

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF WINDSTREAM KENTUCKY	)	
EAST, LLC AND WINDSTREAM KENTUCKY	)	
WEST, LLC (1) FOR A DECLARATORY RULING	)	
THAT APPROVAL IS NOT REQUIRED FOR	)	
THE TRANSFER OF A PORTION OF THEIR	)	CASE NO.
ASSETS; (2) ALTERNATIVELY FOR APPROVAL	)	2014-00283
OF THE TRANSFER OF ASSETS; (3) FOR	)	
A DECLARATORY RULING THAT	)	
COMMUNICATIONS SALES AND LEASING,	)	
INC. IS NOT SUBJECT TO KRS 278.020(1); AND	)	
(4) FOR ALL OTHER REQUIRED APPROVALS	)	
AND RELIEF	)	

NOTICE OF FILING

Notice is given to all parties that the following materials have been filed into the record of this proceeding:

- The digital video recording of the evidentiary hearing conducted on November 13, 2014 in this proceeding;
- Certification of the accuracy and correctness of the digital video recording;
- A written log listing, *inter alia*, the date and time of where each witness' testimony begins and ends on the digital video recording of the evidentiary hearing conducted on November 13, 2014.

A copy of this Notice, the certification of the digital video record, and hearing log have been electronically served upon all persons listed at the end of this Notice. Parties desiring an electronic copy of the digital video recording of the hearing in Windows Media format may download a copy at [http://psc.ky.gov/av\\_broadcast/2014-](http://psc.ky.gov/av_broadcast/2014-)

00283/2014-00283 13Nov14 Inter.aspx. Parties wishing an annotated digital video recording may submit a written request by electronic mail to [pscfilings@ky.gov](mailto:pscfilings@ky.gov). A minimal fee will be assessed for a copy of this recording.

Done at Frankfort, Kentucky, this 19<sup>th</sup> day of November 2014.



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Public Service Commission of Kentucky

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COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF WINDSTREAM KENTUCKY EAST, )  
LLC AND WINDSTREAM KENTUCKY WEST, LLC (1) ) CASE NO. 2014-00283  
FOR A DECLARATORY RULING THAT APPROVAL IS )  
NOT REQUIRED FOR THE TRANSFER OF A )  
PORTION OF THEIR ASSETS; (2) ALTERNATIVELY )  
FOR APPROVAL OF THE TRANSFER OF ASSETS; (3) )  
FOR A DECLARATORY RULING THAT )  
COMMUNICATIONS SALES AND LEASING, INC. IS )  
NOT SUBJECT TO KRS 278.020(1); AND (4) FOR ALL )  
OTHER REQUIRED APPROVALS AND RELIEF )

CERTIFICATE

I, Sonya Harward, hereby certify that:

1. The attached DVD contains a digital recording of the Hearing conducted in the above-styled proceeding on November 13, 2014. Hearing Log and Witness List are included with the recording on November 13, 2014.

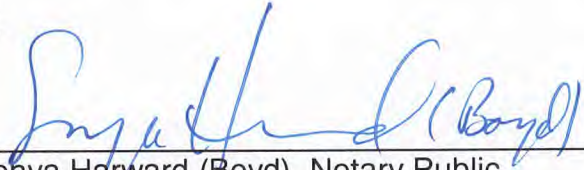
2. I am responsible for the preparation of the digital recording.

3. The digital recording accurately and correctly depicts the Hearing of November 13, 2014.

4. The "Hearing Log" attached to this Certificate accurately and correctly states the events that occurred at the Hearing of November 13, 2014 and the time at which each occurred.

Given this 19<sup>th</sup> day of November, 2014.



  
Sonya Harward (Boyd), Notary Public  
State at Large  
My commission expires: August 27, 2017





Date:	Type:	Location:	Department:
11/13/2014	Other	Public Service Commission	Hearing Room 1 (HR 1)

Judge: David Armstrong; Linda Breathitt; Jim Gardner  
 Witness: John Fletcher - Windstream KY; Robert Gunderman - Windstream KY; Randy Barber - for CWA  
 Clerk: Sonya Harward

Event Time	Log Event
9:48:23 AM	Session Started
9:48:26 AM	Session Paused
10:06:52 AM	Session Resumed
10:06:54 AM	Vice Chairman Jim Gardner, Preliminary Comments and Introductions Note: Harward, Sonya Chairman David Armstrong and Commissioner Linda Breathitt
10:07:33 AM	Attys. Mark Overstreet and Ben Crittenden for Windstream KY East and Windstream KY West ("Windstream KY" and "Windstream")
10:07:49 AM	Attys. Doug Brent and Gardner Gillespie for KY Cable Telecommunications Association ("KCTA")
10:08:20 AM	Attys. Don Meade and Scott Rubin for Communications Workers of America ("CWA")
10:09:31 AM	Pro Hac Vice Motions Sustained
10:09:51 AM	Attys. Jeb Pinney and Nancy Vinsel - PSC Staff Jim Stevens and Kyle Willard
10:10:18 AM	Motion for Use of a Court Reporter is Sustained
10:10:32 AM	Atty. Overstreet - Other Outstanding Motions Note: Harward, Sonya Motion for confidential treatment - taken under advisement.
10:10:58 AM	Public Comment Note: Harward, Sonya No comments.
10:11:35 AM	Witness Robert Gunderman takes the stand and is sworn in. Note: Harward, Sonya Windstream Holdings, Interim CFO and Treasurer
10:12:16 AM	Atty. Overstreet Direct Exam of Witness Gunderman Note: Harward, Sonya Accepts testimony with no changes.
10:12:54 AM	Atty. Rubin Cross Exam of Witness Gunderman Note: Harward, Sonya Starting with the corporate level, regarding transfer of assets.
10:16:20 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Asking about Windstream KY leasing back the assets.
10:17:40 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Asking about the preliminary registration statement that was filed on Oct. 24 by CLS, and the missing information therein.
10:19:58 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Asking about the Separation and Distribution Agreement.
10:21:18 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Witness said that the Separation and Distribution Agreement could be provided.
10:22:15 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Asking how much Windstream's annual interest payments will decline as a result of the debt reduction.
10:22:54 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Asking how \$3.2 billion was determined to be appropriate amount for assets being transferred.
10:25:22 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya Asking about assets having a \$2.7 billion value on books, but arrived at \$3.2 billion amount.



10:27:55 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking if valuation analysis is finalized for the \$650M.
10:28:44 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about the \$10 billion that it will cost to lease assets back over the 15-year period, and how that is appropriate when they are only receiving \$3.2 billion in the transfer of the assets.
10:31:59 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking if Windstream KY's two ILECs will provide assets for the transfer.
10:34:11 AM	Vice Chairman Gardner - Clarifying Question Note: Harward, Sonya	Asking if he understood correctly that the assets of Windstream KY's two ILECs will be transferred to Kentucky CSL.
10:36:30 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking if any of the cash goes to the Windstream KY ILECs.
10:39:42 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking for accounting of the transaction, regarding Windstream KY companies losing assets and getting nothing back.
10:42:30 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about the lease obligations of the Windstream KY ILECs.
10:44:40 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about the mention of a potential for a default on a particular pod, and how that is possible if Windstream Holdings is handling the lease.
10:45:40 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Referring to Lease Summary, dated Oct. 31, 2014, which is also Exhibit D to the response to KCTA's data request, Item 23, page 5.
10:48:35 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about the two Lease Summaries that were filed on July 28 and Oct. 31, and if there were changes between the summaries.
10:49:16 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about the full Master Lease, and its large size, and notes that the summary is only about 8 pages.
10:50:41 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about Windstream defaulting on the lease and CSL being able to find a new tenant, and that would put Windstream out of business.
10:51:55 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking for the definition of a Successor Tenant.
10:53:36 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Referring to the Oct. 31 Lease Summary, page 5, the next to last bullet under Events of Default, referring to self-help rights.
10:56:10 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Referring to Letter to the Public Service Commission of Ohio, from Barber Testimony (CWA), Schedule RB-3, regarding this transaction being considered a 'sale' under GAP.
	Note: Harward, Sonya	Asking if it will be recognized as a lease obligation under GAP.
10:59:50 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking how much equity is on Windstream's balance sheet today.
11:02:12 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking about negative equity on the books.
11:04:19 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking if the Windstream KY ILECs will be treated as if they own the poles in regards to setting rates, and if will they be able to depreciate the assets.



11:06:09 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking what the Windstream KY ILECs will have to do on their books for GAP, tax, and regulatory purposes.
11:11:59 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Referencing Witness's Rebuttal Testimony, page 3, regarding tax deductibility of the lease payment.
11:12:38 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Referencing Schedule RB-1.
11:19:53 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking cash flow questions.
11:25:15 AM	Atty. Rubin to Witness Gunderman Note: Harward, Sonya	Asking if other companies have reduced their common stock dividends so they can invest more in their networks, and if there have been other telecom companies that have established this kind of real estate investment trust structure.
11:26:19 AM	Atty. Gillespie Cross Exam of Witness Gunderman	
11:28:43 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking if operating companies and CSL believe that they will still be under PSC jurisdiction.
11:30:11 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking if there will be a request by the operating companies for the PSC to state in an order that the PSC will continue to have jurisdiction of the poles, conduits, etc.
11:31:58 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Referencing response to KCTA's data request, Item 11.
11:32:30 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking if there will be any changes in costs of the poles on the books for this transaction.
11:36:07 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking if there is going to be any changes in depreciation practices of the company.
11:37:25 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking about the rate-of-return element.
11:39:43 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking about push-down accounting and the effect it will have on the rate-of-return element.
11:40:48 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking if the accounting requirements of the pole attachments will be independent of other accounting systems used by the company.
11:43:40 AM	POST HEARING DATA REQUEST per Atty. Gillespie Note: Harward, Sonya	Per Witness Gunderman, Windstream can provide how the companies determine the rate of return or cost of money element used for purposes of pole attachment regulation.
11:44:06 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Referencing response to KCTA's data request, Item 12, and are these similar to elements used in Admin. 251.
11:46:02 AM	Atty. Overstreet - Objection Note: Harward, Sonya	Information is not relevant, trying to insert a pole attachment rate case into this proceeding.
11:47:18 AM	Atty. Gillespie to Witness Gunderman Note: Harward, Sonya	Asking if it is reasonable that KCTA has a baseline for the accounting so that they are assured that the representations being made today are fulfilled.
11:48:43 AM	Atty. Gillespie - Response to Objection Note: Harward, Sonya	Explaining why he is asking about accounting systems.

11:49:33 AM Atty. Gillespie to Witness Gunderman  
Note: Harward, Sonya Asking when the last time was that the current tariff rates were changed.

11:50:27 AM Atty. Gillespie - Continues Response to Objection  
Note: Harward, Sonya Explaining that KCTA believes they are entitled to a baseline.

11:51:06 AM Vice Chairman Gardner  
Note: Harward, Sonya Asking which response to data request is being discussed here.

11:51:31 AM Atty. Overstreet - Response to Atty. Gillespie's Objection Response  
Note: Harward, Sonya KCTA can file a complaint.

11:53:10 AM Vice Chairman Gardner  
Note: Harward, Sonya Will make a ruling on the objection after break.

11:53:21 AM Break

11:53:25 AM Session Paused

12:07:38 PM Session Resumed

12:07:39 PM Vice Chairman Gardner to Witness Gunderson - Before Ruling on Issue  
Note: Harward, Sonya Asking about retaining PSC jurisdiction for pole attachment rates, and confirming that there will be no change to the methodology used to compute pole attachment rates.

12:07:46 PM Camera Lock Deactivated

12:10:22 PM Vice Chairman Gardner - Ruling on Objection  
Note: Harward, Sonya The line of questioning is not relevant.

12:10:41 PM Atty. Overstreet - Comment on Ruling  
Note: Harward, Sonya Windstream did not set current rates.

12:11:32 PM Atty. Gillespie to Witness Gunderman  
Note: Harward, Sonya Asking if Witness knows how the rates in the tariff were calculated.

12:12:17 PM Atty. Overstreet - Clarification  
Note: Harward, Sonya Clarified that the information is not in front of the Witness at this time.

12:13:17 PM Atty. Gillespie to Witness Gunderman  
Note: Harward, Sonya Referencing response to Staff's Request, Item 8, regarding 3,305 poles the operating companies will not be distributing ownership of to CSL, and how they will be accounted for.

12:18:27 PM Atty. Overstreet - Objection  
Note: Harward, Sonya The calculation of tariff rates has nothing to do with the transfer.

12:18:33 PM Vice Chairman Gardner - Ruling on Objection  
Note: Harward, Sonya The general question can be asked.

12:19:22 PM Atty. Gillespie to Witness Gunderman  
Note: Harward, Sonya Asking about the poles not being acquired by CSL and the pole attachment rates for these compared to those that are being acquired by CSL.

12:22:52 PM Atty. Overstreet - Objection  
Note: Harward, Sonya The witness has answered the question.

12:24:18 PM Commissioner Breathitt - Interjected a Question  
Note: Harward, Sonya Asking how Windstream determines which poles go to CSL and which do not.

12:25:23 PM Vice Chairman Gardner - Comment  
Note: Harward, Sonya This area of questioning has been exhausted.

12:25:30 PM Atty. Gillespie to Witness Gunderman  
Note: Harward, Sonya Referencing the Lease Summary, page 1, regarding leased property including easements and pole agreements. And on page 3, 2nd bullet, CSL may require Windstream to convey legal title to CSL for easements, permits, and pole agreements. And the response to Staff's 1st Request, Item 3, regarding applicants retaining title to easements, etc.



12:29:23 PM Atty. Pinney Cross Exam of Witness Gunderman  
Note: Harward, Sonya Asking who would not benefit from this transaction.

12:32:28 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking if benefits are for Kentucky.

12:32:52 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about the filing of Form 10, and it not being complete.

12:33:32 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about this being a 'transfer,' not a 'sale.'

12:33:38 PM POST HEARING DATA REQUEST per Atty. Pinney  
Note: Harward, Sonya Provide Form 10.

12:37:44 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking how quickly the \$3.2 billion debt will be retired.

12:38:19 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about direct impact on Kentucky customers.

12:39:15 PM POST HEARING DATA REQUEST per Atty. Pinney  
Note: Harward, Sonya Provide the book and fair value estimates of Windstream East and West's assets, broken down in to what is being transferred to CSL and what is not being transferred.

12:40:11 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking what would happen if the PSC did not approve this transaction.

12:42:21 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking if regulatory approval is required in the other 37 states that this transaction is being proposed.

12:42:59 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Referencing Witness's Rebuttal Testimony, pages 5-6.

12:44:48 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Referencing response to KCTA's 1st Request, Item 8, asking if the number of poles and feet of conduit is for KY companies or transaction over all.

12:46:35 PM POST HEARING DATA REQUEST per Atty. Pinney  
Note: Harward, Sonya Break down of the number of poles and feet of conduit per company.

12:47:20 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking what other assets CSL will own, and could it own other assets that were not transferred.

12:49:51 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking how the rates that are paid for leasing those poles are going to compare to the rent that Windstream KY will pay per pole to CSL.

12:51:15 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about increase in capital expenditures.

12:53:15 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about ownership of new poles Windstream KY may build staying with Windstream or changing to CSL.

12:54:18 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about pole attachment rates, regarding the poles still appearing on the books the same as was pre-transaction.

12:55:51 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking about knowledge of methodology in Admin. 251.

12:56:40 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking if the benefits are guaranteed to come to Kentucky.

12:57:53 PM Atty. Pinney to Witness Gunderman  
Note: Harward, Sonya Asking how state-by-state investment is determined.

1:00:51 PM	Atty. Pinney to Witness Gunderman Note: Harward, Sonya	Asking what would happen to the assets if laws change and CSL was no longer considered an real estate investment trust.
1:02:53 PM	Atty. Pinney to Witness Gunderman Note: Harward, Sonya	Asking about differences between wireless and wireline communication.
1:05:04 PM	Commissioner Breathitt Cross Exam of Witness Gunderman Note: Harward, Sonya	Asking about the private letter ruling being made public and needing first mover advantage.
1:06:49 PM	Commissioner Breathitt to Witness Gunderman Note: Harward, Sonya	Asking about CSL being a triple-net provider.
1:08:17 PM	Commissioner Breathitt to Witness Gunderman Note: Harward, Sonya	Asking how customers, regulators, businesses, etc. know that the investment is being made.
1:11:29 PM	Commissioner Breathitt to Witness Gunderman Note: Harward, Sonya	Asking if any other jurisdictions have approved this.
1:12:48 PM	Chairman Armstrong Cross Exam of Witness Gunderman Note: Harward, Sonya	Asking if Windstream uses a 3rd party to validate billing.
1:13:42 PM	Vice Chairman Gardner Cross Exam of Witness Gunderman Note: Harward, Sonya	Asking about indebtedness, and Windstream KY currently not have debt and will not have debt after the transaction.
1:15:00 PM	Vice Chairman Gardner to Witness Gunderman Note: Harward, Sonya	Asking about increase in investment in Kentucky.
1:16:52 PM	Atty. Overstreet Direct Exam of Witness Gunderman Note: Harward, Sonya	Asking clarifying questions about the debt being held at the corporate level but done so for the benefit of its operating companies including Windstream KY.
1:17:46 PM	Atty. Overstreet Direct Exam of Witness Gunderman Note: Harward, Sonya	Asking about Successor Tenant provision.
1:18:23 PM	Witness Gunderman dismissed from the stand.	
1:18:31 PM	Break	
1:18:36 PM	Session Paused	
2:32:28 PM	Session Resumed	
2:32:33 PM	Witness John Fletcher takes the stand and is sworn in.	
	Note: Harward, Sonya	Windstream Holdings, Exec. Vice President, Secretary, and General Counsel
2:33:22 PM	Atty. Overstreet Direct Exam of Witness Fletcher Note: Harward, Sonya	Accepts testimony with no changes.
2:34:02 PM	Atty. Rubin Cross Exam of Witness Fletcher Note: Harward, Sonya	Asking about Employee Matters Agreement.
2:35:05 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking if any work is being eliminated or transferred to CSL.
2:35:53 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking if a change in employee number or type will occur in Kentucky.
2:36:28 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking about the Master Lease Agreement, regarding the property in Kentucky being governed by Kentucky law or some other state's laws.
2:37:51 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking about transfer of ownership of assets to CSL.
2:38:10 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking if this is a form of financing transaction.



2:39:39 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking about need for this Commission to approve financing transactions.
2:40:22 PM	Atty. Rubin to Witness Fletcher Note: Harward, Sonya	Asking if KY ILECs are required to get approval for transfer of ownership of control.
2:41:55 PM	Atty. Gillespie Cross Exam of Witness Fletcher Note: Harward, Sonya	Asking about easements and rights-of-way currently owned by the operating companies and who is going to own the titles after the transaction.
2:42:46 PM	Atty. Gillespie to Witness Fletcher Note: Harward, Sonya	Referencing the Lease Summary, page 1, regarding leased property including easements, permits, and pole agreements. And on page 3, CSL may require Windstream to convey legal title to CSL for easements, permits, and pole agreements.
2:48:16 PM	Atty. Pinney Cross Exam of Witness Fletcher Note: Harward, Sonya	Asking for the parties to the Master Lease.
2:50:54 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking when the Master Lease will be executed.
2:53:52 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Summarizing how case is styled, and asking how the PSC can make a ruling without knowing the final provisions of the Master Lease.
2:57:36 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking what control CSL will have over the assets.
3:00:17 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking what the remedy will be if either party breaches the agreement.
3:04:00 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking about the significance of landlines.
3:04:59 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking if there are 37 states involved in this transaction.
3:06:15 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking how the assets of the CLECs are being treated.
3:07:00 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking about approvals in other states.
3:08:10 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking about conditions attached in any other states.
3:08:31 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Referencing response to KCTA's Request, Item 23, regarding default of facilities.
3:12:13 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking if the PSC will retain the same jurisdiction.
3:12:43 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking if the PSC can still require changes to be made to facilities.
3:13:59 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking if the PSC can order Windstream to do something that disagrees with the Master Lease, and if they did, who would win between the Master Agreement and the PSC.
3:15:08 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking if Windstream would still be required to make lease payments if some of the assets that are part of the lease become obsolete.
3:16:53 PM	Atty. Pinney to Witness Fletcher Note: Harward, Sonya	Asking about beneficial interest of the assets.

3:19:15 PM Atty. Pinney to Witness Fletcher  
Note: Harward, Sonya Asking about assets at the end of the 15-year agreement.

3:20:38 PM Atty. Pinney to Witness Fletcher  
Note: Harward, Sonya Asking what would happen if Windstream wanted to sell its operations to another company and what rights that company would have to the assets.

3:21:45 PM Vice Chairman Gardner Cross Exam of Witness Fletcher  
Note: Harward, Sonya Asking about title of easements.

3:23:57 PM Vice Chairman Gardner to Witness Fletcher  
Note: Harward, Sonya Asking about the tenant having the exclusive right to renew the lease after 15 years.

3:25:51 PM Vice Chairman Gardner to Witness Fletcher  
Note: Harward, Sonya Asking about CSL being publicly traded.

3:26:50 PM Atty. Gillespie Re-Cross Exam of Witness Fletcher  
Note: Harward, Sonya Asking about poll agreements that are held by Windstream for attachment to other party's poles.

3:27:57 PM Atty. Gillespie to Witness Fletcher  
Note: Harward, Sonya Asking who will be the holder of titles of pole agreements between Windstream and KCTA.

3:29:23 PM POST HEARING DATA REQUESTS per Atty. Pinney  
Note: Harward, Sonya 1-Fair value analysis of the assets that were used to determine the lease payments. 2-Response to how the transferred assets will be booked for the purposes of ratemaking, particularly the pole methodology. 3-Anticipated value of the assets left in Windstream KY that are not transferred to CSL. 4-Description of how the rate of return is calculated...the pole attachment formula.

3:31:01 PM Witness Fletcher is dismissed from the stand.

3:31:08 PM Witness Randy Barber takes the stand and is sworn in.  
Note: Harward, Sonya Center for Economic Organizing, President

3:32:19 PM Atty. Rubin Direct Exam of Witness Barber  
Note: Harward, Sonya Accepts testimony as accurate with no changes.

3:33:25 PM Atty. Pinney Cross Exam of Witness Barber  
Note: Harward, Sonya Asking if any previous concerns of the Witness have been alleviated or addressed during the hearing today.

3:35:05 PM Witness Barber is dismissed from the stand.

3:35:41 PM Order is statutory by Dec. 5, 2014.

3:36:27 PM Post Hearing Data Requests due by Nov. 21.

3:37:17 PM Briefs due by Nov. 26.

3:39:04 PM Hearing adjourned

3:39:10 PM Session Paused

3:40:39 PM Session Ended