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STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of QWEST
CORPORATION

Regarding the Sale and Transfer of Qwest Dex
to Dex Holdings, LLC, a non-affiliate

Docket No. UT-021120

MOTION OF DEX HOLDINGS FOR
POST-HEARING OFFER OF EXHIBIT

Dex Holdings, LLC ("Dex Holdings"), in reviewing the record for purposes of briefing, has discovered that the parties and the bench did not deal affirmatively with pre-marked Exhibit 408. Related exhibits were offered and dealt with on the final day of the hearing (Transcript at 1439 - 1448). However, there was never any mention made of Exhibit 408. To the best of counsel's recollection, the lack of discussion regarding Exhibit 408 was simply an oversight, probably relating to the fact that the subject of Exhibit 409 came up first. Accordingly, Dex Holdings respectfully requests that it be permitted to offer Exhibit 408 so that a more complete record on the admissibility of or non-admissibility of this exhibit will exist.

As for the substantive basis for the offer of Exhibit 408, Dex Holdings notes that the exhibit relates to the same subject matter as Exhibits 409 through 411, portions of which were admitted and portions of which were rejected based upon Staff's objections. However, Exhibit 408 is distinguishable from the rejected exhibits in several regards. First, unlike some of the rejected exhibits, which included some interpretation and subjective analysis, the response reflected in Exhibit 408 is an objective and definitive explanation of the Staff's interpretation of

1 the Commission's order that has already been admitted. For example, in response to the question
2 of Staff's "calculation of the gain" on the sale of Contel's yellow pages operations, the Staff
3 responded that "The calculation can be made. . . ." Second, the response calculates a definitive
4 amount allocated to intrastate operations of \$1,683,925. The response concludes that the amount
5 apparently amortized to Washington intrastate operations would be the one-year amortization
6 amount of \$336,785 multiplied by five. This amount ties directly into an attachment to the order,
7 which was admitted as Exhibit 409. (Exh. 409, page 18, Column RA-4, line 3). Finally, the
8 question was specifically aimed to the gain amount that was "included in the Settlement
9 Agreement." Therefore, since the Settlement Agreement was approved, the response clarifies for
10 the Commission's record, exactly what amount of gain allocation was approved by the
11 Commission and incorporated into the Commission's order.

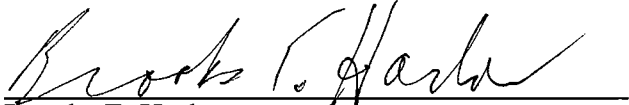
12 The Contel order by itself leaves the record somewhat ambiguous as to just what
13 amount and method of sharing of the gain that the Commission found to be "just, fair, reasonable
14 and sufficient." See Exh. 409 at 0006. Admission of Exhibit 408 would resolve any ambiguities
15 for the record here as to what the Commission actually approved and implemented in Contel.

16 **CONCLUSION**

17 For the foregoing reasons, and because the Contel order is the only reported
18 Commission decision dealing with allocation of the gain of a sale of yellow pages operations, the
19 Commission should admit Exhibit 408 for such guidance as the Commission deems appropriate.

20 DATED this 27th day of June, 2003.

21 MILLER NASH LLP

22 

23 Brooks E. Harlow
24 WSB No. 11843
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26 WSB No. 23232

Attorneys for Intervenor
Dex Holdings, LLC

CERTIFICATE OF SERVICE - Docket UT-021120

I hereby certify that a true and correct copy of the foregoing was sent by e-mail and United States first class mail, postage fully prepaid, addressed to the following:

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Dated at Seattle, Washington this 27th day of June, 2003.



 Carol Munnerlyn