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In the Matter of the Joint Application
Regarding Transfer of Control of
Lumen's Minnesota Mass Markets Fiber
Business

Docket No. P421, 430, 5096/PA-25-279

**INITIAL COMMENTS OF THE
MINNESOTA DEPARTMENT
OF COMMERCE**

The Minnesota Public Utilities Commission should deny approval of the joint application by Lumen Technologies, Inc. and AT&T, Inc. (collectively, "Joint Applicants") to transfer certain facilities used by Lumen's mass markets business to AT&T.¹ As discussed below, Commission approval under Minn. Stat. § 237.23 is required because the transaction involves some facilities used in the provision of regulated telephone service. To date, Joint Applicants have not met their burden to demonstrate the transaction furthers the public interest as required by law. The claimed benefits appear vague and speculative and, even if realized, are unlikely to benefit rural communities needing fiber-based connectivity choices. Rather than generating the asserted benefits, the transaction may leave Lumen's Minnesota operating companies with financial

¹ Joint Appl. (July 7, 2025) (eDocket no. 20257-220690-03). Lumen and AT&T are applying through their respective subsidiaries: Qwest Corporation, CenturyLink of Minnesota, Inc., and CenturyLink Communications, LLC (collectively, "Lumen") and Forged Fiber 37, LLC ("AT&T NetworkCo" or "AT&T"). *Id.* at 1.

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resources and staffing insufficient to comply with state telephone service quality standards and the Commission's 20-432 service quality order.²

Given that Joint Applicants have not established the transaction furthers the public interest, the Commission should deny the transaction and permit Joint Applicants to re-apply only when they are prepared to demonstrate the transaction is consistent with state law. If the Commission concludes that all significant issues are not satisfactorily resolved, it also could refer this matter for a contested-case proceeding.

BACKGROUND

Lumen Technologies

As a successor to the Northwestern Bell Telephone Company, Lumen has operated in Minnesota for more than a century. The company operated as a government-sanctioned monopoly for decades until Congress enacted the Telecommunications Act of 1996.³ Following an anti-trust lawsuit brought by the federal government against AT&T in 1974, AT&T divested itself of 22 regional operating companies that would become separate entities.⁴ In 1982, after AT&T completed its divestiture, Minnesota was served by U.S. West, Inc., which absorbed smaller regional operating companies including Northwestern Bell.⁵ The Telecommunications Act of 1996 changed the framework of the regulatory system. The legislation's goal was to replace the system of monopoly telephone companies (i.e., AT&T and its successors) with market competition.⁶

² *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, ORDER FINDING SERV. QUALITY RULES BREACH & ESTABLISHING REMEDIES (Sept. 17, 2024) (eDocket no. 20249-210276-01) ("20-432 Service Quality Order").

³ Telecommunications Act of 1996, Pub. L. No. 104-104, 110 Stat. 56 (1996).

⁴ *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, FINDINGS OF FACT, CONCLUSIONS OF LAW, & RECOMMENDATIONS ¶¶ 11-12 (Mar. 13, 2024) (eDocket no. 20243-204314-01).

⁵ *Id.*

⁶ *Id.*

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In 2000, Qwest Communications purchased U.S. West. In 2011, it merged with CenturyLink.⁷ Qwest changed its name to Lumen Technologies in 2020.⁸ Benefiting from the structural advantages that existed for incumbent providers, Lumen retains service areas across Minnesota that span about 66,000 miles of copper cable and nearly 10,000 cross box locations.⁹ Although Lumen has faced competition since the 1996 reforms, it still retains significant market share. Lumen provides regulated services to about 210,000 customer lines in Minnesota, using copper telephone networks.¹⁰

Service Quality Proceeding

In April 2020, the Communications Workers of America filed a complaint alleging that Lumen's subsidiary, Qwest, was violating Minnesota's telephone service quality standards.¹¹ In January 2023, the Commission referred the complaint to the court of administrative hearings for a contested-case proceeding.¹² In March 2024, the Administrative Law Judge recommended that the Commission find Lumen in violation of Minn. R. 7810.3300, .5000, and .5800.¹³ The judge further recommended that the Commission order Lumen to take certain remedial actions and consider whether to seek civil penalties for knowing and willful violations.¹⁴ Following a June meeting, the Commission issued an order in September, largely adopting the judge's report and recommended

⁷ *Id.*

⁸ *Id.*

⁹ *Id.* ¶ 14.

¹⁰ Joint Appl. at 5 (July 7, 2025) (eDocket no. 20257-220690-03).

¹¹ 20-432 Service Quality Order at 1.

¹² *Id.* at 2.

¹³ *Id.*

¹⁴ *Id.*

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remedial actions. In May 2025, Lumen made its first compliance filing updating the Commission on the corporation's progress implementing the service quality order.¹⁵

Proposed Transaction

In July 2025, Lumen and AT&T applied for Commission approval of the proposed sale of Lumen's mass markets fiber-based connectivity business to AT&T.¹⁶ The relevant assets are in the Twin Cities metropolitan area and owned by Lumen. According to the application, Lumen will retain its regulated telecommunications services customers.¹⁷ The application further claims that Minnesota customers using these regulated services will be unimpacted by the transaction.

ANALYSIS

State law requires Commission approval of any telephone company property sale when that property is used in the business of providing telephone service.¹⁸ Where approval is required, the Commission approves applications when the applicants establish by a preponderance of the evidence that the transaction is "in all respects in the public interest."¹⁹ In evaluating whether a transaction is in the public interest, the Commission considers, among other things, whether the transaction supports universal service, maintains just and reasonable rates, maintains or improves

¹⁵ *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, Lumen Compliance Filing (May 23, 2025) (eDocket no. 20255-219239-01).

¹⁶ Joint Appl. at 1-2 (July 7, 2025) (eDocket no. 20257-220690-03).

¹⁷ *Id.* at 2.

¹⁸ Minn. Stat. § 237.23 (2024) ("It shall be unlawful for any . . . corporation . . . to purchase or acquire the property, capital stock, bonds, securities, or other obligations, or the franchises, rights, privileges, and immunities of any telephone company doing business within the state without first obtaining the consent of the commission Telephone companies may sell and dispose of any property not used by said telephone companies in the conduct of their business at the time of the sale without the consent of the commission.").

¹⁹ *In re Bass Lake Rural Tele. Co., Minn. R.R. & Warehouse Comm'n*, 54 P.U.R. 3d 262 (May 11, 1964); *see also In re AT&T Corp.*, No. P-442, 3123/PA-99-10, 1999 WL 1455081 (Dec. 20, 1999); Minn. R. 1400.7300, subp. 5 ("The party proposing that certain action be taken must prove the facts at issue by a preponderance of the evidence, unless the substantive law provides a different burden or standard.").

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service quality, ensures consumer protections are maintained, or promotes competition.²⁰ In short, the Commission must find that the transaction broadly furthers the public interest where approval is required. Because Joint Applicants acknowledge that the transaction involves transferring facilities used to provide plain old telephone service (“POTS”), Commission approval is required before the transaction closes.²¹

Applying the section 237.23 standard, Joint Applicants have not met their burden to demonstrate the transaction furthers the public interest. The record shows that the claimed benefits are not meaningful and the transaction poses risks to Lumen’s ability to comply with its existing POTS service quality obligations, including the Commission’s 20-432 service quality order. Because Joint Applicants have not met their burden, the Commission should deny approval or refer the matter for a contested-case proceeding.

I. THE TRANSACTION DOES NOT OFFER MATERIAL PUBLIC INTEREST BENEFITS.

Joint Applicants assert that the transaction will generate significant benefits, in part, by supporting fiber deployment and generating competition.²² They also claim that combining Lumen’s assets with AT&T’s resources and expertise will create new jobs and deliver other benefits by enabling more consumers and small businesses to leverage high-speed connectivity.²³ Finally, Joint Applicants claim that Minnesota consumers will benefit from “converged wireline and wireless broadband services.”²⁴ These putative benefits, however, are vague and speculative. And, if realized, are unlikely to reach rural Minnesota consumers that need them most.

²⁰ See, e.g., Minn. Stat. § 237.011; *In re Merger of Qwest Commc’ns Corp. & U.S. West Commc’ns, Inc.*, Docket No. 421, 3017/PA-99-1192, ORDER ACCEPTING SETTLEMENT & APPROVING MERGER SUBJECT TO CONDITIONS at 8 (June 28, 2000) (eDocket No. 773114).

²¹ Joint Appl. at 7-8; Hundal Decl. ¶ 2, Ex. A-2.

²² Joint Appl. at 11.

²³ *Id.* at 9.

²⁴ *Id.* at 13-14.

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The final benefit identified by Joint Applicants is that Minnesota consumers will benefit from “converged wireline and wireless broadband services.”³² It is unclear, however, that market consolidation is a benefit to consumers. While some consumers may appreciate the convenience of a single bill or service provider, market consolidation can lead to higher prices and lower service quality for consumers, reduced wages and layoffs for workers, less innovation, and deflated industry investment.³³ To the extent that “convergence” is a benefit, it is again a limited one: **[NOT PUBLIC DATA BEGINS . . .** [REDACTED]

[REDACTED] . . . NOT PUBLIC DATA ENDS]³⁴ Given the limited scope and the downside risks posed by consolidation, Joint Applicants’ claimed “convergence” benefit lacks value.

The upshot is Joint Applicants’ asserted benefits are too speculative, too narrow in geographic scope, or too attenuated from the Commission’s public interest factors to credit.

II. THE TRANSACTION APPEARS TO UNDERMINE LUMEN’S ABILITY TO COMPLY WITH ITS ONGOING POTS SERVICE QUALITY OBLIGATIONS.

Beyond offering limited benefits, the transaction may leave Lumen’s operating companies with inadequate financial resources and staff to meet their ongoing service quality obligations to POTS customers. The transaction also may undermine their ability to provide consumers with timely assistance or comply with the 20-432 service quality order.

A. Lumen May Have Insufficient Financial Resources to Adequately Maintain Its POTS Network Post-Transaction.

Joint Applicants have not adequately addressed questions about how Lumen will fulfill its ongoing POTS service obligations post-transaction. Lumen has not provided adequate information

³² Joint Appl. at 13-14.

³³ Council of Economic Advisers, *Benefits of Competition and Indicators of Market Power* at 2 (Apr. 2016), <https://perma.cc/M6NS-EMW4>.

³⁴ Hundal Decl. ¶ 4, Ex. C-5 (CWA Request 1.8)

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about its future revenues and expenses. And it has not detailed how it will comply with Minnesota service-quality standards post-transaction.

The adequacy of Lumen's post-transaction revenues to meet its copper network maintenance expenses is uncertain. Through this transaction, Lumen intends to shed facilities responsible for 90% of its total fiber broadband revenue.³⁵ Lumen, in turn, will be left with legacy copper facilities that have experienced revenue drops over the last three years, as shown in Table 1 below. It is hard to know how Lumen's copper revenues compare to its copper-related expenses either in Minnesota or nationally because the corporation claims it lacks data on expenses by market segment, even on an enterprise-basis.³⁶

**Table 1: Lumen Technologies
Mass Markets Revenue and Expenses³⁷**

	2022	2023	2024
Fiber broadband revenues	\$604 million	\$637 million	\$736 million
Copper-based voice revenues	\$1.6 billion	\$942 million	\$842 million
Copper-based internet revenues	\$2.16 billion	\$1.4 billion	\$1.17 billion
Mass market expenses	\$1.769 billion	\$1.46 billion	\$1.29 billion

Lumen asserts that the transaction will allow it to reduce debt, avoid significant fiber network capital investments, and reduce operating expenses.³⁸ Lumen also asserts that the lost fiber revenues amount to a modest fraction of its overall revenues.³⁹ While these assertions imply that Lumen will have greater financial resources available to maintain its legacy POTS network in

³⁵ Hundal Decl. ¶ 6, Ex. E-2 (DOC Request 012).

³⁶ *Id.* The Department asked Lumen to provide revenue and expense data by business segment for each of its Minnesota operating companies. Lumen claimed this does not exist, and the only responsive data in its possession were its annual 10-K filings submitted to the federal Securities and Exchange Commission. *Id.*

³⁷ *Id.*

³⁸ *Id.*

³⁹ *Id.*

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Minnesota, Lumen recently told the Communications Workers of America that it will have insufficient POTS customer revenue to do so.⁴⁰

Lumen, moreover, has conducted no meaningful analysis into the transaction's potential effect on its ability to maintain its legacy POTS network. After being asked whether it would have sufficient resources to maintain its copper network without the income generated by its fiber business and to provide any documents supporting its response, Lumen answered, "Yes," without explanation or documentation.⁴¹ Lumen's sparse response is concerning because it again suggests that the corporation has not seriously considered or planned for its post-transaction operations in Minnesota.

While no one disputes that POTS service is a legacy technology, many Minnesota consumers continue to rely on it for basic and essential communication. Indeed, service providers are "still selling a telephone line to 10% or more of passings, and surveys show that the average residential landline penetration rate is still somewhere between 15% and 20%."⁴² And for consumers living in areas where it would be "economically inefficient" to expand fiber service, that reliance is unlikely to change soon.

B. Lumen May Have Insufficient Staff to Adequately Maintain its POTS Network Post-Transaction.

Beyond leaving it without financial resources, the transaction may leave Lumen with insufficient staff to adequately maintain its legacy POTS network in Minnesota or assist its

⁴⁰ *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, Markegard Decl. ¶¶ 11, 13 (Sept. 10, 2025) (eDocket no. 20259-222880-02).

⁴¹ Hundal Decl. ¶ 4, Ex. C-6:7 (CWA Request 1.13).

⁴² Doug Dawson, *Businesses Still Need Landlines*, CCG Consulting (Aug. 15, 2025), <https://perma.cc/T9WV-XJBB>.

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remaining customers. The impact of inadequate staffing on service quality is a particular concern given recent experience.

There is significant uncertainty about how many Lumen staff will be offered positions with AT&T to maintain and operate the fiber facilities covered by the transaction. In general, the Commission can expect that Lumen will have fewer staff to maintain its network. As shown in Table 2, Lumen presently [NOT PUBLIC DATA BEGINS . . . [REDACTED] . . . NOT PUBLIC DATA ENDS]. The number of staff who may be offered positions with AT&T or retained by Lumen post-transaction, however, is unknown. Joint Applicants claim that these decisions remain subject to “ongoing discussions.”⁴³

Table 2: Lumen’s Current and Post-Transaction Staffing⁴⁴

	Lumen Currently	Moving to AT&T	Terminated Post-Transaction	Retained Post-Transaction
	[NOT PUBLIC DATA BEGINS . . .			
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	. . . NOT PUBLIC DATA ENDS]			

If Lumen employs fewer field technicians, it could adversely affect Minnesota consumers. In the recent service quality matter, for example, the Administrative Law Judge documented how Lumen’s rule 7810.5800 performance declined precipitously after its decision to lay off about [NOT PUBLIC DATA BEGINS . . . [REDACTED] . . . NOT PUBLIC DATA ENDS] of its Minnesota

⁴³ Hundal Decl. ¶ 7, Ex. F-4 (DOC Request 004).

⁴⁴ Hundal Decl. ¶¶ 4, 7, Exs. F-3:4, C-3 (DOC Request 004, CWA Request 1.6).

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field technician workforce, causing per technician workloads to spike [NOT PUBLIC DATA BEGINS . . . █████ . . . NOT PUBLIC DATA ENDS].⁴⁵ This “self-inflicted injury,” as the Administrative Law Judge described it, caused material hardship for Minnesota consumers during the COVID-19 pandemic.⁴⁶

In addition to technician and network construction staffing uncertainty, Lumen plans to reduce its POTS customer service representative (“CSR”) staff by [NOT PUBLIC DATA BEGINS . . . █████ . . . NOT PUBLIC DATA ENDS] post-transaction, as shown in Table 4 below. This, too, should be a source of concern.

Table 3: Lumen’s Anticipated Customer Service Representative Staffing⁴⁷

	Lumen Currently	Moving to AT&T	Terminated Post-Transaction	Retained Post-Transaction
	[NOT PUBLIC DATA BEGINS . . .			
████████████████████	████	████	████	████
████████████████				
	. . . NOT PUBLIC DATA ENDS]			

The Department and Commission often receive complaints from consumers relating to challenges navigating automated phone trees or receiving timely assistance from a CSR with sufficient expertise or authority to resolve their problems.

Given these existing concerns, Lumen has not established how these significant staffing reductions, arising from the transaction, will further the public interest.

⁴⁵ *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, FINDINGS OF FACT, CONCLUSIONS OF LAW, & RECOMMENDATIONS ¶¶ 92-93, 95 (Mar. 13, 2024) (eDocket no. 20243-204314-01).

⁴⁶ *Id.* ¶ 95.

⁴⁷ Hundal Decl. ¶ 7, Ex. G-2 (DOC Request 008).

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C. The Transaction May Leave Lumen Unable to Comply with the Commission’s Service Quality Order.

Lumen has not adequately addressed how the transaction will impact its ability to comply with the Commission’s service quality order in Docket 20-432. In that proceeding, the Commission ordered Lumen to rehabilitate equipment serving about 3,600 customers who had experienced four or more troubles between 2019 and 2023.⁴⁸ It also ordered Lumen to rehabilitate 210 100-pair cables that were driving customer troubles.⁴⁹ The Commission further ordered Lumen to complete this work within 24 months.⁵⁰ In addition to this remedial work, the Commission ordered Lumen to implement a “Plant Pride” program to prevent future service quality lapses.⁵¹ Because Lumen’s efforts to comply with the service quality order remain ongoing, the Commission should ensure the transaction will not undermine those actions.

The potential for another “self-inflicted injury” because of the transaction is acute. To date, Lumen has not eliminated the backlog of maintenance ordered by the Commission in the service quality matter. Lumen’s May 2025 compliance filing shows that the corporation still has not rehabilitated about 75% of the equipment serving customers who experienced four or more troubles, or about 90% of the 100-pair cables.⁵² The bottom line is that significant work remains. And Lumen has not established how it will continue to perform this rehabilitation work should budget or staffing reductions occur post-transaction.

Beyond the rehabilitation work, the Commission-ordered Plant Pride program was designed to incentivize Lumen to perform preventive maintenance that would avoid service quality

⁴⁸ 20-432 Service Quality Order at 24.

⁴⁹ *Id.*

⁵⁰ *Id.*

⁵¹ *Id.* at 24-25.

⁵² *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, Lumen Compliance Filing at 3-4 (May 23, 2025) (eDocket no. 20255-219239-01).

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problems and outages in the first place. Through the program, Lumen must resolve all plant rehabilitation submissions received from field technicians within 90 days.⁵³ Since March 2025,

[NOT PUBLIC DATA BEGINS . . .

[REDACTED]

[REDACTED]

[REDACTED]⁵⁴ [REDACTED]

[REDACTED]

[REDACTED] . . .

NOT PUBLIC DATA ENDS].⁵⁵ It also is unclear how much impact these submissions, assuming they were appropriately resolved, will have on Lumen's operations, given that its network spans about 66,000 miles and nearly 10,000 cross box locations.⁵⁶

⁵³ 20-432 Service Quality Order at 24.

⁵⁴ [NOT PUBLIC DATA BEGINS . . .

[REDACTED]

[REDACTED] . . . NOT

PUBLIC DATA ENDS]. Hundal Decl. ¶ 9, Ex. H-26 (20-432 DOC Request 111).

⁵⁵ For purposes of the Plant Pride program, "resolve" means the repair, replacement, or a reasonable alternative resolution, including the possibility of no action, as determined by Lumen in consultation with the Communications Workers of America. *See* 20-432 Service Quality Order at 24-25.

⁵⁶ *In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, FINDINGS OF FACT, CONCLUSIONS OF LAW, & RECOMMENDATIONS ¶ 14 (Mar. 13, 2024) (eDocket no. 20243-204314-01).

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**Table 4: Lumen’s Plant Pride Program Submissions
(March to September 2025)⁵⁷**

	Closed	Open	In Progress	Total
[NOT PUBLIC DATA BEGINS . . .				
████████████████████	█	█	█	█
████████████████████	█	█	█	█
████████████████████	█	█	█	█
████████████████████	█	█	█	█
████████████████████	█	█	█	█
████████████████████	█	█	█	█
████████████████████	█	█	█	█
. . . NOT PUBLIC DATA ENDS]				

Since the program has only existed for two quarters, more data is likely necessary before the Commission can fully evaluate the Plant Pride program’s impact.⁵⁸ In general, the Commission will likely want to consider quarter-to-quarter submission trends and corresponding chronic trouble report rates. Even so, the transaction will not further the public interest, if it undermines Lumen’s ability to vigorously execute its Plant Pride program and other service quality order obligations. And, so far, Joint Applicants have not adequately demonstrated the transaction will improve rather than impair Lumen’s compliance efforts.

III. THE COMMISSION SHOULD NOT GRANT TRANSACTION APPROVAL AT THIS TIME.

As discussed above, Joint Applicants have not met their burden to establish the transaction will further the public interest consistent with the statutory standard. As a result, the Commission should deny transaction approval and permit Joint Applicants to re-apply when they are prepared to demonstrate the transaction furthers the public interest. In the alternative, if the Commission

⁵⁷ Hundal Decl. ¶ 10, Ex. I-8 (20-432 DOC Request 114).

⁵⁸ The Communications Worker of America recently filed comments in Docket 20-432, alleging that Lumen has failed to implement the Plant Pride program as directed by the Commission’s order. *See In re CWA Compl. Regarding Servs. Provided by Qwest Corp. d/b/a CenturyLink in Minn.*, Docket No. P-421/C-20-432, CWA Cmts. on Lumen Compliance Filing (Sept. 10, 2025) (eDocket no. 20259-222880-03).

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concludes that “all significant issues have not been resolved to its satisfaction,” it could refer this matter to the court of administrative hearings for a contested-case proceeding.⁵⁹ If the Commission does refer the matter for a contested-case proceeding, the Department would likely retain specialized technical assistance.⁶⁰

CONCLUSION

The Department respectfully recommends that the Commission deny approval of the joint application or, if the Commission deems necessary, refer the matter for a contested case. At this time, the transaction’s claimed benefits are too speculative and attenuated from the relevant public interest considerations. Joint Applicants, moreover, have not established the transaction will not undermine Lumen’s ongoing ability to comply with service quality standards and the Commission’s 20-432 service quality order.

Dated: September 16, 2025

Respectfully submitted,

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⁵⁹ Minn. R. 7829.1000.

⁶⁰ Minn. Stat. § 237.295, subd. 5.

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