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November 12, 2021

Via Electronic Filing

Rosemary Chiavetta, Secretary
PA Public Utility Commission
P.O. Box 3265
Harrisburg, PA 17105-3265

Re: Joint Application of The United Telephone Company of Pennsylvania LLC d/b/a CenturyLink; CenturyTel Broadband Services, LLC; Connect Holding LLC; and Lumen Technologies, Inc. for All Approvals of a General Rule Transfer of Control and Registration of Securities; Docket Nos. A-2021-3028668; A-2021-3028669

Dear Secretary Chiavetta:

Enclosed for electronic filing please find the Prehearing Memorandum of the United Telephone Company of Pennsylvania, LLC, CenturyTel Broadband Services, LLC, Connect Holding LLC, and Lumen Technologies, Inc. ("Joint Applicants") with regard to the above-referenced matter. Copies to be served in accordance with the attached Certificate of Service.

Sincerely,

Sarah C. Stoner

Sarah C. Stoner

SCS/lww
Enclosure

cc: Hon. Marta Guhl w/enc.
Cert. of Service w/enc.

CERTIFICATE OF SERVICE

I hereby certify that this day I served a copy of the Joint Applicants' Prehearing Memorandum upon the persons listed below in the manner indicated in accordance with the requirements of 52 Pa. Code Section 1.54.

Via First Class Mail and/or Email

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Dated: November 12, 2021

Sarah C. Stoner

Sarah C. Stoner, Esq.

**BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION**

Joint Application of The United Telephone :
Company of Pennsylvania LLC d/b/a : Docket No. A-2021-3028668
CenturyLink; CenturyTel Broadband : Docket No. A-2021-3028669
Services, LLC; Connect Holding LLC; and :
Lumen Technologies, Inc. for All Approvals :
of a General Rule Transfer of Control and :
Registration of Securities :

**PREHEARING MEMORANDUM OF THE UNITED TELEPHONE COMPANY OF
PENNSYLVANIA LLC, CENTURYTEL BROADBAND SERVICES, LLC,
CONNECT HOLDING LLC, AND LUMEN TECHNOLOGIES, INC.**

Pursuant to 52 Pa Code § 5.222(d) and in anticipation of the Initial Telephonic Prehearing Conference scheduled before Administrative Law Judge Marta Guhl on Friday, November 12, 2021, The United Telephone Company of Pennsylvania LLC d/b/a CenturyLink (“United Telephone”); CenturyTel Broadband Services, LLC (“CTBS”) (United Telephone and CTBS collectively “Acquired Pennsylvania Companies”); Connect Holding LLC (“Connect Holding”), an affiliate of Apollo Global Management, Inc. and its subsidiaries (“Apollo”); and Lumen Technologies, Inc. (“Lumen”) (all entities collectively, “Joint Applicants”) submit this Prehearing Memorandum.

I. BACKGROUND

1. On September 22, 2021, the Joint Applicants filed their Joint Application requesting authority from the Pennsylvania Public Utility Commission to undertake a general rule transaction as well as the registration of securities. The Joint Applicants simultaneously filed a Joint Petition for Waiver.

2. On October 25, 2021, the Office of Consumer Advocate (“OCA”) filed a Protest and Public Statement in the proceeding and the Office of Small Business Advocate (“OSBA”) filed a Notice of Appearance, Protest and Public Statement in the proceeding.

3. On November 5, 2021, the Joint Applicants served the Direct Testimonies of Thomas Maguire (Joint Applicants’ Statement No. 1), Aaron Sobel (Joint Applicants’ Statement No. 2), and Michael J. Balhoff (Joint Applicants’ Statement No. 3).

II. FACTUAL AND LEGAL ISSUES

This proceeding will focus on whether the proposed transfer of control of certain of Lumen’s affiliated operating companies will affirmatively benefit the service, accommodation, convenience, or safety of the public in some substantial way. In addition, the proceeding will focus on whether the requested authority, and approval of the transaction, is just and reasonable. The Joint Applicants submit that their proposals, as outlined in their Joint Application for Approval for a General Rule Transaction, are just, reasonable, and otherwise consistent with the law. The issues in this case are fairly limited and Joint Applicants have already served Direct Testimony. Joint Applicants are amenable to resolution of this case in an efficient manner and on a timely basis.

III. SERVICE OF DOCUMENTS

The Joint Applicants request that all documents be served on:

Joint Counsel for the Parties:

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IV. PROCEDURAL SCHEDULE

The Joint Applicants support adoption of the schedule below for this proceeding based on the need and benefits of resolving the matter in an efficient manner. We have circulated this proposed schedule to counsel for OCA and OSBA and understand that they are reviewing the schedule. The Joint Applicants are also preparing to settle on dates regarding informal discovery and at least one settlement conference in the near future. The Joint Applicants submit that the schedule proposed below should be adopted so that this case can move forward on a reasonable schedule.

Date	Event
Friday, November 5, 2021	Joint Applicants Direct Testimony
Wednesday, January 5, 2022	Protestant Direct Testimony
Friday, January 7, 2022 (by 4:30 p.m.)	Discovery Requests Due
Thursday, January 13, 2022 (by 4:30 p.m.)	Discovery Responses and Objections Due
Tuesday, January 18, 2022	Rebuttal Testimony
Thursday, January 20, 2022 (by 4:30 p.m.)	Discovery Requests Due
Wednesday, January 26, 2022 (by 4:30 p.m.)	Discovery Responses and Objections Due
Tuesday, February 1, 2022 (by noon)	Surrebuttal Testimony
Friday, February 4, 2022 (by noon)	Joint Applicants Outline of Oral Rejoinder
Monday, February 7, 2022	Evidentiary Hearings
Tuesday, February 22, 2022	Main Briefs Due
Tuesday, March 1, 2022	Reply Briefs Due
Friday, April 1, 2022	Recommended Decision (suggested)
Wednesday, April 6, 2022	Exceptions
Monday, April 11, 2022	Reply Exceptions
Thursday, June 16, 2022	PUC Final Order

V. WITNESSES

The Joint Applicants submitted the testimony of the following witnesses:

- Thomas Maguire, Executive Vice President and Chief Operating Officer at Connect Holding LLC. The issues Mr. Maguire will address are set forth in his Direct Testimony dated November 5, 2021. The business address for Mr. Maguire is 10073 Magnolia Bend, Bonita Springs, FL 34135.
- Aaron Sobel, President of Connect Holding LLC and a Partner, Private Equity, at Apollo Global Management Inc. The issues Mr. Sobel will address are set forth in his Direct Testimony dated November 5, 2021. Mr. Sobel's business address is 3 Bryant Park, New York, NY 10036.

- Michael J. Balhoff, Managing Partner of Balhoff & Williams, LLC. The issues Mr. Balhoff will address are set forth in his Direct Testimony dated November 5, 2021. Mr. Balhoff's business address is 4706 Oak Estates Lane, Baton Rouge, LA 70809.

The Joint Applicants reserve their right to modify this witness list prior to the submission of testimony into the record.

VI. SETTLEMENT

As noted above, Joint Applicants are willing to participate in settlement discussions. Joint Applicants will be initiating such discussions as soon as possible.

VII. PROTECTIVE ORDER

We have prepared a Motion for Protective Order and have circulated the draft to OCA and OSBA. We are prepared to discuss the Motion for Protective Order at the prehearing conference.

Respectfully submitted,

Sarah C. Stoner

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Dated: November 12, 2021

Counsel for the Joint Applicants