense today. And then Mr. Kopta, of course,
8 represents XO Washington, and I gather they wish to
9 remain informed but not participate actively in today's
10 proceedings.

11 Does that complete our appearances?

12 All right, I think I will ask if there is
13 anything preliminary to our hearing preparations,
14 anything the parties wish to share with the Bench.

15 MR. HARLOW: Just to inform the parties, we
16 have distributed revisions to the Kennard testimony, and
17 we were not able to get the Kalt revisions prepared by
18 today. We will have those ready Monday, and they will
19 be hole punched this time. And those revisions, simply
20 just so everyone is on the same page, what we did was we
21 changed the color of the paper, of course, and it's all
22 driven by the redesignation of WEK-3 as a
23 non-confidential exhibit. And in order to maintain the
24 same pagination and the same exact location of all the
25 words and the line numbers, we have put in stars where

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1 the words begin highly confidential and end highly
2 confidential. So if you're working off an old version,
3 the page and line numbers will still match up, but we
4 will get out revised pages with the correct colors as
5 soon as we can.

6 JUDGE MOSS: And I should note for the record
7 that I received yesterday revisions to was it just
8 Dr. Blackmon's testimony for Staff?

9 MR. TRAUTMAN: Yes.

10 JUDGE MOSS: So if everybody doesn't have
11 those, you will want to check with Staff today to make
12 sure that you're up to date on that.

13 Anything else preliminary?

14 MR. TRAUTMAN: Your Honor, I don't know if
15 this would come up early or later. A number of the
16 parties have outstanding data request responses. I just
17 had one I wanted to mention in particular because we
18 issued it on May 13th, and it involved an article in the
19 Denver Post that came out that day, so we weren't able
20 to issue it until that day. And we have asked for an
21 expedited response. We had asked for a response by
22 tomorrow if possible, but certainly we don't want to, if
23 possible, wait the full two weeks to get the answer if
24 the response can be expedited.

25 MS. ANDERL: Your Honor, that data request

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1 was sent to Qwest, and we believe we will be able to
2 respond by the close of business tomorrow. We
3 understand the need or Staff's perceived need for the
4 information before the hearing. If we are able to
5 formulate and complete a response today, we will not sit
6 on it, we will get it out.

7 JUDGE MOSS: Okay.

8 Our principal business today is to prepare
9 ourselves for hearing and hopefully for an efficient
10 hearing. I have distributed this morning a copy of our
11 estimated cross-examination times, which is a composite
12 of the information that you all sent me in response to
13 some E-mails that I had sent to you. And I just frankly
14 estimated the total down there adding the minutes up in
15 my head and dividing by 60 and came up with about 34
16 hours. I probably made a mathematical error, but I
17 doubt it is a serious one. So we're looking at a
18 considerable amount of cross-examination time estimated
19 in this proceeding for our 14 witnesses. We also, of
20 course, can expect some examination from the Bench that
21 we need to add to that as well. So I think I will just
22 go ahead and encourage you all at this juncture to be as
23 efficient as you can be in conducting your
24 cross-examination, and I'm sure you will do that.
25 There's a certain momentum that develops as these cases

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1 proceed beyond the first day, and things do tend to get
2 more efficient, so hopefully we will be able to work
3 within the five day time frame.

4 I should mention in that connection, and I
5 think I did mention this previously informally but I
6 will mention formally today that we will start each day
7 at 9:00. We will take a morning recess. Current
8 practice seems to be about 15 minutes for those. And
9 we'll take a luncheon recess, and again current practice
10 has been 90 minutes, although we may have to truncate
11 that on a day or two. Thursday we will be in recess
12 after 11:00 a.m. for the balance of that day due to the
13 conflict of other business. And it may be necessary to
14 go a little late on some evenings. I would not
15 anticipate -- I do not anticipate at this time that we
16 will go very late, as we have done in some hearings in
17 the past, which some of you had the pleasure to be
18 participants in. And I don't think we will do any of
19 that, but we may very well be here until 5:30, 6:00 on
20 an occasional evening to finish a witness or something
21 like that.

22 Even with that, it's a tight schedule to do
23 in one week. We have set aside, as I indicated to you
24 in an earlier E-Mail communication, a week from
25 Thursday, I don't have a calendar in front of me for

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1 that date, but that day and then the following Friday,
2 the 29th and 30th, as reserve days. So if we need them,
3 we'll use them.

4 MR. MELNIKOFF: Which days?

5 JUDGE MOSS: 29th and 30th.

6 Okay, so that's that piece.

7 The cross-examination exhibits, we started a
8 little late this morning because the parties were busily
9 organizing and handing those up, and I now have most of
10 the Bench covered with large volumes of paper that you
11 all have nicely organized in accordance with my request,
12 and I appreciate that very much, because it's going to
13 make our morning efficient, and you all will be able to
14 go get some breakfast or what have you.

15 So I have also distributed this morning a
16 preliminary exhibit list, and I did arrive early this
17 morning and provided numbers. I reserved 50 numbers at
18 the beginning. Frankly, part of the reason for that was
19 because I wasn't quite sure how we were going to handle
20 the transaction documents, and I thought, well, we may
21 have to number each of them individually, and so I
22 reserved a large number. I have discussed informally
23 with counsel for Qwest the transaction documents which
24 are sitting here, and I'm indicating those two large
25 volumes, portions of which are confidential or

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1 designated confidential, portions of which are
2 designated highly confidential. I do believe that the
3 most efficient thing to do is to just treat these as a
4 composite exhibit with portions designated confidential
5 and highly confidential. Ms. Anderl tells me that the
6 company can provide me with a list of the bates numbers
7 of the pages that are either confidential or highly
8 confidential, and so I will make a fairly elaborate
9 entry for this exhibit in the description on the exhibit
10 list, but it will simply be Exhibit 1, and we will just
11 call it the transaction documents, and then I will flesh
12 that description out at a later time and furnish that to
13 you.

14 I will continue, since I have already
15 provided numbers, however, and for the sake of
16 efficiency I'm going to stay with that numbering system.
17 Numbers 2 through 50 will be reserved, and if we have
18 Bench exhibits or some unanticipated material, we will
19 use those numbers for that, or we may simply end up not
20 using a significant part of that set.

21 And so with that said, we can turn the page
22 there, and we see we have Mr. Burnett as our first
23 witness. I basically arranged these by party and in
24 order of anticipated presentation, and so while
25 Mr. Burnett will not actually be our first witness at

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1 hearing, that will be Mr. Kennard, that's the
2 arrangement in the exhibit list, by party and then
3 witness order.

4 And so just a note on that to mention before
5 I get into the numbers, obviously there is the
6 possibility of some error in my numbering or in my
7 description or in identifying exhibits. I will ask you
8 all to check carefully your own witnesses and your own
9 sets of exhibits and bring any errors that I have made
10 to my attention, and then we can correct the exhibit
11 list accordingly. So nothing graven in stone here, no
12 risk to anyone involved, but I don't want -- I do not
13 want to spend a great deal of time today going through
14 each exhibit one at a time. That takes too much time.
15 So let me then identify the exhibits as I have numbered
16 them, and we'll make corrections. If you catch one or
17 two now, we can do that on the record. Otherwise we'll
18 make them later.

19 So beginning with Mr. Burnett, Exhibit Number
20 51 will be his direct testimony, and then his other
21 direct exhibits are 52 and 53. No cross exhibits have
22 been indicated for Mr. Burnett, but I have reserved
23 numbers 54 through 60 in the event there is some
24 unanticipated cross-examination exhibit for that
25 witness.

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1 Mark S. Reynolds pre-filed direct testimony
2 actually adopting, this is the adopted testimony of
3 Ms. Jensen, I have designated that as Exhibit 61. And
4 then the remaining adopted exhibits by Mr. Reynolds are
5 62 and 63, and then his rebuttal testimony is 64, and
6 his final direct exhibit is 65. These are all as
7 described.

8 MS. ANDERL: Your Honor, can I just talk
9 about that for a minute.

10 JUDGE MOSS: Sure.

11 MS. ANDERL: We filed an errata a couple of
12 days ago. The adoption of TAJ-5C by Mr. Reynolds was
13 inadvertently left out of his testimony. That is not
14 intended to be an abandoned exhibit.

15 JUDGE MOSS: Uh-oh.

16 MS. ANDERL: But I think I see a solution.
17 You have left TAJ-2C and 3C don't need to be numbered
18 Exhibit Number 62, because they have separate numbers
19 under Ms. Koehler-Christensen, so we can just slide
20 TAJ-4C up to be Number 62.

21 JUDGE MOSS: Serendipity has taken a hand.
22 Okay, you're quite right.

23 MS. ANDERL: Make sense?

24 JUDGE MOSS: Yes, it does.

25 MS. ANDERL: Great.

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1 JUDGE MOSS: All right. I did this in one
2 other place, and I bet we're going to run into a problem
3 there that serendipity will not resolve, but.

4 All right, so let me correct then on the
5 record then Exhibit 61, again the direct testimony of
6 Theresa Jensen adopted by Mr. Reynolds, and then the
7 other adopted exhibits are Number 62, which is adopting
8 TAJ-4C, and 63, which is adopting TAJ-5C, and then
9 Mr. Reynolds' rebuttal and remaining exhibits are 64 and
10 65. Our cross exhibits for Mr. Reynolds begin with
11 Public Counsel's, and their first, Public Counsel's
12 first indicated potential cross-examination Exhibit
13 Number 66, Qwest Data Request Response to ATG 8-140,
14 Attachment B.

15 MR. CROMWELL: Your Honor.

16 JUDGE MOSS: Yes.

17 MR. CROMWELL: I would like to strike
18 Attachment B.

19 JUDGE MOSS: Okay.

20 MR. CROMWELL: What I have distributed is the
21 entire response.

22 JUDGE MOSS: All right.

23 MR. CROMWELL: Not just Attachment B.

24 JUDGE MOSS: Okay.

25 MR. CROMWELL: That's my correction.

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1 JUDGE MOSS: And then the Public Counsel's
2 cross exhibits carry through number 73, and we pick up
3 Staff's with Number 74, their first cross exhibit being
4 described as the purchase agreement in our exhibit list.

5 MR. BUTLER: Excuse me, Your Honor, can I
6 just clarify that these cross exhibits designated Public
7 Counsel are Public Counsel, AARP, and WeBTEC.

8 JUDGE MOSS: Excuse me, thank you, and,
9 Mr. Butler, that carries through all of the exhibits
10 designated as Public Counsel.

11 MR. BUTLER: Yes, that's correct.

12 JUDGE MOSS: As I understand it, so that's
13 right. And we can actually --

14 MR. BUTLER: The shorthand is fine, just so
15 that's --

16 JUDGE MOSS: All right, well, I will probably
17 amend the exhibit list at some point to make that clear.

18 All right, again, Staff picks up at 74 with
19 the purchase agreement, and Staff's cross exhibits carry
20 through Number 92 as described in the exhibit list.

21 MR. TRAUTMAN: Your Honor.

22 JUDGE MOSS: Yes.

23 MR. TRAUTMAN: May I make just one point,
24 particularly with Exhibits 74 to 82, these were among
25 the documents that come out of the transaction

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1 documents, and I mentioned this to Qwest as well as Dex
2 Holdings, that even though they're marked for
3 Mr. Reynolds, they have broad applicability, and they
4 may well be asked of other witnesses as well.

5 JUDGE MOSS: Sure, and we have the
6 transaction, all of the transaction documents as Exhibit
7 Number 1, and so those are available for reference if
8 necessary throughout the hearing, so thank you.

9 MR. HARLOW: Your Honor, we assume that that
10 applies to all witnesses and all exhibits.

11 JUDGE MOSS: Sure, yeah, exhibits typically
12 can be referred to rather freely.

13 Okay, I reserved Numbers 93 through 100 for
14 any unanticipated exhibits for Mr. Reynolds.

15 That brings us to Philip E. Grate for the
16 company, and his pre-filed direct is marked as Number
17 101, and his direct exhibits including rebuttal
18 testimony carry through number 111. And then the cross
19 exhibits we pick up with Public Counsel, WeBTEC, and
20 AARP at 112.

21 MR. CROMWELL: Your Honor.

22 JUDGE MOSS: Yes.

23 MR. CROMWELL: Two corrections there. Your
24 entry for Exhibit 114, which is Qwest Data Response to
25 ATG 133.

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1 JUDGE MOSS: Mm-hm.

2 MR. CROMWELL: I would like to insert a
3 parenthetical that says excerpt. This was a rather
4 voluminous document, and rather than crowd the record,
5 we provided just an excerpt, and that's -- it is
6 numbered by just the amount of the excerpt for reference
7 during the hearings, but everyone has a copy of that.

8 JUDGE MOSS: All right, the description for
9 114 will note that it is an excerpt.

10 MR. CROMWELL: And then on 115, if you could
11 strike that entry, because it is a duplicate of what we
12 have already marked as Exhibit 66.

13 JUDGE MOSS: Okay. I think we'll just strike
14 through instead of renumbering.

15 MR. CROMWELL: Okay.

16 JUDGE MOSS: All right. And so with those
17 notations, Public Counsel's cross exhibits for Mr. Grate
18 carry through Number 126 as described in the exhibit
19 list.

20 127 through 130 will be reserved.

21 Our next witness indicated here is Ann
22 Koehler-Christensen, and her direct, or I'm sorry,
23 actually it's a rebuttal testimony is Number 131. And
24 Ms. Koehler-Christensen's direct exhibits include 132
25 and 133, and then she has adopted a couple of Theresa

0159

1 Jensen's exhibits, TAJ-2C will be 134, and TAJ-3C will
2 be 135.

3 MS. ANDERL: Your Honor.

4 JUDGE MOSS: Yes.

5 MS. ANDERL: Never mind, I understand how it
6 works between Mr. Reynolds and Ms. Koehler-Christensen.

7 JUDGE MOSS: Okay, I hope I do.

8 Cross exhibits, we begin with Number 136,
9 which is for the Department of Defense, Federal
10 Executive Agencies.

11 MR. MELNIKOFF: Your Honor.

12 JUDGE MOSS: Yes.

13 MR. MELNIKOFF: If I may, I just would point
14 out like Public Counsel did, that is an excerpted
15 response as well rather than burdon the record with
16 extraneous material.

17 JUDGE MOSS: All right, appreciate that
18 actually, and, of course, that is something that's
19 provided in our rules, so we do appreciate parties
20 limiting their material to what's necessary for the
21 hearing. So we will note that it is an excerpt.

22 Public Counsel's cross exhibits, and when I
23 say Public Counsel I am including AARP and WeBTEC, begin
24 with Number 137, which is a Qwest Data Request Response
25 to ATG 2-49, and then exhibits carry through Number 142

0160

1 as described in the exhibit list. Staff's cross
2 exhibits pick up with Number 143, which is described as
3 a Qwest response to ATG-05-81, confidential Attachment
4 A. And then Staff exhibits are as described in the
5 exhibit list and carry through Number 158.

6 MR. TRAUTMAN: Your Honor, we noticed that
7 both Public Counsel and Staff listed one of the same
8 exhibits. 138 and 145 are identical.

9 JUDGE MOSS: Okay, well, we'll just when we
10 get to it we'll just -- I'm striking through 145, and
11 we'll just note that it is a duplicate of 138, thank
12 you.

13 All right, for this witness I reserved
14 Numbers 159 through 170 if needed.

15 And then that brings us to Peter C. Cummings.
16 His Exhibit 171 is his adoption of the direct testimony
17 of Brian G. Johnson, that was BGJ-1T. And here is the
18 second place, Ms. Anderl, where I took the liberty of
19 anticipating that you would not be offering a particular
20 exhibit, and that would be Mr. Johnson's witness
21 qualifications. Since he's not appearing, we don't need
22 those.

23 MS. ANDERL: That's right.

24 JUDGE MOSS: Oh, good.

25 So 172 we pick up with the direct testimony

0161

1 of Mr. Cummings himself, and then his direct exhibits
2 carry through 181 as described. Cross exhibits, we
3 start with the Public Counsel, et al., 182 through 185,
4 responses to various data requests as described. And
5 then Staff's we pick up at 186, which is a Denver Post
6 article from May 13th, 2003, and then carry through the
7 exhibits as described in the list through Number 202.
8 We have reserved 203 through 210 in connection with
9 Mr. Cummings.

10 Then we pick up with Mr. Ralph Mabey's
11 rebuttal testimony at Exhibit Number 211. We have three
12 Staff cross exhibits identified 212 through 214 as
13 described. And then I have reserved 215 through 220 for
14 Mr. Mabey.

15 Mr. William or perhaps it's Dr. William E.
16 Taylor rebuttal testimony, 221 is the exhibit number,
17 and his other two exhibits are 222 and 223 in our
18 exhibit list. And then Staff's cross for Dr. Taylor
19 picks up at 224 with a Qwest response to Staff Data
20 Request Number 36 and carries through Exhibit Number
21 233, which is the Liberty Media Annual Report April
22 2002, an excerpt. 234 to 240 are reserved in connection
23 with Dr. Taylor.

24 That brings us to Dex Holdings, witness
25 William E. Kennard, direct testimony at 241, rebuttal

0162

1 testimony at 242, and an exhibit at 243. And I note
2 that that's a highly confidential exhibit, and I should
3 pause there to say there are I'm sure a lot of exhibits
4 that are either confidential or highly confidential that
5 I did not give that designation to in the left-hand
6 column of your exhibit list simply because I was working
7 very hurriedly this morning, and so I will go back and
8 make those notations.

9 Yes, sir.

10 MR. HARLOW: Your Honor, actually this is the
11 exhibit that we redesignated as non-confidential.

12 JUDGE MOSS: Okay, thanks.

13 MR. HARLOW: So I understand the principal,
14 but the example is --

15 JUDGE MOSS: Moot, all right. And you have
16 provided the Bench with a copy on white paper for the
17 official record, which I appreciate.

18 MR. HARLOW: Yes, Your Honor, we have
19 provided a copy to Mr. Butler, who previously couldn't
20 receive it. We have one for Mr. Kopta if he cares to
21 pick it up.

22 JUDGE MOSS: Okay, great.

23 All right, cross exhibits for Mr. Kennard, we
24 have the Exhibit Number 244 for the Department of
25 Defense Federal Executive Agencies exhibit, which is a

0163

1 response to one of the agencies' data requests. And
2 then at 245 we have Staff's first designated cross
3 exhibit, Financial Accounting Series June 2001 and as
4 otherwise described in the exhibit list, and the Staff
5 proposed exhibits carry through 249, which is described
6 as the Carlyle, C-A-R-L-Y-L-E, group profile. 250
7 through 260 are reserved for Mr. Kennard.

8 261, Joseph P. Kalt, Dr. Kalt's rebuttal
9 testimony, and then 262 is Dr. Kalt's qualifications.
10 Staff has one proposed cross exhibit 263 as described.
11 264 through 270 are reserved.

12 And then we come to 271, which is the
13 response testimony of Mr. Charles W. King on behalf of
14 the Federal Executive Agencies Department of Defense.
15 Mr. King's other three direct exhibits, 272 through 274,
16 are as described. Qwest has identified a number of
17 cross exhibits beginning with Number 275, which is the
18 DoD/FEA response to Qwest Data Request Number 2, and
19 then Qwest proposed cross exhibits carry through Number
20 285, which is DoD/FEA responses to Qwest Data Request
21 Numbers 38, 39, and 40, the other exhibits as described.
22 286 through 290 are reserved for this witness.

23 MR. CROMWELL: Your Honor, I don't know what
24 is under 277, I'm just wondering why we have about a
25 dozen or so DR responses as a single exhibit.

0164

1 JUDGE MOSS: That's a good question, why do
2 we have a dozen or so DR responses as a single exhibit?

3 MS. ANDERL: I can answer that question.
4 That was on purpose to avoid having Exhibits 277 through
5 295, all of which are ones that I simply want admitted
6 through this witness but have no questions on. The
7 questions are all thematically the same, the answers are
8 all pretty much the same, and it just seemed to make
9 sense to group them.

10 JUDGE MOSS: Okay, thank you, appreciate
11 that.

12 MS. ANDERL: Judicial and administrative
13 efficiency.

14 JUDGE MOSS: Okay.

15 MR. HARLOW: Numbering conservation.

16 JUDGE MOSS: Number conservation, we need it
17 in this proceeding, although I did not hit four digit
18 numbers, so that was good.

19 All right, if I did not previously note it,
20 we reserved, or even if I did previously note it, we
21 reserve 286 through 290 for this witness.

22 And that brings us to 291, which is the
23 direct testimony of Michael L. Brosch, and we have I
24 think it's Mr. Brosch one direct exhibit, Number 292,
25 MLB-2C, Gain on Sale Allocation to Washington. And then

0165

1 we pick up with Qwest proposed cross exhibits at 293
2 described as Public Counsel's Response to Qwest Data
3 Request Number 4, and then the Qwest cross exhibits
4 carry through Number 299, which is an excerpt of direct
5 testimony of Steven C. Carver from an August 11th, 1995,
6 proceeding that I recognize as one that was before this
7 Commission, Docket Number UT-950200. Exhibit Number 300
8 begins Dex Holdings' proposed cross exhibits for
9 Mr. Brosch, and 300 is described as Public Counsel
10 Response to DEXH Data Request 010, and the Dex Holdings'
11 cross exhibits carry through 305 as described. We have
12 reserved 306 through 310 for Mr. Brosch.

13 That brings us to our first Staff witness,
14 Dr. Lee L. Selwyn, whose direct testimony is numbered
15 311. Dr. Selwyn has a number of direct exhibits that
16 carry through our Exhibit Number 334, all as identified
17 in the exhibit list. Qwest proposed cross-examination
18 exhibits begin with Number 335 described as Staff's
19 Response to Qwest Data Request Number 26, and carry
20 through Number 353 described as Billing and Collection
21 Agreement (Exhibit G to Purchase Agreement - Rodney),
22 and I'm not going to give the full description there,
23 but the exhibits are otherwise as described. Dex
24 Holdings' proposed cross exhibits pick up at Number 354,
25 described as the WUTC Staff Response to DEXH Data

0166

1 Request 014, and the Dex Holdings cross exhibits carry
2 through 362, which is another Staff response in this
3 case, the Data Request is Number 036, and those are as
4 otherwise described. 363 through 370 are reserved for
5 this witness.

6 And that brings us to Dr. Glenn Blackmon
7 whose pre-filed direct testimony bears the number 371.
8 Qwest's cross exhibits for Dr. Blackmon begin with 372,
9 described as Staff's Response to Qwest Data Request
10 Number 12, and those Qwest cross exhibits carry through
11 Number 407 identified as Staff's Response to Qwest Data
12 Request Number 97, with a notation this the response has
13 not yet been received, and so this, of course, as really
14 the others too are, is a possible cross exhibit that may
15 or may not be offered. Dex Holdings' exhibits pick up
16 with 408, which is described as a WUTC Staff Response to
17 DEXH Data Request 004, and the Dex Holdings' proposed
18 cross exhibits carry through Number 420 as described in
19 the exhibit list, 420 being described as S&P Report re
20 Qwest Debt Repayment. 421 through 430 are reserved.

21 Our last witness on the list is Ms. Kathleen
22 M. Folsom for Commission Staff. Her direct testimony is
23 indicated as Exhibit Number 431. Qwest has a number of
24 cross exhibits for Ms. Folsom beginning with Number 432
25 described as Staff's responses, or it should be I

0167

1 suppose singular, Staff's Response to Qwest Data Request
2 Number 2, and then those Qwest exhibits carry through
3 Number 446, and these are all as described in the
4 exhibit list. I have reserved 447 through 450, though,
5 of course, this being our last witness, we could go to
6 infinity I suppose if we chose to do so.

7 All right, now subject to -- are there any
8 further corrections anybody wants to point out at this
9 time?

10 All right, well, subject to further
11 corrections that may come to our attention as we proceed
12 then, those will be our premarked numbers for our
13 hearing, and so I will ask that you do identify the
14 exhibits by these numbers as we go through the hearing
15 with the various witnesses. And you all, of course,
16 will want to be identifying these probably in sets and
17 offering them at hearing. The cross exhibits typically
18 will be referred to during the examination or not, and
19 we will then have those offered by whoever is tendering
20 them. And all exhibits, of course, are subject to
21 objection and rulings from the Bench.

22 At this juncture, there are no outstanding
23 Bench requests. The Bench, of course, sometimes has
24 requests for information during the course of the
25 hearing, and we have reserved some numbers should that

0168

1 eventuate.

2 Any other questions concerning the exhibits
3 or exhibit list?

4 MR. BUTLER: How many copies will we need for
5 the hearing of exhibits?

6 JUDGE MOSS: You shouldn't need any copies
7 for the hearing except to provide your witness.

8 MR. BUTLER: The witness.

9 JUDGE MOSS: Yeah, everybody should have
10 their copies now. If there's -- we do have the -- of
11 course, AARP has been working with Public Counsel and
12 WebTEC, and so Mr. Roseman may not have a complete set
13 of things, and he will want to make sure that he gets
14 those if he's going to be at the hearing and wants to
15 follow along. You all can talk informally about getting
16 those to him perhaps. And Mr. Kopta again has indicated
17 for XO that they won't be participating, so I'm sure
18 he'll make whatever arrangements he wants to in terms of
19 getting copies of all this material. He's familiar with
20 our procedures in terms of distributing these at the
21 pre-hearing so that we can avoid that at the hearing.

22 Now there's always the possibility, it does
23 sometimes happen, that an unanticipated exhibit is
24 needed, and in that case then bring that up at the
25 appropriate time, and subject to howls of protest and

0169

1 objection, we will move on it and take care of it during
2 the course of the hearing. We do, of course, try to
3 minimize that through this process, and I'm sure we have
4 accomplished that today.

5 And people are pulling microphones up, and so
6 I saw Mr. Cromwell pull his up first, I will let him go
7 ahead, and then I think Ms. Anderl had a comment for us.

8 MR. CROMWELL: I will defer to Ms. Anderl.

9 JUDGE MOSS: All right. Ms. Anderl, you have
10 been deferred to.

11 MS. ANDERL: And if our comments or questions
12 are going to have been the same, I'm going to be a
13 little spooked. But I just wanted to confirm that the
14 Commission will in this case be following the practice
15 that it has in the past, which is that when you want --
16 if you were to want to do cross examination on orders or
17 other documents that the Commission has issued formally,
18 they do not need to be identified as cross exhibits.
19 But, of course, as a courtesy, copies should be provided
20 to the witness and the Bench during the course of the
21 cross-examination.

22 JUDGE MOSS: Yeah, I don't really like to
23 include orders and decisions and that sort of thing in
24 the record as exhibits, and they can be referred to.
25 And yes, you should have copies for the witness

0170

1 certainly.

2 MS. ANDERL: Thank you.

3 JUDGE MOSS: And it's also a good idea to
4 have a couple of spare copies so if I ask for them you
5 can make me happy.

6 MS. ANDERL: We understand.

7 JUDGE MOSS: Because we don't always have
8 everything we need.

9 MS. ANDERL: Sure.

10 JUDGE MOSS: It would be useful to be able to
11 refer.

12 Okay, anything else?

13 MR. HARLOW: Yes, Your Honor, we have a point
14 on Staff's excerpts exhibits.

15 JUDGE MOSS: Okay.

16 MR. HARLOW: And it's -- I don't have the
17 number in front of me.

18 MR. CROMWELL: What page are you at?

19 MR. HARLOW: For Kennard.

20 JUDGE MOSS: Okay.

21 MR. HARLOW: It has been marked as Exhibit
22 Number 245.

23 JUDGE MOSS: Yes, I see that is identified as
24 one that consists of excerpts.

25 MR. HARLOW: Yes, it has page numbers that

0171

1 are handwritten which apparently are for purposes of
2 this proceeding. It also -- some of them have page
3 numbers as in the original document, and some of them do
4 not. We would at least like to have the opportunity to
5 review the entire document. Unfortunately, we have
6 actually did some checking starting yesterday when we
7 got the list, and it appears that FASB mails these out,
8 and we're not certain we can get a copy of that book
9 quickly. So I would ask that Staff may share that with
10 me this morning so I could see what it is that they have
11 excerpted from.

12 JUDGE MOSS: Staff, do you have that
13 available?

14 MR. TRAUTMAN: Well, we actually have been
15 working with our consultant in Boston, so they -- I will
16 have to -- I don't have the actual -- I don't have the
17 hard copy here.

18 JUDGE MOSS: Would we have that in our
19 library?

20 MS. SMITH: I don't know, Your Honor, if you
21 have that. This was provided to us by our expert. We
22 don't have the full text of this, because we didn't
23 intend to offer it as an exhibit, so we will do our best
24 to get it to counsel as soon as possible.

25 MR. HARLOW: Do you still not intend to offer

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1 it as an exhibit?

2 MR. TRAUTMAN: No, we intend to offer it as
3 an exhibit, but not the entire document.

4 MR. HARLOW: Well, if we can't review that in
5 advance of the hearing, that may be grounds for an
6 objection on our part, so I'd like to try and work it
7 out in advance if we can.

8 JUDGE MOSS: That would be good if you could
9 work that out in advance. And I would say a good place
10 to check right off would be our library, because we have
11 a lot of this type of thing, and so it may be available
12 right here at the Commission.

13 MR. HARLOW: Well, I don't know that I'm free
14 to wonder around your library. I think perhaps
15 Mr. Trautman and Ms. Smith could --

16 JUDGE MOSS: I believe you are free to wonder
17 around our library.

18 MR. HARLOW: Am I?

19 JUDGE MOSS: It's a public library.

20 MR. HARLOW: Oh, okay.

21 MS. SMITH: Your Honor, perhaps we can work
22 with Mr. Harlow off the record and see to it that he
23 gets the entire document in time.

24 JUDGE MOSS: I feel confident you all can
25 work this out.

0173

1 Okay, anything else on the exhibits or with
2 respect to exhibits?

3 All right, did I distribute to the parties
4 the witness order list that I prepared?

5 MS. ANDERL: You sent an E-Mail.

6 JUDGE MOSS: I thought I did. Is it correct,
7 are there any changes?

8 MS. ANDERL: Your Honor, we believe that we
9 will likely want to have Ms. Koehler-Christensen go
10 before Mr. Grate, just flip those two in order.

11 JUDGE MOSS: Just reverse those two?

12 MS. ANDERL: Yes.

13 JUDGE MOSS: Okay.

14 MS. SMITH: Ms. Anderl, would you be willing
15 to repeat that, please?

16 JUDGE MOSS: I will do it for her. They're
17 going to reverse the order and put Ms. Ann
18 Koehler-Christensen before Mr. Philip Grate. That's the
19 one change in the order of presentation. That's what I
20 was asking about, if anybody wanted to make a change in
21 the order of presentation or if we had another witness
22 availability problem that I had not previously been told
23 about.

24 And keep in mind that where I have committed
25 to a witness appearing on a certain day, that witness

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1 will appear on that day, and so the others I'm expecting
2 will be flexible to the extent we might have to spill
3 over to the following week, for example. So I'm
4 counting on everybody taking that into consideration as
5 well.

6 MR. MELNIKOFF: Judge, I would note that our
7 witness Charles King could be available Thursday
8 afternoon as well.

9 JUDGE MOSS: But we're not going to be in
10 session Thursday afternoon.

11 Mr. MELNIKOFF: Oh, that's right.

12 JUDGE MOSS: That's why I put him on Friday.

13 MR. MELNIKOFF: I stand corrected.

14 JUDGE MOSS: I originally had done that too.
15 You had previously told me that, but then I realized we
16 wouldn't be here Thursday afternoon, so.

17 Okay, anything else on the witnesses?

18 All right. This has gone so well and so
19 efficiently this morning that I feel like I am
20 forgetting something, so this is your opportunity to
21 tell me that I'm forgetting something. Otherwise, we
22 are going to be off the record.

23 Thank you all very much for being here today,
24 and I think we're going to go forward with a well
25 organized process, and I look forward to seeing you all

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1 Monday at 9:00. I will come in a few minutes early if
2 we have any business.

3 And before we close the record, Ms. Anderl
4 has another point she wishes to raise.

5 MS. ANDERL: I just wondered if I might have
6 a moment to discuss a matter with Mr. Cromwell before we
7 leave today.

8 JUDGE MOSS: Off the record?

9 MS. ANDERL: Well, we may -- it may be
10 something you want to --

11 JUDGE MOSS: Oh, you want a break right now?

12 MS. ANDERL: Yes.

13 JUDGE MOSS: Okay, well, let's take a recess
14 and we'll just sort the whole thing out.

15 MS. ANDERL: Thank you.

16 (Recess taken.)

17 JUDGE MOSS: We had some off the record
18 discussion that it is not necessary to memorialize for
19 the record concerning ongoing settlement talks that may
20 or may not bear fruit and simply a request to the
21 parties that they have gratefully acknowledged that if
22 there is any breakthrough, they will let us know.

23 With that, I believe we have concluded our
24 business for this morning, and I will say again that I
25 look forward to seeing you all on Monday and to the

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1 conduct of an efficient and interesting hearing
2 proceeding. Thank you.

3 (Hearing adjourned at 10:30 a.m.)

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3 GENERAL EXHIBITS

4 1 (portions confidential or highly confidential)

5 Composite Exhibit (two volumes with multiple

6 subparts) including all transactional

7 documents in the Dexter and Rodney Purchase

8 Agreements between Qwest Dex, Inc., Qwest

9 Services Corporation, Qwest Communications

10 International, Inc., and Dex Holdings LLC

11 Portions are confidential or highly

12 confidential as follows:

13 CONFIDENTIAL PAGES

14 WA 000077

15 WA 000097 - WA 000104

16 WA 000109 - WA 000147

17 WA 000210 - WA 000211

18 WA 000235

19 WA 000239 - WA 000304

20 WA 000404 - WA 000405

21 WA 000431 - WA 000432

22 WA 000530 - WA 000531

23 WA 000545 - WA 000548

24 WA 000637

25 WA 000657 - WA 000662

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1	WA 000665 - WA 000703
2	WA 000766 - WA 000767
3	WA 000791
4	WA 000795 - WA 000859
5	WA 000959 - WA 000960
6	WA 000986 - WA 000987
7	WA 001100 - WA 001103
8	WA 001116 - WA 001117
9	WA 001119 - WA 001164
10	WA 001177 - WA 001187
11	WA 001198 - WA 001231
12	WA 001233 - WA 001272
13	WA 001283 - WA 001293
14	WA 001304 - WA 001352
15	WA 001364 - WA 001370
16	HIGHLY CONFIDENTIAL PAGES
17	WA 000452 - WA 000523
18	WA 001007 - WA 001085
19	WA 001105 - WA 001107
20	WA 001118
21	WA 001165 - WA 001176
22	WA 001188 - WA 001197
23	WA 001232
24	WA 001273 - WA 001282
25	WA 001294 - WA 001303

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2

QWEST WITNESSES

3

George A. Burnett

4

51 GAB-1T: Direct Testimony of George A.

5

Burnett, CEO, Qwest Dex, Inc., January 17, 003

6

52 GAB-2: Witness qualifications

7

53 GAB-3: Product Introductions by year,

8

1986-2002

9

10 Mark S. Reynolds - (adopts prefiled direct testimony and

11

exhibits of Theresa A. Jensen except for pages

12

1; 17:6 - 19:7; and 25:18 - 33:10 of TAJ-1T;

13

TAJ-2C; and TAJ-3C)

14

61 TAJ-1T: Direct Testimony of Ms. Theresa A.

15

Jensen, Qwest Corporation, January 17, 2003,

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as adopted by Mr. Mark S. Reynolds, Senior

17

Director, Washington Regulatory Affairs, Qwest

18

Corporation

19

62C TAJ-4C: Washington Qwest Primary Gain

20

Amortization Schedule

21

63C TAJ-5C: Table showing Qwest business

22

interactions with CLEC's 2000-2002

23

64C MSR-1RTC: Rebuttal Testimony of Mark S.

24

Reynolds, Qwest Corporation, April 17, 2003

25

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1 65C MSR-2C: Washington Qwest Primary Gain
2 Amortization Schedule with revised assumption
3 re proportion of gain to ratepayers
4 Cross Exhibits of Public Counsel
5 66 Qwest Data Request Response to ATG 8-140
6 67 Utah Stipulation
7 68 Utah Report and Order
8 69 Qwest Data Request Response to ATG 12-169
9 70 Arizona Stipulation
10 71 Qwest Data Request Response to ATG 12-167
11 72 Qwest Data Request Response to ATG 12-172
12 73 Qwest Data Request Response to ATG 8-146
13 Cross Exhibits of Staff
14 74 Purchase Agreement
15 75 Exhibit B (Contribution Agreement) to Purchase
16 Agreement
17 76 Exhibit C (IP Contribution Agreement) to
18 Purchase Agreement
19 77 Exhibit D (Publishing Agreement) to Purchase
20 Agreement
21 78 Exhibit J (Trademark License Agreement) to
22 Purchase Agreement
23 79 Exhibit M (Noncompetition Agreement) to
24 Purchase Agreement
25

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1 80 Exhibit S (Commercial Agreement Joinder) to
2 Purchase Agreement
3 81 Material Regulatory Impact Side Letter to
4 Purchase Agreement
5 82 Qwest Corporation Joinder for Rodney Purchase
6 Agreement
7 83 SEC 8-K, 10-K and 10-Q Reports (on CD)
8 84 Qwest response to WUTC Data Request No. 25
9 85 Qwest responses to Staff Data Request No 58
10 Response not yet received-possible
11 cross-exhibit
12 86 Qwest responses to Staff Data Request No 59
13 Response not yet received-possible
14 cross-exhibit
15 87 Qwest responses to Staff Data Request No 60
16 Response not yet received-possible
17 cross-exhibit
18 88 Qwest responses to Staff Data Request No 61
19 Response not yet received-possible
20 cross-exhibit
21 89 Qwest responses to Staff Data Request No 62
22 Response not yet received-possible
23 cross-exhibit
24
25

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1 90 Qwest responses to Staff Data Request No 63
2 Response not yet received-possible
3 cross-exhibit
4 91 Qwest responses to Staff Data Request No 65
5 Response not yet received-possible
6 cross-exhibit
7 92 Qwest responses to Staff Data Request No 66
8 Response not yet received-possible
9 cross-exhibit
10
11 Philip E. Grate .
12 101 PEG-1T: Direct Testimony of Philip E. Grate,
13 State Finance Director, Qwest Corporation,
14 January 17, 2003
15 102 PEG-2: Witness qualifications
16 103 PEG-3: The Early History of Qwest
17 Corporation's Predecessors in Washington, The
18 First 40 Years - 1883-1923
19 104 PEG-4: History of Directory Revenue and
20 Expenses
21 105 PEG-5: Excerpt from November 1903 ITC
22 directory
23 106 PEG-6: Excerpt from 1911 ITC telephone
24 directory
25

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1 107 PEG-7: 1893 and 1894 telephone directory
2 covers
3 108 PEG-8: 1894 telephone directory
4 advertisements
5 109 PEG-9: Sample of 1911 telephone directory
6 classified ads
7 110 PEG-10RT: Rebuttal Testimony of Philip E.
8 Grate, April 17, 2003
9 111C PEG-11C: Gain on Sale Allocation to
10 Washington
11 Cross Exhibits of Public Counsel
12 112 Qwest Data Request Response to ATG 7-121
13 113 Qwest Data Request Response to ATG 7-123S1
14 114 Qwest Data Request Response to ATG 7-133
15 (excerpt)
16 115 (Duplicate of Exhibit No. 66)
17 116 Qwest Data Request Response to ATG 12-157
18 117 Qwest Data Request Response to ATG 12-158
19 118 Qwest Data Request Response to ATG 12-159
20 119 Qwest Data Request Response to ATG 12-160
21 120 Qwest Data Request Response to ATG 12-161
22 121 Qwest Data Request Response to ATG 12-162
23 122 Qwest Data Request Response to ATG 12-163
24 123 Qwest Data Request Response to ATG 12-164
25 124 Qwest Data Request Response to ATG 12-165

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1 125 Qwest Data Request Response to ATG 12-166
2
3 Ann Koehler-Christensen - (also adopts Ms. Jensen's
4 testimony at 17:6 - 19:7; and 25:18 - 33:10 of
5 TAJ-1T) .
6 131 AKC-1RTC: Rebuttal Testimony of Ms. Ann
7 Koehler-Christensen, Regulatory Finance
8 Analyst, Qwest Corporation, April 17, 2003
9 132 AKC-2: Witness qualifications
10 133C AKC-3C: Qwest Response to data request re
11 estimated book and tax basis of the Dex
12 business interest to be sold
13 134C (prefiled under Theresa Jensen's testimony)
14 TAJ-2C: Preliminary Gain Calculation
15 135C (prefiled under Theresa Jensen's testimony)
16 TAJ-3C: 2001 Listings by Directory
17 Cross Exhibits of DoD/FEA
18 136C Qwest Response to Public Counsel's Data
19 Request ATG 01-013 (confidential) (excerpt)
20 Cross Exhibits of Public Counsel
21 137 Qwest Data Request Response to ATG 2-49
22 138 Qwest Data Request Response to ATG 4-78
23 139 Qwest Data Request Response to ATG 7-125
24
25

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1 140 AKC direct testimony in Docket UT-980948, with
2 Corrected Exhibit 503 (AKC-2) [US West 1998
3 Yellow Pages case]
4 141 Qwest Data Request Response to ATG 12-170
5 142 Qwest Data Request Response to ATG 12-171
6 Cross Exhibits of Staff
7 143C Qwest Response to ATG-05-81, Confidential
8 Attachment A
9 144C Qwest Response to ATG 01-013, Confidential
10 Attachment A -- Descriptive Memorandum
11 145 (Duplicate of Exhibit No. 138)
12 146 Qwest response to Public Counsel Data Request
13 No. 06-84
14 147 Qwest response to Staff Data Request No.
15 3-12S1
16 148 Qwest response to Staff Data Request No. 7-45
17 149 Qwest response to Staff Data Request No. 7-47
18 150 Qwest response to Staff Data Request No. 7-48
19 151 Qwest response to Staff Data Request No. 7-49
20 152 Qwest response to Staff Data Request No. 7-50
21 (on CD)
22 153 Qwest response to Staff Data Request No. 7-51
23 154 Qwest response to Staff Data Request No. 7-52
24 155 Qwest response to Staff Data Request No. 7-53
25 156 Qwest response to Staff Data Request No. 7-54

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1 157 Qwest response to Staff Data Request No. 7-55
2 158 Qwest response to Staff Data Request No. 7-57
3
4 Peter C. Cummings - (adopts testimony of Brian G.
5 Johnson) .
6 171 BGJ-1T: Direct Testimony of Brian G. Johnson,
7 consultant, January 17, 2003, as adopted by
8 Peter C. Cummings
9 172 PCC-1T: Direct Testimony of Peter C.
10 Cummings, Director-Finance, Qwest Corporation,
11 January 17, 2003
12 173 PCC-2: Chart showing Qwest Corporate
13 Structure
14 174 PCC-3: Chart showing QCI stock price history
15 and compilation of underlying data 1/2/01 -
16 1/14/03
17 175 PCC-4: QCI Long Term Bond Ratings
18 176 PCC-5: Wall St. Journal article 12/24/02:
19 "Qwest's Bond Swap Cuts Debt, But Some Holders
20 Oppose It"
21 177 PCC-6: Standard & Poor's article 12/26/02
22 "Qwest Communications International Inc.
23 Assigned New Ratings; Outlook is Developing"
24 178 PCC-7RT: Rebuttal Testimony of Peter C.
25 Cummings, April 17, 2003

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1 179 PCC-8: Comparison of PGE and QC
2 180 PCC-9: QCORP Borrowing Costs
3 181 PCC-10: J P Morgan Global High Yield Index
4 Credit Spread to U.S. Treasury Securities for
5 2002 - Weekly
6 Cross Exhibits of Public Counsel
7 182 Qwest Data Request Response to ATG 4-68
8 183 Qwest Data Request Response to ATG 7-107
9 184 Qwest Data Request Response to ATG 7-108
10 185 Qwest Data Request Response to ATG 10-155
11 Cross Exhibits of Staff
12 186 Denver Post article, May 13, 2003, Qwest
13 buying back bonds
14 187 Fortune article, October 2, 2002, Birds of a
15 Feather
16 188 Fortune article, April 28, 2003, What Did Joe
17 Know?
18 189 U.S. Securities and Exchange Commission Press
19 Release 2003-25, SEC Sues Former and Current
20 Qwest Employees for Fraud
21 190 Office of New York State Attorney General
22 Press Release, May 13, 2003, Telecom Executive
23 Agrees to Give Up IPO Profits
24
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1 191 Complaint, State of New York v. Anchutz,
2 Ebbers, Garofalo, McLeod and Nacchio, Supreme
3 Ct. of New York
4 192 Reuters Business Report, July 10, 2002, Qwest
5 Shares Drop on Criminal Probe
6 193 Reuters Company News, July 10, 2002, Qwest's
7 ratings cut by two agencies
8 194 Reuters Company News, July 10, 2002, S&P may
9 still cut Qwest Communications ratings
10 195 Fitch Ratings article, August 12, 2002, Fitch
11 Ratings Downgrades Qwest; Rating Outlook
12 Negative
13 196 Moody's Investors Service, May 30, 2002,
14 Rating Action: Qwest Corporation
15 197 Moody's Investors Service, July 10, 2002,
16 Rating Action: Qwest Communications
17 International, Inc.
18 198 Moody's Investors Service, September 5, 2002,
19 Rating Action: Qwest Corporation
20 199 Moody's Investors Service, December 26, 2002,
21 Rating Action: Qwest Corporation
22 200 USA Today article, May 9, 2003, Clash brews
23 over Qwest restatement
24 201 Qwest response to Public Counsel Data Request
25 No. 7-131

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1 202 Qwest responses to Staff Data Request No 67
2 Response not yet received-possible
3 cross-exhibit
4
5 Ralph R. Mabey .
6 211 RRM-1RT: Rebuttal Testimony of Ralph R.
7 Mabey, Partner, LeBoeuf, Lamb, Greene &
8 MacRae, LLP
9 Cross Exhibits of Staff
10 212 Fitch Ratings Corporate Finance article, April
11 9, 2003, Ratings Linkage Within U.S. Utility
12 Groups
13 213 Standard & Poor's Utilities & Perspectives
14 Special Report, January 20, 2003, An Enron
15 Subsidiary Is "Ring-Fenced"
16 214 Qwest responses to Staff Data Request No 64
17 Response not yet received-possible
18 cross-exhibit
19
20 William E. Taylor .
21 221C WET-1RTC: Rebuttal Testimony of Dr. William
22 E. Taylor, Senior VP, National Economic
23 Research Associates, Inc., April 18, 2003
24 222 WET-2: Witness qualifications
25

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1 223C WET-3C: Valuation of DEX Based on
2 Managements' Updated Financial Projections
3 Cross Exhibits of Staff
4 224 Qwest response to Staff Data Request No. 36
5 225 Qwest response to Staff Data Request No. 37
6 226C Qwest response to Staff Data Request No. 38
7 227 Qwest response to Staff Data Request No. 39
8 228 Qwest response to Staff Data Request No. 40
9 229 Qwest response to Staff Data Request No. 41
10 230 Qwest response to Staff Data Request No. 42
11 231 Qwest response to Staff Data Request No. 43
12 232 Qwest response to Staff Data Request No. 44
13 233 Liberty Media Annual Report (April 2002),
14 excerpt of pages 11-20

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16 DEX HOLDINGS LLC WITNESSES

17 William E. Kennard .

18 241 WEK-1T: Direct Testimony of William E.
19 Kennard, Director, Telecommunications and
20 Media Group, The Carlyle Group, January 17,
21 2003
22 242 WEK-2RT: Rebuttal Testimony, April 17, 2003
23 243 WEK-3HC: FAS 141 Analysis of Dex Media East,
24 Inc. as of November 8, 2002 (CONFIDENTIALITY
25 WAIVED 5/15/2003)

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1 Cross Exhibits of DoD/FEA
2 244 Dex Holdings' Response to DoD/FEA's Data
3 Request DoD/FEA:Dex Holdings, LLC I-2
4 Cross Exhibits of Staff
5 245 Financial Accounting Series, June 2001,
6 Statement of Financial Accounting Standards
7 No. 141 (Excerpts)
8 246 Dex Response to Staff Data Request No. 7
9 247 Dex Response to Staff Data Request No. 10
10 248 Dex Response to Staff Data Request No. 11
11 249 The Carlyle Group Profile
12 250HC Dex Holdings' Supplemental Response to Public
13 Counsel DR 2
14
15 Joseph P. Kalt .
16 261 JPK-1RT: Rebuttal Testimony of Dr. Joseph P.
17 Kalt, Ford Foundation Professor of
18 International Political Economy, JFK School of
19 Government, Harvard University, April 17, 2003
20 262 JPK-2: Witness qualifications
21 Cross Exhibits of Staff
22 263 Qwest Corporation WN U-44 Access Service
23 Washington Section 6 (excerpts)
24
25

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1 FEDERAL EXECUTIVE AGENCIES WITNESS

2 Charles W. King .

3 271 CWK-1: Response Testimony of Mr. Charles W.
4 King, consultant, March 18, 2003

5 272 CWK-2: Witness qualifications

6 273 CWK-3: Witness qualifications (prior
7 appearances)

8 274C CWK-4C: Recommended Regulatory Treatment of
9 DEX Sale

10 Cross Exhibits of Qwest

11 275 DoD/FEA's Response to Qwest Data Request No. 2

12 276 DoD/FEA's Response to Qwest Data Request No. 3

13 277 DoD/FEA's Responses to Qwest Data Request Nos.

14 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18,

15 19, 20, 21, 22, 23, 24, and 31

16 278 DoD/FEA's Response to Qwest Data Request No.

17 25

18 279 DoD/FEA's Response to Qwest Data Request No.

19 26

20 280 DoD/FEA's Response to Qwest Data Request No.

21 28

22 281 DoD/FEA's Response to Qwest Data Request No.

23 32

24 282 DoD/FEA's Response to Qwest Data Request No.

25 33

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1 283 DoD/FEA's Response to Qwest Data Request No.
2 35
3 284 DoD/FEA's Response to Qwest Data Request No.
4 36 (Confidential)
5 285 DoD/FEA's Responses to Qwest Data Request Nos.
6 38, 39, and 40
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8 PUBLIC COUNSEL, AARP, AND WEBTEC WITNESS
9 Michael L. Brosch .
10 291C MLB-1TC: Direct Testimony of Michael L.
11 Brosch, consultant, March 18, 2003
12 292C MLB-2C: Gain on Sale Allocation to Washington
13 Cross Exhibits of Qwest
14 293 Public Counsel's Response to Qwest Data
15 Request No. 4
16 294 Public Counsel's Response to Qwest Data
17 Request No. 5
18 295 Public Counsel's Response to Qwest Data
19 Request No. 6
20 296 Public Counsel's Response to Qwest Data
21 Request No. 7
22 297 Public Counsel's Response to Qwest Data
23 Request No. 8
24 298 Public Counsel's Response to Qwest Data
25 Request No. 9

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1 299 Docket No. UT-950200, Excerpt of Direct
2 Testimony of Steven C. Carver, August 11, 1995
3 Cross Exhibits of Dex Holdings
4 300 Public Counsel response to DEXH data request
5 010
6 301 Public Counsel response to DEXH data request
7 011
8 302 Public Counsel response to DEXH data request
9 013
10 303 Public Counsel response to DEXH data request
11 014
12 304 Public Counsel response to DEXH data request
13 016
14 305C Public Counsel response to DEXH data request
15 022 [CONFIDENTIAL]

16

17 STAFF WITNESSES

18 Lee L. Selwyn .

19 311 LLS-1T: Direct Testimony of Dr. Lee L.
20 Selwyn, consultant, March 18, 2003
21 312 LLS-2: Witness qualifications
22 313 LLS-3: Financial Industry Analysts' Reports
23 on QCI and QC
24 314C LLS-4C: ETI Analysis of QCII and QC Financial
25 Statements

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1 315 LLS-5: Deborah Solomon, "Bad Connection: How
2 Qwest's Merger with a Baby Bell Left Both in
3 Trouble," Wall Street Journal, April 2, 2002

4 316C LLS-6C: Lehman Brothers, August 19, 2002
5 Presentation to the QCII Board of Directors

6 317C LLS-7C: Lehman Brothers, "Valuation Summary
7 -Dex"

8 318C LLS-8C: Merrill Lynch, Presentation to the
9 Board of Directors of Qwest Regarding Dex
10 Divestiture, August 19, 2002

11 319C LLS-9C: Merrill Lynch, "Valuation
12 Analysis--Summary Dex Valuation"

13 320C LLS-10C: WTI Update to Bear Stearns DCF
14 Valuation

15 321C LLS-11C: Lehman Brothers Fairness Opinion

16 322C LLS-12C: Merrill Lynch Fairness Opinion

17 323C LLS-13C: Lehman Brothers, "Qwest Dex at the
18 Crossroads: Invest for Growth or Harvest and
19 Decline"

20 324HC LLS-14HC: Lehman Brothers, "Qwest Dex Growth
21 Strategy Executive Summary", August 2001

22 325C LLS-15C: ETI Calculation of NPV of Continuing
23 Directory Imputations

24 326HC LLS-16HC: List of QC Assets Included in the
25 Dex Sale

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1 327 LLS-17: Brad Hill, "What Makes eBay
2 Invincible," Ecommerce Times, March 4, 2003
3 328C LLS-18C: Exhibit C to the Publishing
4 Agreement: Branding Agreement
5 329 LLS-19: National Management Services, Inc.,
6 v. Qwest Dex, Inc., In the U. S. District
7 Court, District of Oregon at Portland, Case
8 No. CV 01-1772HU, Complaint, December 7, 2001
9 330C LLS-20C: Certified Market Representative
10 Agreement Between NMS and US West Dex, March
11 1, 2000
12 331HC LLS-21HC: CMR Complaint letters provided in
13 Qwest Response to ATG 01-006
14 332HC LLS-22HC: Pelegrin Research Group, Inc.,
15 "Advertising Defector Tracking Study: Wave
16 4," July 2001
17 333 LLS-23: Qwest Response to WUTC 3-15
18 334C/HC LLS-24C/HC: ETI's Washington Allocator and
19 Final Valuation Figure
20 Cross Exhibits of Qwest
21 335 Staff's Response to Qwest Data Request No. 26
22 336 Staff's Response to Qwest Data Request No. 27
23 337 Staff's Response to Qwest Data Request No. 29
24 338 Staff's Response to Qwest Data Request No. 30
25 339 Staff's Response to Qwest Data Request No. 31

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1 340 Staff's Response to Qwest Data Request No. 32
2 341 Staff's Response to Qwest Data Request No. 34
3 342 Staff's Response to Qwest Data Request No. 37
4 343 Staff's Response to Qwest Data Request No. 46
5 344 Staff's Response to Qwest Data Request No. 47
6 345 Staff's Response to Qwest Data Request No. 48
7 346 Staff's Response to Qwest Data Request No. 51
8 347 Staff's Response to Qwest Data Request No. 53
9 348 Staff's Response to Qwest Data Request No. 54
10 349 Staff's Response to Qwest Data Request No. 61
11 350C IP Contribution Agreement (Exhibit C to
12 Purchase Agreement - Rodney)
13 Pages numbered WA 000665 - WA 000703
14 Confidential
15 351C Directory List License Agreement (Exhibit E to
16 Purchase Agreement - Rodney)
17 Pages numbered WA 000744 and WA 000766 -
18 WA 000767
19 Confidential
20 352C Expanded Use List License Agreement (Exhibit F
21 to Purchase Agreement - Rodney)
22 Pages numbered WA 000773 and WA 000791
23 Confidential
24
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1 353C Billing and Collection Agreement (Exhibit G to
2 Purchase Agreement - Rodney)
3 Pages numbered WA 000795 and WA 000831 -
4 WA 000835
5 Confidential

6 Cross Exhibits of Dex Holdings .

7 354 WUTC staff response to DEXH data request 014
8 355 WUTC staff response to DEXH data request 015
9 356 WUTC staff response to DEXH data request 016
10 357 WUTC staff response to DEXH data request 020
11 358 WUTC staff response to DEXH data request 023
12 359 WUTC staff response to DEXH data request 024
13 360 WUTC staff response to DEXH data request 034
14 361 WUTC staff response to DEXH data request 035
15 362 WUTC staff response to DEXH data request 036

16

17 Glenn Blackmon .

18 370 GB-T-1: Direct Testimony of Glenn Blackmon,
19 Ph.D., Assistant Director for
20 Telecommunications, WUTC, March 18, 2003

21 371C GB-2C: Proposed Contract Payment Amount by
22 QCII to QC

23 Cross Exhibits of Qwest

24 372 Staff's Response to Qwest Data Request No. 12
25 373 Staff's Response to Qwest Data Request No. 13

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1	374	Staff's Response to Qwest Data Request No. 14
2	375	Staff's Response to Qwest Data Request No. 15
3	376	Staff's Response to Qwest Data Request No. 16
4	377	Staff's Response to Qwest Data Request No. 17
5	378	Staff's Response to Qwest Data Request No. 18
6	379	Staff's Response to Qwest Data Request No. 19
7	380	Staff's Response to Qwest Data Request No. 20
8	381	Staff's Response to Qwest Data Request No. 21
9	382	Staff's Response to Qwest Data Request No. 22
10	383	Staff's Response to Qwest Data Request No. 23
11	384	Staff's Response to Qwest Data Request No. 24
12	385	Staff's Response to Qwest Data Request No. 25
13	386	Staff's Response to Qwest Data Request No. 62
14	387	Staff's Response to Qwest Data Request No. 63
15	388	Staff's Response to Qwest Data Request No. 66
16	389	Staff's Response to Qwest Data Request No. 68
17	390	Staff's Response to Qwest Data Request No. 69
18	391	Staff's Response to Qwest Data Request No. 71
19	392	Staff's Response to Qwest Data Request No. 72
20	393	Staff's Response to Qwest Data Request No. 75
21	394	Staff's Response to Qwest Data Request No. 76
22	395	Staff's Response to Qwest Data Request No. 77
23	396	Staff's Response to Qwest Data Request No. 79
24	397	Staff's Response to Qwest Data Request No. 80
25	398	Staff's Response to Qwest Data Request No. 81

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1 399 Staff's Response to Qwest Data Request No. 83
2 400 Staff's Response to Qwest Data Request No. 88
3 Response not yet received - possible
4 cross-exhibit.
5 401 Staff's Response to Qwest Data Request No. 90
6 Response not yet received - possible
7 cross-exhibit.
8 402 Staff's Response to Qwest Data Request No. 92
9 Response not yet received - possible
10 cross-exhibit.
11 403 Staff's Response to Qwest Data Request No. 93
12 Response not yet received - possible
13 cross-exhibit.
14 404 Staff's Response to Qwest Data Request No. 94
15 Response not yet received - possible
16 cross-exhibit.
17 405 Staff's Response to Qwest Data Request No. 95
18 Response not yet received - possible
19 cross-exhibit.
20 406 Staff's Response to Qwest Data Request No. 96
21 Response not yet received - possible
22 cross-exhibit.
23 407 Staff's Response to Qwest Data Request No. 97
24 Response not yet received - possible
25 cross-exhibit.

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1 Cross Exhibits of Dex Holdings .

2 408 WUTC staff response to DEXH data request 004

3 409 Orders, documents and workpapers from Cause

4 No. U-87-640T, 1987, CONTEL 0001 - 0104

5 410 WUTC staff response to DEXH data request 006

6 411 WUTC staff response to DEXH data request 007

7 412 WUTC staff response to DEXH data request 011

8 413 WUTC staff response to DEXH data request 013

9 414 DEXH data request to WUTC staff 038

10 415 DEXH data request to WUTC staff 039

11 Response not yet received - possible

12 cross-exhibit.

13 416 DEXH data request to WUTC staff 040

14 Response not yet received - possible

15 cross-exhibit.

16 417 North American Telecom Index Chart

17 418 WSJ Article re Dex Media East Standalone Costs

18 419 Dex Media East Press Release re Q1 Financials

19 420 S&P Report re Qwest debt repayment.

20

21 Kathleen M. Folsom .

22 431 KMF-T-1: Testimony of Kathleen M. Folsom,

23 Senior Telecommunications Regulatory Analyst,

24 WUTC, March 18, 2003

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2 Cross Exhibits of Qwest

3 432 Staff's Responses to Qwest Data Request No. 2

4 433 Staff's Responses to Qwest Data Request No. 3

5 434 Staff's Responses to Qwest Data Request No. 4

6 435 Staff's Responses to Qwest Data Request No. 5

7 436 Staff's Responses to Qwest Data Request No. 6

8 437 Staff's Responses to Qwest Data Request No. 7

9 438 Staff's Responses to Qwest Data Request No. 8

10 439 Staff's Responses to Qwest Data Request No. 9

11 440 Staff's Responses to Qwest Data Request No. 10

12 441 Staff's Responses to Qwest Data Request No. 11

13 442 Staff's Responses to Qwest Data Request No. 85

14 Response not yet received - possible

15 cross-exhibit.

16 443 Staff's Responses to Qwest Data Request No. 86

17 Response not yet received - possible

18 cross-exhibit.

19 444 Staff's Responses to Qwest Data Request No. 87

20 Response not yet received - possible

21 cross-exhibit.

22 445 Staff's Responses to Qwest Data Request No. 94

23 Response not yet received - possible

24 cross-exhibit.

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1 446 Staff's Responses to Qwest Data Request No. 95
2 Response not yet received - possible
3 cross-exhibit.
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