MINNESOTA DEPARTMENT OF
COMMERCE

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May 5, 2017

Daniel P. Wolf
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, Minnesota 55101

RE: **Comments of the Minnesota Department of Commerce**
Docket No. P5733 *et al.* /PA-16-1062

Dear Mr. Wolf:

Attached are the comments of the Minnesota Department of Commerce in the following matter:

In the Matter of the Joint Application of CenturyLink, Inc. and Level 3 Communications, Inc. for Approval of a Transfer of Control and Related Transactions

The filing was submitted on December 16, 2016 by:

Jason D. Topp
Senior Counsel – Regulatory
CenturyLink, Inc.
200 South 5th St., Room 2200
Minneapolis, MN 55402

Pamela Hollick
Associate General Counsel
Level 3 Communications, Inc.
4625 W. 86th St., Suite 500
Indianapolis, IN 46268

Enclosed for filing are the Supplemental Comments of the Department of Commerce (Department) regarding the above-referenced matter.

The Department recommends **approval with modifications** and is available to respond to any questions the Minnesota Public Utilities Commission may have on this matter.

Sincerely,

/s/ BRUCE L. LINSCHEID
Financial Analyst

/s/ JOY GULLIKSON
Telecommunications Analyst

/s/ BONNIE JOHNSON
Telecommunications Analyst

BLL/JG/BJ/lt
Attachment

MINNESOTA DEPARTMENT OF COMMERCE

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

COMMENTS OF THE MINNESOTA DEPARTMENT OF COMMERCE

DOCKET NO. P5733 *et al.* /PA-16-1062

I. BACKGROUND

On December 16, 2016, the Minnesota Department of Commerce (Department) received a copy of a joint application (Application) to the Minnesota Public Utilities Commission (Commission) for the indirect transfer of control of Level 3 Communications, LLC (Level 3), Broadwing Communications, LLC (Broadwing), Global Crossing Local Services, Inc. (GCLS), Global Crossing Telecommunications, Inc.(GCT), WilTel Communications LLC (WilTel), and Level 3 Telecom of Minnesota, LLC (Level 3 MN, and together, Level 3, Broadwing, GCLS, GCT, WilTel, and Level 3 MN, the Level 3 Companies) from Level 3 to CenturyLink, Inc. (CenturyLink) (the Transaction, and together, Level 3 and CenturyLink, the Applicants). Commission action is requested by mid-summer 2017 to permit completion of the Transaction by September 30, 2017.

On December 23, 2016, the Commission issued a notice announcing the deadline for filing comments on the Application. Initial comments were due February 21, 2017, and reply comments were due March 23, 2017.

On February 8, 2017, the Commission extended the comment period at the request of the Department to March 23, 2017, and reply comments were due on April 24, 2017.

On March 23, 2017, the Department filed comments in this docket.

On April 24, 2017, CenturyLink filed reply comments in this docket.

On April 25, 2017, the Commission extended the comment period in this docket until May 5, 2017.

II. THE APPLICANTS ARE INCORRECT THAT THE DEPARTMENT'S PROPOSED CONDITIONS ARE WITHOUT PRECEDENT.

The Applicants state that the Department recommended two unique conditions that have not been imposed in other merger applications by the Commission:

1) Applicants shall seek Commission approval for any action [a]ffecting an involuntary reduction in workforce, with the exception of retirement incentives, of customer-facing jobs for a period of two years from the date of the issuance of the Commission's order so that the existing level of customer service is maintained.
2) Applicants must commit to any condition agreed to in other jurisdictions by notifying the Commission of the intent to provide the same benefits in Minnesota.[1]

A. THE DEPARTMENT ROUTINELY CONSIDERS THE IMPACT ON EMPLOYEES WHEN REVIEWING MERGER REQUESTS

The Applicants cite the Department's recommendations in the following four dockets as support for its statement that the Department's conditions in this docket are unprecedented:

1) Docket No. 16-1016, Zayo's acquisition of Electric Lightwave,
2) Docket No. 16-972, Windstream's acquisition of EarthLink,
3) Docket No. 16-237, Verizon's acquisition of XO Communications, and
4) Docket No. 14-570, Level 3's acquisition of tw telecom.

The Department has considered the effects of mergers and acquisitions on employment for many years. For example, in the CenturyLink-Qwest merger in Docket 10-456 the Commission received a public comment that referred to the impact on employees when Windstream Corporation acquired Iowa Telecommunications, Inc., including the operations of Bishop Communications and Lakedale Telephone Company in Docket No. 09-1453. The public commenter who was a laid-off employee as a result of the Windstream acquisition stated that "close to 75% of employees" had been terminated . . . and well over 100 people had lost their jobs in Minnesota." The public commenter urged the Commission to prevent layoffs and stated that "a vote is coming up for Qwest to be acquired by CenturyLink" and urged the Commission to "make sure employees are protected." The commenter closes with, "[w]e were not fortunate enough and now we are all going to be unemployed and would hate to see that happen again." The Department subsequently learned that only 50 out of 120 employees had jobs after the Windstream transaction closed (see Attachments 1 and 2). As a result, the Department has generally made it a point to consider the impact of mergers and acquisitions on Minnesota employees.

[1] CenturyLink's April 24 Reply Comments, Docket No. 16-1062, pp. 1-2.

Employment restrictions have previously been placed on CenturyLink. The Communications Workers of America's (CWA), CenturyLink and Qwest agreed that some principles should guide the activities and employment levels of union-represented jobs following the merger of CenturyLink and Qwest, one of which was:

> The Parties recognize that reductions in force may be required at some time in the future. If such reductions occur, the companies agree for a period of thirty (30) months for the date of the closing of the merger, that the percentage of the total workforce NewCo composed of union-represented employees, will not decrease by any more than one percentage point (1%) for its percentage of that workforce as of the closing of the CenturyLink and Qwest merger (excluding individual voluntary separations or terminations for cause. . ..)[2]

The Applicants may recall in CenturyLink's merger with the Qwest operating companies in Docket No. 10-456 that the Office of Administrative Hearings in its Findings of Fact, Conclusions of Law, and Recommendation acknowledged the CWA's concern on employment levels in Paragraph 105:

> [t]he settlement provides a transition period of approximately one year after the closing date (until May 15, 2012) during which CenturyLink agrees not to close any Qwest call center comprised of union-represented employees. CenturyLink also committed to certain enhanced separation benefits for a limited period of time (until October 6, 2012) for any affected call center employees, providing a further monetary incentive for CenturyLink to retain these call centers in service for an additional five months after the May 2012 commitment.[3]

In its 10-456 Order, the Commission concurred with the Administrative Law Judge's (ALJ's) findings and conclusions and incorporated the relevant findings and conclusions, which includes the ALJ's findings with regard to the CWA.[4]

The Department has incorporated "the impact on employees" as one of the criteria it considers when evaluating mergers and acquisitions that impact local telecommunications

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[2] In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of Qwest Operating Companies to CenturyLink, OAH Docket No. 11-2500-2139-2, MPUC Docket No. P-421, *et al.*/PA-10-456, Letter of Agreement related to CenturyLink and Qwest Merger, October 18, 2010, pp. 1-2 of 7.

[3] In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of Qwest Operating Companies to CenturyLink, FINDINGS OF FACT, CONCLUSIONS OF LAW, AND RECOMMENDATION, OAH Docket No. 11-2500-21391-2, PUC Docket No. P-421, *et al.*/PA-10-456, January 11, 2011, p. 27, para 105.

[4] In the Matter of the Joint Petition for Approval of Indirect Transfer of Control of Qwest Operating Companies to CenturyLink, ORDER ACCEPTING SETTLEMENT AGREEMENTS AND APPROVING TRANSFER OF CONTROL SUBJECT TO CONDITIONS, Docket No. P-421, *et al.*/PA-10-456, P421, *et al.*/PA-10-1012, March 31, 2011, p. 26.

operations for many years as stated in the Department of Commerce website (also see Attachment 3).[5]

The Department normally requires a description of the projected impact on employees of each company involved in the proposed transaction," and the Department addressed "employee impact" in three of the four dockets cited by the Applicants as evidence that the Department routinely addresses employee impact in its comments on acquisitions and mergers.

1) Docket No. 16-1016, Zayo's acquisition of Electric Lightwave- The Department states on page 5 of its public comments that "[t]he Applicant have not engaged in any material integration planning, and no current plans exist with regard to Minnesota employees."
2) Docket No. 16-972, Windstream's acquisition of EarthLink- The Department states on page 6 of its comments that "Windstream Parent and EarthLink are in the early stages of the integration process and have not made determinations regarding final employment levels of the combined company. EarthLink has two employees in Minnesota."
3) Docket No. 16-237, Verizon's acquisition of XO Communications- The Department states on page 5 of its comments that "XO's Minnesota workforce totals fewer than 25 employees, and Verizon cannot predict the impact on Minnesota employees prior to the close of the Transaction. Although the Transaction is expected to strengthen Verizon's business and employ a wide variety of workers across its fifty-state footprint, including Minnesota, expected synergies will general include workforce adjustments, but the effect on employees in any specific state is currently unknown."
4) Docket No. 14-570, Level 3's acquisition of tw telecom- In this docket the impact of the acquisition on employees was not specifically addressed. Rather, the Department focused on the impact of the transaction on competition and states on page 5 of its comments that "[c]ompetition should not be significantly affected because Level 3 entities and tw telecom Minnesota are expected to become stronger competitors."

The Department generally considers the issue of employee impact on mergers and acquisitions particularly when transactions involve local telecommunications service providers in multi-state jurisdictions. The CenturyLink-Level 3 merger is of particular interest since CenturyLink plays a significant role in the Minnesota telecommunications market. As the Administrative Law Judge (ALJ) states in the CenturyLink-Qwest merger in Docket No. 10-456:

[5] https://mn.gov/commerce/Industries and Agencies/Telecom Provider/Common Filings.

> . . . Qwest owns and controls the vast majority of the State's telecommunications infrastructure. . . . [F]or a large portion of the market it is infeasible for the CLECs to duplicate Qwest's facilities.[6]

The above quotation referred to Competitive Local Exchange Carriers (CLECs) reliance on Qwest's facilities in order to provide competitive alternatives. Although the ALJ acknowledges the decline in Qwest's business and residential access lines in Minnesota, CenturyLink's merger with Qwest continues to represent a significant portion of the facilities in Minnesota, and employee reductions due to projected synergies could also be significant.[7]

The Applicants complain that the Department's use of the term, "customer-facing employee," is undefined. The term, "customer-facing employee," was first used in CenturyLink's response to the Department's Information Request 3 (see Attachment 4).

Accordingly, the Department understands customer-facing employees as employees who review and approve customers' orders, maximize service reliability, identify and correct the source of any disruptions, avoid unintended route redundancy and minimize the need to hand off customer traffic thereby reducing failure points as defined by CenturyLink. The term, "customer-facing employees," as introduced by CenturyLink, is understood to generally refer to customer service employees who regularly interact with customers, and should be known to the Applicants.

Finally, the Applicants argue that the condition to not involuntarily terminate customer-facing employees without Commission approval for two years from the date of the order in this docket undermines the benefits of the Transaction. If the termination of customer facing employees in Minnesota is a benefit of the Transaction, then the Commission should consider this potential impact as it determines whether the transaction is in the public interest.

Prohibiting involuntary staff reductions for a period of time is a condition set by other states. On January 24, 2017, the New York Public Service Commission stated in Verizon's acquisition of XO Holdings that there is a risk that post-close, as Verizon seeks to realize synergies, there will be a loss of critical jobs.

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[6] *Op cit.* Fn 3, para 162, pp. 46-47.

[7] 2 *Id.*, para 159, p. 46. Residential and business access lines in Minnesota declined over 48% between December 2001 and December 2009. In contrast, the number of wireless subscribers increased by more than 105%. ILEC subscribers represent only 26% of all wireline, VoIP and wireless connections in Minnesota, and wireline and VoIP access lines account for less than 40% of all connections.

> In order to protect customers and mitigate the potential for customer facing XO job losses following the close of the transaction, the Commission will condition its approval of the transaction on Petitioners agreeing that, for the four years from the date of the issuance of this Order, they shall be prohibited from laying off, or taking any action effecting an involuntary reduction in workforce (excluding retirement incentive and attrition), of customer-facing jobs within XO Communications in New York State.[8]

The Department's recommendation is more moderate than this action in New York State.

B. THE DEPARTMENT RECOMMENDS "MOST FAVORED NATION OR STATE" LANGUAGE IN HIGHER PROFILE TRANSACTIONS INVOLVING COMPANIES WITH MULTI-STATE OPERATIONS WHEN IT ANTICIPATES THAT CONCESSIONS MAY OCCUR IN OTHER JURISDICTIONS THAT MIGHT BENEFIT MINNESOTA CUSTOMERS

In CenturyLink's merger with Qwest operating companies in Docket No. 10-456, the ALJ from the Office of Administrative Hearings stated on paragraph 111 of her Findings of Fact, Conclusions of Law, and Recommendation that in the Settlement Agreement between the Joint Petitioners and Integra:

> . . . if an order approving this transaction includes any condition and contained in the Agreement . . ., the Merged Company will make that condition or provision available to other carriers in that state upon request, to the extent applicable.[9]

As previously indicated, the Commission concurred with the ALJ's findings and conclusions and incorporated the relevant findings and conclusions.[10]

In the current merger Transaction with Level 3, Washington State reports a settlement with the Applicants whereby as described in the May 1, 2017 edition of Telecommunications Reports Daily:

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[8] Petition of XO Holdings, XO Communications Services, LLC, and Verizon Communications Inc. for Approval of a Proposed Transaction Pursuant to Section 100 of the Public Service Law, ORDER GRANTING JOINT PETITION SUBJECT TO CONDITION, State of New York Public Service Commission, Case 16-C-0288, issued and effective January 25, 2017, p. 17.
[9] *Op cit.*, Fn. 3, para. 104, p. 33.
[10] *Op cit.*, Fn. 4, Ordering para 1, p. 27.

1) CenturyLink will file an annual report with the commission on May 1, of 2018, 2019, and 2020, showing "the regulated network maintenance expense for the prior calendar year for each of CenturyLink's Washington incumbent local exchange carriers (ILECs)." If the annual maintenance expense per access line of any of the Washington ILECs is less than the expense incurred per access line for the years 2014 through 2016, CenturyLink will provide an explanation of the variance (see Attachment 5).
2) CenturyLink has agreed to inform the commission of each outage by notifying a designated commission staff person within 30 minutes after a determination that a major outage is occurring. CenturyLink will also simultaneously provide the notification NORS reports that it files with the FCC for reportable Washington outages to the Commission at the outage reporting email address.[11]

In addition, the Washington State Settlement also provides for the following three provisions that could also apply to the Applicants' Minnesota operations:

3) Report of Federal Universal Service Fund (FUSF) Support- Each year, beginning on July 1, 2017, and ending in 2021, each of CenturyLink's Washington ILECs will file in this docket a report for the previous calendar year, consistent with Attachment B-FUSF Reporting (including all three pages) (see Attachment 6).
4) Wholesale Transparency- For so long as CenturyLink subsidiaries and Level 3 subsidiaries interconnect with each other via Section 251 interconnection agreements, including amendments, CenturyLink commits to file those agreements as required under Section 252 of the Telecommunications Act of 1996.
5) Customer Notice of Merger- CenturyLink will issue a press release within 30 days after the closing of the transaction. The press release will be issued via CenturyLink's normal news release distribution methods reaching CenturyLink and Level 3 service areas, and appear on both CenturyLink's and Level 3's websites. The release will state that CenturyLink has acquired Level 3. CenturyLink further commits to provide customer notice if such notice would be required post-transaction in the event of a name change for any telecommunications subsidiaries with customers in Washington.[12]

These five conditions are examples of the compliance items that could also apply to CenturyLink's Minnesota operations. A sixth Washington State condition for approval of the merger was to provide a dedicated project manager "to work on the ESINet transition and sufficient support personnel to complete tasks assigned by the Washington Military Department to CenturyLink under the successor vendor's project plan" within certain timelines. Such a condition would not be applicable to CenturyLink's Minnesota operations,

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[11] **Washington-CenturyLink, Level 3, UTC staff, AG file settlement of merger issues,** Telecommunications Reports Daily, May 1, 2015.
[12] In the Matter of the Notice of Transaction and Application of CENTURYLINK For an Order Declining to Assert Jurisdiction Over, or, in the Alternative, Expedited Approval of the Indirect Transfer of Control of Level 3 Communications, LLC . . . to CenturyLink, Inc. **SETTLEMENT AGREEMENT**, April 25, 2017, par. 5.

and the Applicants would not be expected to meet this Washington State condition in Minnesota.

Another example of the Department's recommendation and the Commission's acceptance of "most favored nation or state" language occurs in Docket 09-1453 when the Department recommended:

> If Windstream is required to make any concession in other jurisdiction[s] to obtain approval of this merger, it should be required to inform the Commission of the commitment and discuss how the same commitment may be applicable to exchanges served by Lakedale Telephone Company in Minnesota.[13]

That said, the Department is willing to modify its recommendation for the "most favored nation or state" condition in response to the Petitioners' concern that commitments made in other jurisdiction may bear no relevance to Minnesota operations.[14] The new condition would read:

> Unless Petitioners can show good cause, they must commit to any condition agreed to in other jurisdictions *that is applicable in Minnesota* by notifying the Commission of the intent to provide the same benefits in Minnesota.

Modifying the condition should relieve the Petitioners of their concern that "conditions imposed by federal or even possibly foreign jurisdictions would be imported to Minnesota."[15] The Department has no interest in imposing requirements from other jurisdictions on the Applicants that have no bearing on Minnesota operations.

III. CONCLUSION

In recommending approval of the proposed Transaction, the Department recommended two conditions to protect the public interest of employees and customers of the Applicants. The Applicants characterize the conditions as poorly defined, without precedent, and unnecessary. To the contrary, the Department regularly considers the impact of acquisitions and mergers on employees and customers alike. The Department agrees with modifying its recommendation on the most favored nation or state provision to limit it to conditions applicable to Minnesota.

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[13] In the Matter of the Joint Petition of Windstream Corporation *et al.* for Approval of Agreement and Plan of Merger, Department Trade Secret Comments, Docket No. P518 *et al.*/09-1453, February 10, 2010, p. 17; and Commission Order, March 22, 2010.
[14] In the matter of the Joint Application of CenturyLink, Inc. and Level 3 Communications, Inc. for Approval of a Transfer of Control and Related Transaction, Docket No. P5733, et al./PA-16-1062, Reply Comments, April 24, 2017, p. 7.
[15] 2 *Id.* p. 8.

V. REVISED COMMISSION ALTERNATIVES

1. Approve the transfer of control of Level 3 Communications, LLC (Level 3), Broadwing Communications, LLC, Global Crossing Local Services, Inc., Global Crossing Telecommunications, Inc., WilTel Communications LLC, and Level 3 Telecom of Minnesota, LLC from Level 3 to CenturyLink, Inc. (CenturyLink).
   - The proposed Transaction will have no impact on Commission authority. Each operating company will operate under existing certificates of authority and the combined company will continue to make the required jurisdictional annual and other regulatory reports.
   - The Transaction is expected to be transparent to customers as it will not involve the transfer of customers. Although no requirement exists to notify customers, the Applicants agree to provide customer notice consistent with any process ordered by the Commission
   - No tariff changes are expected at this time since the rates, terms and conditions of services currently provided by the Level 3 Companies to their customers will not change as a result of the Transaction.
   - Applicants agree to file a notice of closing within 20 days of the completion of the Transaction.
   - Petitioners should seek Commission approval for any action effecting an involuntary reduction in workforce, with the exception of retirement incentives, of customer-facing jobs for a period of two years from the date of the issuance of the Commission's order so that the existing level of customer service is maintained.
   - Unless the Petitioners can show good cause, they must commit to any condition agreed to in other jurisdictions that is applicable in Minnesota by notifying the Commission of the intent to provide the same benefits in Minnesota.
2. Approve the Application with modifications.

3. Reject the Application.

VI. RECOMMENDATION

The Department recommends that the Commission adopt Revised Alternative 1.

/lt

Attachment 1

Rice, Robin (PUC)

From: Wolf, Dan (PUC)
Sent: Thursday, October 28, 2010 2:43 PM
To: #PUC_Public Comments
Subject: Qwest-Century Link

From: Russell Vance [mailto:Russell.Vance@windstream.com]
Sent: Monday, October 18, 2010 10:03 AM
To: Wergin, Betsy (PUC)
Subject: Hello

Betsy,
I was wondering if you were aware that since Windstream Communications acquired Iowa Telecom that close to 75% of Employees from Sherburne Rural Telephone, and Bishop Communications have already been terminated or will be by the years end. I am one of the lucky people to have until 12/31/10. Not a good thing that happened but just wanted to let you know that well over 100 people have now lost their Jobs in Minnesota, I know a vote is coming up for Qwest to be acquired by Century Link, make sure employees are protected. We were not fortunate enough and now we are all going to be unemployed and would hate to see that happen again. Thank You.
Russell Vance
Princeton MN

Attachment 2

Linscheid, Bruce (COMM)

From:	Mike Anderson [D.Michael.Anderson@windstream.com]
Sent:	Tuesday, November 09, 2010 11:31 AM
To:	Linscheid, Bruce (COMM)
Subject:	RE: Agency Distribution P6258,P6441,P509,P5096,P430,P421,P5732,P5971,P563,P551,P6237,P6478/PA-10-456 PUC Public Comment

Bruce,

Sorry it has taken so long to get back to you. I just returned to the office yesterday. I looked into the Minnesota staffing numbers again and here are the key data points:

1. In October we noticed another 26 employees. The employees were in what remained of the finance, IT, billing, marketing and field management, basically the general office functions that we have discussed before. These folks have varied termination dates but most will be done by 12/31 but some will be employed into February 2011.
2. In June we noticed 16 employees that were terminated on August 2 and in August we noticed 26 employees, most of these were the call center staff in Annandale and Big Lake whose function was consolidated into the Newton call center. I believe the last time we spoke we discussed all these layoffs.
3. In all the Windstream transaction and integration plan impacts 68 positions in Minnesota. As we discussed previously, there positions are predominately general office and support staff functions that are being consolidated to other Windstream locations. At the time of the transaction close, 6/1/10, there were approximated 120 employees between the Lakedale and Sherburne operations. When the integration staffing is completed there will be approximately 50 local operations employees in Minnesota.

The October notifications represent the last of the integration staffing changes so I do not expect any more significant headcount adjustments to be announced and in 2011 we will go back to a business as usual evaluation of Minnesota staffing levels as we develop operating budgets each year. If you have questions about this information, please let me know

Mike.

From: Linscheid, Bruce (COMM) [mailto:Bruce.Linscheid@state.mn.us]
Sent: Monday, November 01, 2010 4:04 PM
To: Mike Anderson
Subject: FW: Agency Distribution P6258,P6441,P509,P5096,P430,P421,P5732,P5971,P563,P551,P6237,P6478/PA-10-456 PUC Public Comment

Mike- I noticed the reference to loss of jobs as a result of the Sherburne and Bishop acquisitions in the Public Comment for the Qwest-CenturyLink merger that can be found by clicking the link below. The concerned employee states that 75% or well over 100 of the Sherburne and Bishop employees were terminated. I recall that we have discussed employee layoffs, but I do not recall that the layoff numbers were as high as is being stated. Any insight that you can provide is appreciated.

Thank you.

Bruce Linscheid

From: PUC, Docketing (PUC)
Sent: Monday, November 01, 2010 3:49 PM
To: Doherty, Katherine (COMM); Fournier, Marc (PUC); Wells, Diane (COMM); Doyle, Greg (COMM); Linscheid, Bruce (COMM); OGrady, Kevin (PUC); McCarthy, Michael (COMM); Oberlander, Mark (PUC)
Cc: Casebolt, Carol (PUC); PUC, Docketing (PUC)

Attachment 3

MINNESOTA DEPARTMENT OF
COMMERCE

Common Filings Made With the Public Utilities Commission

Contents

1. Rate changes, significant changes to terms and conditions, introductions of new services, and discontinuances of services other than basic local service

Each telecommunications provider must submit and maintain on file with the Minnesota Public Utilities Commission and the Department of Commerce, a tariff that contains the rates, terms, and conditions applicable to the telecommunications services it provides or offers. Prior to implementation of changes to rates, terms, and conditions of service, the introduction of new services, or the discontinuation of service, revised tariff pages must be filed.

Competitive Local Exchange Carriers

File tariffs reflecting rate increases, changes to terms and conditions, rate decreases, introduction of new services, and discontinuation of individual service offerings pursuant to Minn. Rule Part 7812.2210, subpart 3.

Large Incumbent Local Exchange Carriers (ILECs) with Alternative Form of Regulation (AFOR)Plans

File petitions for rate increases, rate decreases, changes to terms and conditions and discontinuation of individual service offerings pursuant to the terms of the applicable AFOR Plan.

Small Incumbent Local Exchange Carriers (SLECs) subject to the small company AFOR Statute (*MN Stat. 237.73)*

File petitions for rate increases to basic local services following the procedures set forth in Minn. Statute 237.73 subd. 3. For other rate increases or significant changes in terms and conditions, SLECs may follow the same filing requirements applicable to CLECs. (Minn. Rule Part 7812.221-, subpart 3).

Small and Large Incumbent Local Exchange Carriers not subject to AFORs

May file rate increases and significant changes in terms or conditions subject to the same filing and notice requirements applicable to CLECs. (MN. Rule Part 7812.2210, subp. 3).

Interexchange telecommunications carriers

Subject to the filing and notice requirements outlined in MN. Stat. 237.74.

Any tariff concerning 911 service should also be provided to the two agencies that handle 911 issues in Minnesota:

Dana Wahlberg
State of MN 911 Program Manager Dept. of Public Safety
Emergency Communication Networks 445 Minnesota St., Suite 137
St. Paul, MN 55101-5137

Pete Eggiman,
ENP Director of 911 Services
Metropolitan Emergency Services Board
2099 University Avenue West, Suite 201
St. Paul, MN 55104

2. Filings for service area expansion (CLECs)

CLECs that wish to expand their service area to include additional exchanges for the provision of local service must file the information outlined in MN Stat. 237.16, subd 4.

3. Changing a company name, or adding an assumed name (d/b/a)

Telecommunications carriers that intend to change their name or add an assumed name (d/b/a) should file the following information with the Minnesota Public Utilities Commission and Minnesota Department of Commerce:

- A letter requesting the name change or assumed name;
- A certificate from the Minnesota Secretary of State's office (www.sos.state.mn.us) showing the name has been registered in Minnesota;
- A revised tariff incorporating the new name; and
- For local service providers required to provide 911 service, notification to the Department of Public Safety, and if serving anywhere in the seven county metropolitan area, the Metropolitan Emergency Services Board.

4. Acquisitions/ Mergers

Minnesota-certified telecommunications providers that will realize a change of ultimate ownership or control as a result of a stock transfer or asset acquisition must petition for prior approval from the Minnesota Public Utilities Commission. Prior Commission approval for acquisitions is also required if it will result in a change in the provision of service to customers, even if ultimate ownership or control of a company is not changed. (see Minn. Stat.§237.23, Minn. Stat. 237.74 subd 12).

Petition Requirements for Commission Approval of an Acquisition

A Petition for Commission Approval of an Acquisition should include an affidavit signed by an officer of each of the requesting parties attesting to the accuracy of the following information:

- The current transaction will not be completed prior to the Commission's approval (include a copy of sales agreement);
- The acquiring party has the financial capability to continue to provide service to customers (include a copy of the parties' most recent financial statements);
- Address any 911 requirements such as filing a new CLEC 911 Plan, notifying 911 agencies, counties, underlying carriers, and other affected parties of changes to an existing 911 ILEC contract or 911 CLEC Plan (e.g., contacts, company names), and providing any required notice to a company's 911 system integrator;
- Address the intent of the parties with respect to the assumption or transfer of the parties' interconnection agreements;
- Set forth the intent of the parties with respect to the release or return of NXX codes to the
  North American Numbering Plan Administration (NANPA);

- Whether the authority of the acquired company is to be cancelled (i.e., will the entity continue to offer services in Minnesota or will the acquired entity no longer exist), and whether the acquired company names will be used as assumed names by the acquiring company;
- Who is responsible for filing Minnesota jurisdictional annual reports or making other regulatory filings following the close of the transaction (jurisdictional annual reports are to be filed for any portion of a calendar year that the acquired company was in existence), and which party will pay any outstanding regulatory fees of the acquired company;
- Describe the parties' customer notification plans;
- Describe anticipated tariff changes or include a statement explaining why no tariff changes are necessary;
- That parties agree to file with the Commission a notice of closing within 20 days of the completion of the transaction;
- Address Telephone Assistance Plan (TAP) questions:
  - Do any of the affected companies have customers enrolled in TAP?
  - If yes, does the transaction alter the company providing service to any TAP customers?
  - If yes, which companies will be filing TAP reports after the transaction closes?
  - If yes, what is the name and phone number of the TAP contact person?
  - If yes, with what frequency (monthly or quarterly) will the TAP reports be filed?
  - If the frequency of filing TAP reports after the transaction is different than the frequency before the transaction, show how the data of the companies is reconciled to validate that proper reimbursement from the TAP fund is requested.
  - The acquired company should commit to filing a final TAP report indicating the number of local access lines it served, and the amount of TAP surcharge revenues and deposits made upon the closing of the acquisition transaction.
  - The acquiring company, in its next TAP report, should explain how the number of access lines changed as a result of the acquisition activity, and describe any potential discrepancies between the number of access lines reported and the amount of TAP surcharge revenues reported.
- Describe projected impact on employees of each company involved in the proposed transaction;
- Discuss how competition will be affected by the proposed transaction; and
- Explain how broadband deployment will be impacted by the proposed transaction.

5. Relinquishing a certificate of authority

Telecommunications carriers that wish to relinquish their certificates of authority must file a letter with the Minnesota Department of Commerce and the Minnesota Public Utilities Commission requesting that their certificate be relinquished. A carrier should include the information listed here:

- Whether the carrier has customers;
- Whether the carrier has provided notice to its customers that the carrier will

no longer be providing telecommunications services in Minnesota; and
- A copy of the notice provided to customers.

A local service provider seeking to relinquish its certificate of authority should also take the actions listed here:

- Contact any carriers with whom you have an interconnection agreement, and jointly send a notice to the Commission terminating your agreement;
- Notify the Minnesota Department of Public Safety and the Metropolitan Emergency Services Board (if applicable), so that your 911 plan can be cancelled; and
- Facilities-based carriers should notify NANPA so that NXX blocks can be returned.
- Notify any ILEC with whom you have an interconnection agreement that you no longer have authority to provide telecommunications services in Minnesota and services should no longer be offered under the interconnection agreement(s).
- Any assessments or fees unpaid to the Department, Commission, Metropolitan 911 Board, or Department of Public Safety remain the responsibility of the carrier.
    - Company must be current with filing annual reports.
    - Company must file intrastate jurisdictional revenue by May 1 of the following year if company had intrastate revenues in the current year.

Local service providers must provide at least 60 days written notice to the Department of Commerce, Commission, and Attorney General's office before exiting a service area. Long distance providers must provide at least 30 days written notice. Relinquishing your certificate of authority requires Commission approval. You will receive an order from the Commission either approving or denying your request.

6. Filing trade secret information

If you need to file trade secret information, please follow the instructions on the Commission's website:
http://www.puc.state.mn.us/portal/groups/public/documents/pdf_files/000671.pdf

7. Where and how to file

When submitting any of the above filings, please use the edockets system:
https://www.edockets.state.mn.us/EFiling/security/login.do?method=showLogin

Attachment 4

State of Minnesota

DEPARTMENT OF COMMERCE

Utility Information Request

Nonpublic [ ]
Public [ ]

Docket Number: P5733, *et al.*/PA-16-1062 Date of Request: 1/4/2017

Requested From: CenturyLink Response Due: 1/17/2017

Analyst Requesting Information: Bruce L. Linscheid

Type of Inquiry:

[ ]......Financial	[ ]......Rate of Return	[ ]......Rate Design
[ ]......Engineering	[ ]......Forecasting	[ ]......Conservation
[ ]......Cost of Service	[ ]......CIP	[ ]......Other:

If you feel your responses are trade secret or privileged, please indicate this on your response.

Request No.	
3	Please explain how competition for enterprise customers will improve if the number of independent competitors declines by one as control of Level 3 goes to CenturyLink.

Response:

The following is responsive to DOC IRs 3-4 and is based on the Consolidated Application to Transfer Control of Domestic and International Section 214 Authorizations filed by CenturyLink and Level 3 at the Federal Communications Commission on December 12, 2016. In particular, the Public Interest Statement; Exhibit B to that filing.

The proposed Transaction, once consummated, will significantly enhance the Applicants' combined network facilities, bolstering the combined company's ability to compete for multi-location customers who prefer providers that are able to offer on-net access on a national or global scale. The combined company's expanded reach will enable the company to serve a higher proportion of locations using its own end user connections, thus making the company a stronger competitor in the enterprise market, particularly when compared with larger, highly-capitalized providers with greater reach such as AT&T, Verizon, and cable companies such as Comcast that present existing and increasing competitive threats. By increasing the number of its on-net end user connections, the combined company will be able to reduce its off-net access costs. It also will be able to provide better quality control for customers. As the FCC recently recognized in the context of its review of the Verizon-XO transaction,[1] it

[1] See Applications of XO Holdings and Verizon Communications Inc. for Consent to Transfer Control of Licenses and Authorizations, Memorandum Opinion and Order, DA 16-1281, WC Docket No. 16-70, at 35 ¶ 63 (rel. Nov. 16, 2016) ("Verizon-XO Approval Order").

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generally is better to serve customers with on-net facilities for a variety of reasons, including better responsiveness to service problems and greater control over the end-to-end arrangement to ensure that those service problems do not occur in the first place. By enabling the Applicants to reduce their dependence on leased fiber, the Transaction will enable the combined company to provide these types of benefits to its customers.

The combination of CenturyLink and Level 3 will particularly improve the ability of the Applicants to serve multi-location customers. Presently, the Applicants compete for such customers in Minnesota, the U.S. and abroad not only against U.S.-based carriers but also against global providers such as BT and NTT, which have extensive networks in Europe and Asia. Service providers with the greatest network reach have the best prospects for competing for multi-location customers who, as noted above, are likely to prefer service providers that can provide an on-net presence for their national and, where applicable, international locations. The combined company's improved network reach therefore will facilitate greater competition for multi-location customers, resulting in the sort of benefits to customers that competition naturally brings. Indeed, the FCC recently confirmed the "planned use of . . . fiber facilities to better compete for multi-location customers" as a significant public interest benefit.[2] By improving the ability of CenturyLink and Level 3 to serve multi-location customers, the Transaction will facilitate these same public interest benefits.

The customer-facing benefits of owning fiber — rather than leasing it — are legion. Owning more of its own fiber means the combined company will have more complete information about the capacity and other characteristics of the specific network facilities used to serve each customer, as well as greater authority to monitor and manage the provision and maintenance of these facilities on the company's own schedule, with less need to rely on and coordinate with third parties. As a result, the combined company will be able to review and approve customers' orders more quickly. The company also will be in a better position to maximize service reliability by more rapidly identifying and correcting the source of any disruptions, avoiding unintended route redundancy by gaining visibility into path usage, and minimizing the need to hand off customers' traffic to other networks, thereby reducing failure points in the system. The FCC recently found these factors to be precisely the sort of specific and identifiable public interest benefits that result from one service provider acquiring a fiber-based provider, which would be the case here.[3]

The combination of CenturyLink and Level 3 also will facilitate the availability of complementary and improved enterprise service to customers. For example, through the acquisition of Level 3, CenturyLink's Ethernet footprint will greatly expand not only in the U.S. but also abroad, where CenturyLink has a relatively small Ethernet presence. CenturyLink today offers customers a broad range of DSn connections, particularly within its ILEC territory, but its roll-out of high-capacity Ethernet services is more recent and it has not

[2] Id.
[3] See id.

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been as successful in selling Ethernet services as many of its competitors.[4] Level 3, on the other hand, has a long history of providing innovative Ethernet services, but it lacks the same degree of fiber connectivity to buildings as CenturyLink. By combining forces, CenturyLink and Level 3 will be able to provide a more complete and fulsome array of connections and services to their customer base, positioning the combined company to compete more effectively against those who already provide this array of service offerings to customers. For instance, over time, the combined company expects that it will be able to utilize to greater effect Level 3's Adaptive Network Control service, which allows customers to dynamically scale bandwidth usage up or down to meet their specific needs without requiring extensive planning. By making these and other services more widely available, the combined company will bring substantial operational and service benefits to their enterprise customers.

Enterprise customers also will benefit from the combination of CenturyLink's and Level 3's expertise in the provision of managed services, content delivery networks, and internet protocol-based ("IP") virtual private network ("VPN") capabilities. Over time, the combined company will be able to leverage the strongest aspects of each of these services to produce a more efficient, higher-quality set of services than either Applicant offers today. For instance, although CenturyLink has one of the largest Multiprotocol Label Switching VPN networks in the country, it has a comparatively smaller footprint internationally than Level 3's IP VPN services. By combining resources, the Applicants will be better able to provide their customers with a broader array of these and other IT and related services.

The Transaction also will greatly enhance the Applicants' network security and advanced threat intelligence services, which will serve to provide greater security for customers' data and systems. Enterprise customers increasingly are the targets of cyber-attacks, and the overall business and technological risks of operating in today's highly connected environment are substantial. Through this Transaction, the combined company will have a market-leading security services portfolio with a full complement of adaptive intelligence, threat prevention, threat management, incident response and analysis services to support customers' hosted or on-premises enterprise security programs and enable customers to react quickly to security incidents with data-driven plans and support from expert security staff. Together, the Applicants will leverage the best aspects of their respective security and intelligence services to provide customers with critical solutions that enable them to better protect their data and systems. By reducing the need for customers to develop, deploy and maintain their own security technology, the combined company's robust security service offerings will provide customers an administratively easy and cost-efficient way to prepare for and manage their cybersecurity issues.

The Transaction will enable the combined company to emerge as a stronger challenger to larger, better capitalized competitors with greater on-net reach in the provision of enterprise

[4] For example, Vertical Systems Group, an independent research company that focuses on business data network services, ranks CenturyLink fifth among Ethernet providers in total retail port sales. Mid-Year 2016 U.S. Carrier Ethernet LEADERBOARD, Vertical Systems Group (Aug. 18, 2016), http://www.verticalsystems.com/vsglb/mid-year-2016-u-s-carrier-ethernet-leaderboard ("VSG 2016 Ethernet LEADERBOARD").

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services. AT&T and Verizon are the largest players in the nationwide provision of enterprise services and have a global reach that exceeds that of many other competitors. They also have significant financial scale. For example, in their fiscal year 2015, AT&T generated roughly $30 billion in enterprise revenue,[5] and Verizon generated just under $20 billion in such revenue.[6] In light of the FCC's recent approval of the merger of Verizon and XO Communications,[7] another nationwide provider of enterprise services, Verizon no doubt is positioned to become an even more significant player in the provision of enterprise services. By increasing the Applicants' scale and size, the Transaction will enhance the Applicants' ability to compete against these larger providers.

Large cable companies such as Comcast and Charter also present a significant competitive threat. Comcast, for instance, "is able to offer retail BDS across much of its facilities-based footprint,"[8] while Charter has invested significantly "in the expansion of its BDS capabilities since the beginning of 2013" and "aggressively seeks new business across its footprint."[9] And in the few areas where cable companies may lack the facilities to serve business customers now, they are quickly filling those gaps in coverage.[10] For example, the availability of non-ILEC-provided wholesale Ethernet access has risen sharply in recent years,[11] which is attributable in large part to the growth of cable providers. Furthermore, cable providers increasingly are viewed by customers as reasonably interchangeable relative to more traditional telecommunications carriers, as Ethernet services offered by the former are now comparable in quality to those offered by the latter.

Although their overall revenues from the sale of services to enterprise customers currently trail those of the largest providers, cable companies are increasing their business service revenues and gaining market share. ATLANTIC-ACM expects cable providers' overall wireline revenues to grow by $9.7 billion through 2021, "driven predominantly by success in business services."[12] Indeed, cable companies' Ethernet transport revenues have experienced a compound annual growth rate of 27.2 percent since 2014, and cable providers are projected to increase their proportion of business wireline revenues to 25.8 percent of total revenues by 2021 (up from 15.3 percent of total revenues in 2015).[13] In

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[5] See AT&T Inc., Q3 2016 AT&T Earnings — Financial and Operational Results at 10 (Oct. 22, 2016), available at https://www.att.com/Investor/Earnings/3q16/master_3q16.pdf.

[6] See Verizon Communications Inc., Financial and Operating Information at 15 (Sept. 30, 2016), available at http://www.verizon.com/about/file/19557/download?token=BW4QtXRt. This revenue data for Verizon predates its merger with XO.

[7] See generally Verizon-XO Approval Order.

[8] Comments of Comcast Corporation at 11, Business Data Services in an Internet Protocol Environment et al., WC Docket No. 16-143 et al. (filed June 28, 2016) ("Comcast BDS Comments").

[9] Reply Comments of Charter Communications, Inc. at 2, Business Data Services in an Internet Protocol Environment et al., WC Docket No. 16-143 et al. (filed Aug. 9, 2016) ("Charter BDS Reply").

[10] See Comments of the National Cable and Telecommunications Association at 3, Business Data Services in an Internet Protocol Environment; Special Access for Price Cap Local Exchange Carriers, WC Docket Nos. 16-143, 05-25 (filed June 28, 2016) (noting that cable companies have identified the business data services ("BDS") market as "a significant source of new revenue" and "fully intend, at least in the absence of regulation, to continue vigorously competing in this market").

[11] See VSG 2016 Ethernet LEADERBOARD (noting that "[t]he competitive balance of the Ethernet marketplace is evident, as more than 60 percent of new connections were delivered by CLECs and Cable MSOs during the first half of 2016").

[12] ATLANTIC-ACM, "U.S. Telecom Wireline and Wireless Sizing Share Forecast: 2016-2021," at 123 (Nov. 2016).

[13] See id. at 44, 124-27; ATLANTIC-ACM, "Special Data Output" (Dec. 2016).

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addition, the top six cable companies have grown to account for more than a quarter of the total U.S. Ethernet ports.[14] For instance, since 2012, Comcast's and Charter's combined port share alone has nearly doubled.[15]

These developments have had a significant impact on CenturyLink's ability to compete for enterprise customers because the largest of these cable companies – Comcast and Charter – have a significant presence within CenturyLink's Minnesota service areas. For instance, in comments filed in the FCC's BDS proceeding, both Comcast and Charter explained that they have made significant investments in network infrastructure in an attempt to strengthen their position in the BDS marketplace,[16] and Charter further acknowledged that it engages in promotional pricing practices in an express effort "to win business from incumbent LECs and others."[17] Indeed, Comcast today markets its extensive nationwide fiber network as "the largest facilities-based last mile alternative to the phone company in the United States."[18] The Transaction will provide CenturyLink with the resources it needs to compete more effectively against these entities and trends, and enterprise customers will benefit directly from that competition.

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[14] See Vertical Systems Group Special Inquiry (Dec. 2016).
[15] See Id. For purposes of this comparison, port shares of Time Warner Cable and Bright House were combined with Charter's port share.
[16] See Comcast BDS Comments at 7; Comments of Charter Communications, Inc. at 8, Business Data Services in an Internet Protocol Environment, WC Docket No. 16-143 (filed June 28, 2016).
[17] Charter BDS Reply at 2.
[18] See "Comcast Business: The Comcast Network," available at https://cdn.pdc.business.comcast.com/~/media/business_comcast_com/PDFs/the_comcast_network_2013.pdf?rev=b6e1ebe6-ff22-489d-bb29-13769486b1f3 (last visited Dec. 12, 2016).

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CONFIDENTIAL ATTACHMENT A
REDACTED VERSION

Attachment 5

Maintenance Expense Reporting for 2017 - 2019
As Compared to 2014 - 2016 Expense Per Average
Access Line by Washington ILEC

Ln #	Maintenance Expense by Company (A)	2014	2015	2016	3 Year Average	Company Input 2017	2018	2019
1	CenturyTel of Washington, Inc.	[redacted]						
2	CenturyTel of Inter-Island Inc.							
3	CenturyTel of Cowiche, Inc.							
4	United Telephone Co. of the Northwest (WA)							
5	Qwest Corporation (Washington)							
6	Total					$ -	$ -	$ -

Ln #	Access Line by Company (B)	2014	2015	2016	3 Year Average	Company Input 2017	2018	2019
7	CenturyTel of Washington, Inc.	[redacted]						
8	CenturyTel of Inter-Island Inc.							
9	CenturyTel of Cowiche, Inc.							
10	United Telephone Co. of the Northwest (WA)							
11	Qwest Corporation (Washington)							
12	Total					-	-	-

Ln #	Average Maintenance Expense Per Access Line	2014	2015	2016	3 Year Average	2017 Maintenance Expense/Access Line by Company (C)	2018	2019
13	CenturyTel of Washington, Inc. (Lns 1/7)	[redacted]				#DIV/0!	#DIV/0!	#DIV/0!
14	CenturyTel of Inter-Island Inc. (Lns2/8)					#DIV/0!	#DIV/0!	#DIV/0!
15	CenturyTel of Cowiche, Inc. (Lns 3/9)					#DIV/0!	#DIV/0!	#DIV/0!
16	United Telephone Co. of the NW (WA) (Lns 4/10)					#DIV/0!	#DIV/0!	#DIV/0!
17	Qwest Corporation (Washington) (Lns 5/11)					#DIV/0!	#DIV/0!	#DIV/0!

(A) Maintenance Expense for this calculation is defined as Plant Specific Operations Expense which FCC Part 32 defines as Accounts 6112 to 6441 for Class A Companies.

If the FCC changes to allow Class A companies to use Class B reporting, Accounts are 6110 to 6410.

If the FCC discontinues the use of Part 32 accounts, CenturyLink will provide maintenance expense information using the format it uses to account for such activity.

(B) If the methodology used in 2014 - 2016 for reporting access lines changes for 2017 - 2019, Staff must be notified of this change and the impact.

(C) Annual average maintenance expense is company specific and calculated by dividing annual maintenance expense (reported in lines 1-5) by by end-of-year access lines (reported on lines 7-11). The result for 2017 - 2019, lines 13 - 17, is compared to the 3 Year Average on lines 13 -17.

CenturyLink ILEC Name (e.g. Qwest Corporation)
Operating Expenses Attributable to FUSF
YYYY Actual

Operating Expense Categories	YYYY Total Operating Expenses	YYYY Operating Expenses Attributable to FUSF
Plant Specific Expenses		
Plant Non-Specific Expenses		
Customer Operations Expenses		
Corporate Operations Expenses		
Other Operating Expenses		
Income Tax Expense		
Total Operating Expenses	$ -	$ -

Attachment 6

CenturyLink ILEC Name (e.g. Qwest Corporation)
Capital Expenditures Attributable to FUSF
YYYY Actual

Capital Expenditure Investment Categories	YYYY Actual Capital Expenditures Attributable to FUSF
Aerial Cable - Non-Metallic	
Buried Cable - Metallic	
Buried Cable-Non-Metallic	
CWIP Permits/Right of Way	
Digital Circuit Equipment	
Digital Circuit Equipment-DSL	
Digital Electronic Switching	
Engineering Time	
Intrabuilding Cable-NonMetallic	
Optical Circuit Equipment	
Underground Cable-Metallic	
Underground Cable-Non-Metallic	
Underground Conduit Systems	
	$ -

CenturyLink ILEC Name (e.g. Qwest Corporation) Enabled CAF-II Locations by Wire Center
Washington

State	Company	Dominant CLLI	Wire Center	YYYY Year Number of CAF-II Locations	Cumulative Number of CAF-II Locations
WA	ILEC Name	CLLI Code	Wire Center Name 1		
WA	ILEC Name	CLLI Code	Wire Center Name 2		
WA	ILEC Name	CLLI Code	Wire Center Name 3		
WA	ILEC Name	CLLI Code	Wire Center Name 4		
WA	ILEC Name	CLLI Code	Wire Center Name 5		
WA	ILEC Name	CLLI Code	Wire Center Name 6		
WA	ILEC Name	CLLI Code	Wire Center Name 7		
WA	ILEC Name	CLLI Code	Wire Center Name 8		
WA	ILEC Name	CLLI Code	Wire Center Name 9		
WA	ILEC Name	CLLI Code	Wire Center Name 10		
		Total		-	-

CERTIFICATE OF SERVICE

I, Sharon Ferguson, hereby certify that I have this day, served copies of the following document on the attached list of persons by electronic filing, certified mail, e-mail, or by depositing a true and correct copy thereof properly enveloped with postage paid in the United States Mail at St. Paul, Minnesota.

Minnesota Department of Commerce
Comments

Docket No. P5733 et al./PA-16-1062

Dated this 5th day of May 2017

/s/Sharon Ferguson

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
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Catherine	Wang	catherine.wang@morganlewis.com	Morgan, Lewis & Bockius LLP	2020 K Street NW Ste 1100 Washington, DC 20006-1806	Electronic Service	No	OFF_SL_16-1062_PA-16-1062
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