

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of	)	Application No.17-03-016
	)	(Filed: March 22, 2017)
Broadwing Communications, LLC (U-5525-C);	)	
Global Crossing Local Services, Inc. (U-5685-	)	
C); Global Crossing Telecommunications, Inc.	)	
(U-5005-C); IP Networks, Inc. (U-6362-C);	)	
Level 3 Communications, LLC (U-5941-C);	)	
Level 3 Telecom of California, LP (U-5358-C);	)	
WilTel Communications, LLC (U-6146-C);	)	
	)	
and	)	
	)	
Level 3 Communications, Inc., a Delaware	)	
Corporation;	)	
	)	
and	)	
	)	
CenturyLink, Inc., a Louisiana Corporation,	)	
	)	
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For Approval of Transfer of Control of the	)	
Level 3 Operating Entities Pursuant to	)	
California Public Utilities Code Section 854(a)	)	
<hr/>	)	

**JOINT MOTION OF THE OFFICE OF RATEPAYER ADVOCATES, THE UTILITY  
REFORM NETWORK, THE GREENLINING INSTITUTE AND THE JOINT  
APPLICANTS FOR EXPEDITED TREATMENT AND ISSUANCE OF A RULING  
SHORTENING TIME TO SUBMIT COMMENTS ON THE JOINT MOTION FOR  
APPROVAL OF SETTLEMENT**

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*On Behalf of Level 3 Communications, Inc. and  
the Level 3 Operating Entities*

Dated: June 30, 2017

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*On behalf of CenturyLink, Inc. and the  
CenturyLink Operating Entities*

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REFORM NETWORK, THE GREENLINING INSTITUTE AND THE JOINT  
APPLICANTS FOR EXPEDITED TREATMENT AND ISSUANCE OF A RULING  
SHORTENING TIME TO SUBMIT COMMENTS ON THE JOINT MOTION FOR  
APPROVAL OF SETTLEMENT**

Pursuant to Rule 11.1 of the California Public Utilities Commission's ("Commission") and consistent with Rule 12.1(c) of the Commission's Rules, (a) Broadwing Communications, LLC (U-5525-C), Global Crossing Local Services, Inc. (U-5685-C), Global Crossing Telecommunications, Inc. (U-5005-C), IP Networks, Inc. (U-6362-C), Level 3 Communications, LLC (U-5941-C), Level 3 Telecom of California, LP (U-5358-C), and WilTel Communications, LLC (U-6146-C) (collectively the "Level 3 Operating Entities"); CenturyLink, Inc., the post-

merger ultimate parent of the Level 3 Operating Companies; and Level 3 Communications, Inc., the current ultimate parent of the Level 3 Operating Entities (all applicants collectively referred to as the “Joint Applicants”), and (b) the Office of Ratepayers Advocates ("ORA"), The Utility Reform Network ("TURN") and the Greenlining Institute (“Greenlining”) (collectively referred to as the “Consumer Advocates”), hereby submit this Joint Motion for an Order to Shorten Time to Submit Comments on the Joint Motion for Approval of the Settlement Agreement that was filed contemporaneously with this motion. Specifically, the Parties request that comments, if any, be submitted no later than fourteen (14) days after the filing of this motion (*i.e.*, by July 14, 2017) and that reply comments, if any, be filed no later than five (5) days after the filing of opening comments (*i.e.*, by July 19, 2017).

Pursuant to Rule 12.2, comments on a proposed settlement would normally be due 30 days from submission of that the settlement to the Commission and reply comments would be due not later than 15 days after the last day to file comments.<sup>1</sup> In the case of the instant Settlement Agreement, shortened time is justified because of the exigencies of this proceeding.

In particular, as discussed in the Joint Motion for Approval of the Settlement, the Joint Applicants and the Consumer Advocates (referred to collectively as the “Settling Parties”) reiterate that the consequences of any delay in the approval of this proposed Settlement Agreement, or the underlying Application for transfer of control, are significant. The closing deadline in the Merger Agreement requires completion of a number of regulatory and operational steps prior to September 30, 2017, including closing on financing agreements. Any delay in approval could result in, among other things, substantial financing costs. In addition, the uncertainty caused by any potential delay in closing of the Transaction impacts the timing for implementation of the material benefits of the Transaction, including those commitments made

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<sup>1</sup> See Rule 12.2.

by the Joint Applicants in the Settlement Agreement, for employees, customers, vendors that rely on the Joint Applicants.

To date, the Joint Applicants have received the necessary approvals/clearances from 20 state commissions (including the District of Columbia) with several others expected to follow shortly. The Joint Applicants also understand that the FCC/DOJ review is proceeding in a timely manner.<sup>2</sup> At this point, the Joint Applicants expect to have regulatory approval from the FCC and all other states by the expected close date of September 30, 2017.

The Joint Applicants and the Consumer Advocates further note that they have been working diligently since January of this year, when the Joint Applicants first filed advice letters seeking approval of the transfers of control.<sup>3</sup> Parties are filing this Motion as soon as practicable given the complicated nature of these multi-party negotiations.

Moreover, the requested deadline will not prejudice any other party (the Center for Emerging Technologies (“CETF”) is the only other party to this proceeding) who may wish to submit comments on the settlement. CETF will have fourteen (14) days to evaluate the settlement, the bulk of which, as noted by CETF’s counsel at the June 26<sup>th</sup> status conference, was disclosed to and discussed with CETF in the course of an all-party settlement conference on June 22<sup>nd</sup>. Based on discussion during the settlement conference, it appears that CETF’s threshold concerns are primarily legal issues, thus the time required for it to evaluate and comment on the

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<sup>2</sup> The Joint Applicants do not expect the FCC's recent pause of the 180-day merger 'shot clock' to impede this timetable and are continuing to communicate with the FCC and the DOJ and in doing so are working toward securing the necessary federal regulatory approvals in time to close before the end of 3Q-2017.

<sup>3</sup> The Joint Applicants note that on January 17, 2017, each of the Level 3 Operating Entities filed an advice letter to obtain the requisite 854(a) approval per the process established by the Commission in D.04-10-038 and utilized since by other carriers in the contexts of similar requests for approval of transfers of control. The advice letters were protested jointly by ORA, TURN and Greenlining and, before any response to the protest could be filed, the advice letters were rejected by the Communications Division.

settlement agreement may reasonably be shortened. The Settlement Agreement does not address any new issues that have not otherwise been addressed or disclosed orally and in writing prior to the submission of this Motion and the companion Motion to Approve the Settlement.

As described more fully in the Joint Motion for Approval, the Settlement Agreement reflects the agreed-upon resolution of all issues raised by the Consumer Advocates in this proceeding. Thus, the Settling Parties submit that the Settlement is reasonable in light of the record, is in the public interest, and is consistent with the law of the State of California.

However, absent the timely resolution of the Motion to Approve the Settlement, the benefits of the agreement are unnecessarily delayed. Thus, the prompt resolution of these issues is in the public interest and the Settling Parties respectfully request that the Commission approve an expedited comment schedule for the Joint Motion for Approval of Settlement as set forth above.

Given the upcoming holiday weekend, the Settling Parties respectfully request a ruling on this Motion to Shorten time by July 3, 2017. The Settling Parties appreciate the special effort required to issue a ruling on a short time frame, but note that expedited review and ruling will set the framework for a schedule that allows for a full 30-day comment period on the Proposed Decision and Commission approval of the Proposed Decision at the September 14, 2017 public voting meeting. A proposed order is attached to this motion.

Signed and dated this 30th day of June, 2017.

Respectfully submitted

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/s/  
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