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December 21, 2016

By Hand Delivery And ECFS

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: ***AT&T Corp. v. Great Lakes Communications Corp.*, Docket No. 16-170, File No. EB-16-MD-001**

Dear Ms. Dortch:

In the above-referenced proceeding, Commission Staff has asked AT&T Corp. ("AT&T") to provide:

1. Certification of AT&T Corp.'s responses to Great Lakes Communication Corp.'s interrogatories (the "Certification");

2. Complaint Exhibit 6, pages 50-51 (including pages 50-51, "Amended Exhibit 6"); and

3. Complaint Exhibit 7, pages 17-19 (including pages 17-19, "Amended Exhibit 7," together with Amended Exhibit 6 and the Certification, the "submission").

Accordingly, AT&T submits for filing the **Public Version** of the submission. Consistent with the Commission's rules and the June 2, 2016 Protective Order entered by the Commission Staff, AT&T has redacted all confidential and highly confidential information from the **Public Version** of the submission, which it is filing by hand and ECFS.

AT&T is also filing by hand with the Secretary's office hard copies of both the **Highly Confidential** and **Confidential Versions** of the submission. In addition, copies of all versions of the submission are being served electronically on GLCC's counsel. Electronic courtesy copies are also being provided to the Commission's Enforcement Bureau.

Please contact me if you have any questions regarding this matter.

Sincerely,

Michael J. Hunseder

Enclosures

cc: Joseph P. Bowser, Counsel for Defendant
G. David Carter, Counsel for Defendant
Lisa Griffin, FCC
Anthony DeLaurentis, FCC
Sandra Gray-Fields, FCC
Christopher Killion, FCC

VERIFICATION

On behalf of AT&T Corp., I hereby verify that the foregoing Responses and Objections to Great Lakes Communication Corp.'s First Set of Interrogatories are truthful and correct to the best of my knowledge, information, and belief.

John W. Habiak

Amended Exhibit 6

Excerpted Pages from the Deposition of Joshua D. Nelson, taken Nov. 6, 2014

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF IOWA
WESTERN DIVISION

GREAT LAKES COMMUNICATIONS CORP.,
Plaintiff,
v.
AT&T CORP.,
Defendant.

No. 5:13-cv-4117

*** ATTORNEYS' EYES ONLY ***

DEPOSITION of JOSHUA D. NELSON, taken on behalf of the Defendant, reported by Robin R. Qualy, CSR, starting at 8:36 a.m., on November 6, 2014, at the Arrowwood Resort & Conference Center, 1405 U.S. 71, Okoboji, Iowa.

APPEARANCES

Joseph P. Bowser
G. David Carter
Innovista Law PLLC
1200 18th Street NW, Suite 700
Washington, DC 20036
On behalf of the Plaintiff.

Brian A. McAleenan
Sidley Austin LLP
One South Dearborn
Chicago, IL 60603
On behalf of the Defendant.

* * *

JOSHUA D. NELSON

sworn by the reporter, testified as follows:

EXAMINATION

BY MR. McALEENAN:

Q. Mr. Nelson, could you please state your full name for the record.

A. Joshua Dean Nelson.

Q. And, Mr. Nelson, by whom are you employed?

A. Great Lakes Communication.

Q. Okay. And what's your current position there?

A. I'm CEO.

Q. And we're going to look back at Exhibit 9, which was previously marked as Exhibit 9.

Mr. Nelson, do you recognize this as the Notice of Deposition that AT&T served upon Great Lakes in this case?

A. Yep.

Q. And if you turn back to Page 4, do you see there's a list of topics there?

A. Yep.

Q. And, Mr. Nelson, you understand that you are designated as the corporate representative for

Topics 4 through 11 in their entirety?

A. Yep.

Q. Okay. And then also Exhibit 1 as it pertains to the contracts that you've negotiated -- or put it this way, all the contracts other than the ones that Ms. Beneke signed?

A. Yep.

Q. Okay. And then for Number 3, that you're the designated person for payments received -- or that are made by Great Lakes to what we're calling Free Calling Parties?

MR. BOWSER: Objection. Vague. Payments to, right?

MR. McALEENAN: Payments to, I meant to say, yeah, Great Lakes' payments to.

MR. BOWSER: You said "received or."

MR. McALEENAN: Oh. I'm sorry.

BY MR. McALEENAN:

Q. Payments to the Free Calling Parties.

A. Correct.

Q. Okay. And before -- When I use the term, "Free Calling Party," I'm talking about the entities with which Great Lakes has a marketing agreement for the sharing of access revenues.

Okay?

A. Okay.

Q. And then also for 12, which is damages save for the stuff that might be covered by the expert. Is that right?

A. Yes.

Q. Okay. And then you've also been noticed in your personal capacity here today as well, correct?

A. Yes.

Q. Mr. Nelson, you've been deposed before, correct?

A. I have.

Q. How many times?

A. Probably at least three, four.

Q. Okay. So you're generally familiar with the drill. So anything I'll add is the common thing, if you do want to take a break, that's fine, just, you know, please answer the question that's pending before doing so.

A. Sure.

Q. Okay. And then what did you do to prepare for the deposition today?

A. I met with Counsel and reviewed the list that you just went over.

Q. Did you have any meetings without Counsel with anyone to prepare for the deposition?

A. No.

Q. At the meetings, who besides Counsel was with you at the meetings, if anyone?

A. Say that again.

Q. Was there anyone at the meetings for the preparation besides you and Counsel?

A. Kellie.

Q. Kellie. Anyone else beyond that?

A. No.

Q. Mr. Nelson, are you a founder of Great Lakes?

A. Yes.

Q. Did other people found it with you?

A. Yes.

Q. Who was that?

A. Jerry and Candie Nelson.

Q. And are they related to you?

A. Parents.

Q. Parents. When was Great Lakes founded?

A. I believe in -- it's either late 2004 or early 2005.

Q. And what led you and your parents to found Great Lakes?

A. We identified an opportunity to start a CLEC, and we did so.

Q. At a high level, could you describe how Great Lakes' business has evolved from when it was founded till now?

A. It hasn't changed a lot.

Q. So from the beginning, did Great Lakes have relationships with Free Calling Parties?

A. Yes.

Q. Okay. How many employees does Great Lakes currently have?

A. I think we're at 12, I believe, something like that.

Q. And you presently still have an ownership in Great Lakes?

A. Correct.

Q. About roughly what percentage?

A. 50.

Q. 50. Who owns the other 50 percent?

A. Jerry Nelson.

Q. Do you have an ownership in any other telecommunications -- or companies in the telecommunications area?

A. Yes.

Q. What companies are those?

A. Comity.
Q. That's C-O-M-I-T-Y?
A. Correct.
Q. And what does Comity do?
A. It's a CLEC.
Q. Where at?
A. Texas.
Q. Texas. Any other telecom-related companies?
A. I don't think so.
Q. I understand from the Web site you have some interest in some oil and gas companies as well?
A. That's correct.
Q. Do you have any interest in any other types of companies?
A. Yes.
Q. Outside of like stock or mutual fund ownership.
A. Yes.
Q. Okay. What are those companies involved with?
MR. BOWSER: Because we're getting so far outside the scope, will you just make it obvious when your questions are supposed to be

service that's provided under the IGL TeleConnect brand?

A. Correct.

Q. Is that right? And then Internet service, broadband Internet service?

A. Correct.

Q. Is that also provided under the IGL TeleConnect brand?

A. Yeah.

Q. Okay. Is it provided also under the Great Lakes name?

A. I believe it's offered underneath the Telecommunications Agreement to some of the people, right, so ...

Q. And then there are access services that are provided to long distance carriers?

A. Correct.

Q. Okay. Anything else?

A. No.

Q. Any wireless service?

A. What kind of wireless?

Q. Like cell phone?

A. Cell phone?

Q. Yeah.

A. No.

Q. Yeah, we'll talk in a little bit about the local telephone service provided under IGL TeleConnect. And is that -- the facilities use their wireless facilities?

A. Yes.

Q. Okay. We'll talk about that a little more later.

MR. McALEENAN: Let me mark this. Where are we at?

COURT REPORTER: 16.

(At this time, Exhibit 16 was marked for identification by the reporter.)

BY MR. McALEENAN:

Q. Mr. Nelson, you've been handed what's been marked Exhibit Number 16.

Do you recognize this as the interrogatory responses that Great Lakes provided to -- in response to AT&T's first request for interrogatories?

A. Yep.

Q. If you could turn to Page 5. And Interrogatory Number 4 there is asking about the total number of customers that Great Lakes has that are not Free Calling Parties. Do you see that?

A. Yep.

Q. Okay. And then there's a response provided on the next page, where it states that there is "the following number of broadband and telephone customers that are not Calling Service Providers." Do you see that?

A. Yep.

Q. And so these numbers here would include both -- Well, let me back up.

Do these numbers here reflect the customers that are served under the IGL TeleConnect brand after that was created?

A. These are non-ICB customers, correct.

Q. So throwing some terms around, I was calling it Free Calling Parties. These are non-Free Calling Party customers.

A. That's correct.

Q. Okay. And they include both broadband and telephone customers, correct?

A. Yes.

Q. Okay. So this number here for July 2014, the 541, some of those people just have broadband Internet?

A. Correct.

Q. Okay. Do you know about how many?

A. Say 400 of them roughly maybe.

Q. Okay. And so about roughly -- you know, roughly 150 then at that time got telephone service.

A. Something like that.

Q. Okay. And so does Great Lakes have any customers other than these broadband and telephone customers and the Free Calling Party customers?

A. No.

Q. Okay. Mr. Nelson, just approximately what percentage of Great Lakes' revenue comes from the Free Calling Parties?

MR. BOWSER: Objection. Outside the scope.

BY MR. McALEENAN:

Q. I'm asking in your personal capacity.

A. Re-ask it again once.

Q. Yeah, roughly what percentage of Great Lakes' revenue -- Well, let me put it this way: What -- Let me phrase it this way: Roughly what percentage of Great Lakes' revenue comes from the 541 customers that are broadband or telephone as of, you know, I'll say in 2014?

MR. BOWSER: Objection. Vague. Are you referring to only --

MR. McALEENAN: I'm sorry.

MR. BOWSER: You said "telephone."

MR. McALEENAN: I did.

MR. BOWSER: And you're pointing to the document.

MR. McALEENAN: I am. I said --

MR. BOWSER: But the record doesn't see that.

MR. McALEENAN: I understand. Let me -- I'll start over. So please strike that.

BY MR. McALEENAN:

[redacted]

[redacted]

15 Q. Mr. Nelson, does Great Lakes currently
16 have authorization from the Iowa Utilities Board
17 to provide telecommunications service in Iowa?
18 A. Yes.
19 Q. Are there specified areas within Iowa
20 where that authorization is effective?
21 A. Yes.
22 Q. What are those areas?
23 A. Today it's Spencer, Lake Park and
24 Milford.
25 Q. And when did Great Lakes receive

authorization from the Iowa Utilities Board in each of those three areas?

A. Lake Park and Milford would have been 2005, I believe.

Q. Shortly after you founded Great Lakes?

A. Correct.

Q. And how about Spencer?

A. Two months ago.

Q. Mr. Nelson, are you aware if Great Lakes has any authorization from the FCC to provide service in Iowa?

MR. BOWSER: Objection. Vague, lacks foundation.

A. It's not required.

MR. McALEENAN: Are we on to 17 now?

(At this time, Exhibit 17 was marked for identification by the reporter.)

BY MR. McALEENAN:

Q. Mr. Nelson, you've BEEN handed what's been marked as Exhibit Number 17.

Do you recognize this document as Great Lakes FCC -- Tariff FCC Number 2 for Access Service?

A. I do.

Q. And you're familiar with this, correct?

A. I am.

Q. It's got your name on it at the bottom there?

A. It does.

Q. Okay. Now, this Tariff you see it says "Effective: January 26, 2012," at the bottom?

A. Correct.

Q. There were some revisions made to this Tariff in the summer of 2013, is that right?

A. Yes.

Q. Okay. And did those revisions generally concern -- focus just on the rates that were being charged?

A. I'm trying to think. Mostly likely.

Q. Okay. You can't think of anything other than the rates?

A. I don't know, if you can show it to me, I'll --

Q. I know. I was trying to keep the paper down, but that's fine. Understanding you don't have the document in front of you, but you just don't recall anything as you sit here today beyond the rates.

A. Right.

Q. Okay. And prior to this FCC Tariff

Number 2, Great Lakes had a different Federal Access Tariff, is that correct?

A. It did.

Q. It was called Tariff FCC Number 1?

A. Correct.

Q. Were you familiar with -- Are you familiar with that Tariff?

A. Partially.

Q. Partially. Well, backing up for a minute, you mentioned you're currently CEO of Great Lakes, right?

A. Correct.

Q. And have you always been CEO?

A. I was CEO and president, correct.

Q. Okay.

A. And then we parsed those duties later, so yeah.

Q. Okay. Now Ms. Beneke is president and you're continuing as CEO?

A. Correct.

Q. Okay. The prior Tariff, Tariff FCC Number 1, was that modeled after the NECA Tariff, do you know?

A. It was a previous model done by a consultant. I don't know if it completely modeled

the NECA or not, but it was a previous template from somewhere.

Q. Okay. And do you believe that template came from a -- at least from an ILEC?

MR. BOWSER: Objection. Calls for speculation.

A. I don't know where it came from.

Q. Okay. Now, the Tariff FCC Number 2 is significantly shorter than your Tariff FCC Number 1, correct?

A. It is.

Q. Okay. And so there were pretty significant changes made between the two tariffs, right?

A. Correct.

MR. BOWSER: Objection.

BY MR. McALEENAN:

Q. What was the impetus for filing the new FCC Tariff Number -- Tariff FCC Number 2?

A. You know, Great Lakes is a CLEC, so a lot of the stuff that was in the prior Tariff didn't apply to CLECs, so this was redone by consultants and counsel.

Q. When this Tariff was being prepared, you're aware that the FCC had issued several

decisions regarding access stimulation prior to that time, correct?

A. Correct.

Q. Were -- Was this Tariff, the Number 2 Tariff, drafted to -- in an attempt to address some of the problems that were encountered by other CLECs engaged in access stimulation that were encountered at the FCC?

MR. BOWSER: Objection. Lacks foundation.

A. It was changed with -- I believe the Connect America Fund, right? -- ordered, made ruling changes, and that's what drove most of the change to this Tariff.

Q. Okay. You're familiar with the FCC's decision in the Farmers case?

A. Yes.

Q. And the Northern Valley case?

A. I'm not real sure on Northern Valley.

Q. Okay. So do you know if any of the changes were made to address things that the FCC had ruled in the Farmers case?

A. This -- It's been modified, you know -- It's been modified, yes. To address specific things? I don't know. I think there's ...

Q. Okay. Mr. Nelson, you understand that the dispute between AT&T and Great Lakes is over Access Service, correct?

A. Correct.

Q. Okay. If you would turn to -- And specifically AT&T's nonpayment of the access charge bills that Great Lakes has sent to AT&T, correct?

A. Correct.

Q. Okay. If you can turn to Page 45 of the Tariff. And you see there in -- under Paragraph 5 where there's heading 5, "Switched Access Service," and Paragraph 5.1 under "General," it says, "Switched Access Service provides for the use of switching and/or transport facilities or services to enable a Buyer to utilize the Company's Network to accept Calls or to deliver Calls." Do you see that?

A. Yes.

Q. Okay. And in that provision, the Buyer is the long distance company, correct?

A. I believe so.

Q. Okay. And the Company is Great Lakes, correct?

A. Correct.

Q. Okay. So if you turn back to Page 7 of the Tariff, do you see there's a definition of the term, "Buyer"? Do you see that?

A. Yes.

Q. Okay. And it says, "The term 'Buyer' refers to an Interexchange Carrier utilizing the Company's Access Service to complete a Call to or from End Users." Is that right?

A. Correct.

Q. Okay. So for AT&T to be a Buyer under the Tariff and, therefore, being potentially liable for access charges under the Tariff, it must deliver calls to Great Lakes that Great Lakes sends on to End Users, correct?

MR. BOWSER: Objection. Calls for a legal conclusion.

A. That definition says Access Service to complete calls to End Users, yes.

Q. Okay. So the call must end at an End User.

A. That's what it says.

Q. Okay. Now, on Page 8, there's a definition of "End User," and you see there it says, "The term 'End User' means any Customer of an Interstate or Foreign Telecommunications

Service that is not a carrier, except that a carrier other than a telephone company shall be deemed to be an 'End User,'" and it goes on with a sort of long, complicated, technical exception. Do you see that?

A. Yes.

Q. Okay. But the guts of that is a customer of an interstate or foreign telecommunications service that is not a carrier, correct?

A. That's what it says, yes.

Q. Okay. And then it also says, the second-to-last sentence, it says that "An End User must pay a fee to the Company for telecommunications service." Do you see that?

A. I do.

Q. Okay. So, Mr. Nelson, you understand the main dispute here between AT&T and Great Lakes is over the calls that are being delivered to Free Calling Parties, right?

A. Yes.

Q. Okay. And so to be an-- for a Free Calling Party to be an End User under the Tariff, it must be paying a fee, the Free Calling Party must be paying a fee to Great Lakes for interstate

or foreign telecommunications service, correct?

MR. BOWSER: Objection. Calls for a legal conclusion.

A. That is what it says.

Q. Okay. If you look at Page 9, there is a definition of "Telecommunications," and it says, "The transmission, between or among points specified by the user, of information of the user's choosing, without change in the form or content of the information as sent and received." Do you see that?

A. I do.

Q. Okay. So in order for the Free Calling Parties to be the End User, they must be paying for a service that fits that definition of telecommunications, right?

MR. BOWSER: Same objection.

A. I don't know if they have to be paying one that fits that definition.

Q. Well, that's the definition in the Tariff, right?

A. I mean, that's what it says, so yeah.

Q. But you would assume that the definition of telecommunications in the Tariff is the definition that applies to the term,

1 telecommunications, as used in the Tariff, right?

2 A. Sure.

[redacted]

Utility Board does their intrastate, you have to get everybody's approval or go through a lengthy court process to do it.

Less than one percent of our traffic is intrastate, so it's an analysis if it's worth the legal battle to do it or not.

Q. Okay. And so did Great Lakes propose the .0007 rate in order to sort of end the debate and get the legal dispute behind it?

A. Yes.

Q. Okay. And the long distance carriers accepted that?

A. No.

Q. No? So how did you end up with the rate if you said it has to get --

A. It hasn't been adopted.

Q. I see. What is Great Lakes currently charging for Intrastate Access?

A. We're not allowed to charge currently.

Q. You're not allowed. Okay. I believe you said that it's less than one percent of your traffic is intrastate?

A. I believe so. Intrastate, right?

Q. Intrastate, yes.

(At this time, an off-the-record

discussion was held.)

MR. McALEENAN: This will be 18 and 19.

(At this time, Exhibits 18 and 19 were marked for identification by the reporter.)

BY MR. McALEENAN:

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

9 MR. McALEENAN: Okay. Why don't we take
10 a break. We've been going about an hour.
11 MR. BOWSER: Okay.
12 (A recess was taken from 9:28 a.m. to
13 9:38 a.m.)
14 MR. McALEENAN: Okay. Back on the
15 record. Let me go to Exhibit 21.
16 (At this time, Exhibit 21 was marked for
17 identification by the reporter.)

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

Q. Right? They're not paying to transmit information.

A. What do you do with a phone number?

Q. What's that?

A. What do you do with a phone number?

Q. Well, that's the phone number you tell people to call, right?

A. Is that transmitting service?

Q. No, it's getting a phone number.

Well, you understand the person who has to be performing a service here is Great Lakes, right? Great Lakes is the one providing the service that the Free Calling Party is paying for, correct?

A. We provide the DIDs and trunks, correct.

Q. Okay. And so what I'm saying is what you're -- you know, and obviously there are a number of things, right, that are associated with telecommunications service, such as a phone, right?

MR. BOWSER: Objection. Lacks foundation.

A. There's lots of forms of telecommunications service.

Q. Well, I understand. I'm just saying, in

order to be a user of telecommunications service, you need a phone, right?

MR. BOWSER: Objection. Lacks foundation.

BY MR. McALEENAN:

Q. Or something capable of making and receiving calls, right?

A. Something capable of making or receiving calls, sure.

Q. And one of those things is a telephone.

A. Can be.

Q. Yeah, right. One of them. So if I go to Walmart and buy a phone, Walmart's not providing me with telecommunications service, right?

A. Doubtful. I don't know.

Q. Right. They're just giving me a phone.

A. Correct.

Q. And just like you need a phone number to have somebody dial you, you know, in order to receive telecommunications service, getting the phone number itself is not telecommunications service just like buying the phone isn't telecommunications service, right?

MR. BOWSER: Objection. Lacks

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

7 Q. Are you familiar with the phrase from
8 President Lincoln where he said, "If I tell you
9 that a horse's tail is a leg, how many legs does
10 it have?" Have you ever heard that before?
11 A. No.
12 Q. The person responded with "Five." He
13 said, "No, it's still four. Calling a tail a leg
14 doesn't make it a leg."
15 Do you appreciate the significance of
16 that --
17 A. No.

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

24 (A recess was taken from 10:25 a.m. to

25 10:42 a.m.)

BY MR. McALEENAN:

Q. Mr. Nelson, if we could go back to the tariff real quick, Tariff Number 2, and the rate elements, which are all the way back on Page 55. Okay. Do you see those? And I believe you testified that you weren't sure whether AT&T was being charged all of these or not, is that right?

A. That's correct.

Q. Okay. And so is it also true that you wouldn't know the basis on which any of these elements are being charged to AT&T if they are being charged?

MR. BOWSER: Objection. Vague.

A. What do you mean?

Q. I'm just saying, you know, when you said you didn't know if the -- each of these elements were, in fact, being charged to AT&T, I assume that that would also mean that you wouldn't know the basis on which any of these charges would be billing to AT&T since you didn't even know if they were, in fact, being billed, and I just want to know if that's correct or if you do have knowledge about the basis for these charges.

A. Would probably have basic knowledge, but not great knowledge.

[redacted]

3 (At this time, Exhibit 26 was marked for

4 identification by the reporter.)

5 BY MR. McALEENAN:

[redacted]

[redacted]

[redacted]

19 Q. Okay. Now, this is going to be 27?

20 (At this time, Exhibit 27 was marked for

21 identification by the reporter.)

22 BY MR. McALEENAN:

[redacted]

[redacted]

[redacted]

[redacted]

12 Q. Okay. Does Great Lakes presently have
13 any equipment or facilities in Spencer?
14 A. Yes.
15 Q. Yes. Okay. What facilities are those?
16 A. There's a telephone switch in Spencer.
17 Q. Okay. And then you also have the
18 facility in Lake Park which is where you have
19 the -- you house the Free Calling Parties'
20 equipment, correct?
21 A. Correct.
22 Q. Okay. And then I understand you are
23 building a new facility in Lake Park for that
24 purpose, is that right?
25 A. Correct.

Q. And then is the plan -- I think the plan is to move all the Free Calling Party equipment to that new facility?

A. Between the two, correct.

Q. Between the two. And then you will cease using the current facility?

A. No.

Q. No? Okay, so it's -- What are you going to use the current facility for after the new one is completed?

A. There's more wireless type stuff in there versus what's in there now.

Q. Okay. And when you say "wireless type," is that in connection with the services provided to the IGL TeleConnect customers?

A. Some of that.

Q. Okay. And what is the other stuff used for, the wireless stuff?

A. It's -- We have a tower next to the building, right? It got hit by lightning and wiped out a whole bunch of stuff in the building, so we got to get -- we want to move everything out of the building so we don't get hit by lightning again.

So there will be some -- Anything that's

Spencer, where you say you have the telephone switch, is that located in the same building as the corporate office is?

A. Yes.

Q. Yes. Does Great Lakes have any facilities other than the one in Spencer, the one in Lake Park and the one being built in Lake Park?

A. For FCSPs, no.

Q. Okay. And then you have facilities for the Internet and other customers located elsewhere?

A. Correct.

Q. Okay. Where are those facilities located?

A. There's other towers and what-not for all that, so ...

Q. Okay, so you're talking about you serve the IGL TeleConnect customers using wireless connections, right?

A. Correct. So there's towers and little huts and stuff all over.

Q. Okay. But no buildings with doors that people go in and out of?

A. Well, there's -- yeah, there's buildings with doors that people go in and out of but not

conference customers.

Q. Not conference customers, okay. Yeah, maybe that was a little too broad. Not buildings where people work at from 9 to 5 every day.

A. Typically not.

Q. Okay. Now, you mentioned, does Spencer -- I'm sorry, does Great Lakes have a switch in Lake Park?

A. No.

Q. No. Does it have more than one switch in Spencer?

A. No.

Q. What's that?

A. No.

Q. No. So the same switch is used to serve both the FC -- Free Calling Party customers as well as the IGL TeleConnect customers?

A. Correct.

Q. Okay. Is that switch partitioned in any way where part of it is provisioned to provide service to the Free Calling Parties and the other part for the IGL TeleConnect parties?

A. No.

Q. No? Does Great Lakes own that switch?

A. Yes.

Q. Okay, I'd like to talk about the routing of a call from an AT&T customer to a Great Lakes Free Calling Party, okay? So the call, you know, comes over AT&T's network, and we'll say the time period is presently, okay? It comes over the AT&T's network and then it gets handed off to INS, is that right?

A. Correct.

Q. Okay. And that's in Des Moines, right, the INS switch?

A. Or Kamrar.

Q. Or Kamrar. Right. Okay. So one of those two. And then INS puts it on its fiber ring, right --

A. Correct.

Q. -- from there? Where does INS take it from there, do you know?

A. To Spencer.

Q. To Spencer. Okay. And then does Great Lakes connect with INS in Spencer?

A. Yes.

Q. Yes. And that's at an INS point of interconnection?

A. Correct.

Q. And then where is that point of

interconnection in relation to Great Lakes's switch?

A. As the crow flies or driving miles? Five miles driving miles.

Q. Five miles, okay. So then how does the call -- The next stop is to the -- from the INS point of interconnection in Spencer to the Great Lakes switch at Spencer?

A. Correct.

[redacted]

[redacted]

[redacted]

equivalence between the product or service being offered in order for the statement that the prices are the same to be meaningful, right?

A. In a restaurant, sure. We didn't -- For as far as your reference is, we did what the Connect America Fund said we could do.

Q. I know, I understand that's your position. I'm just trying to establish a general point that, you know, the steak in this context is Access Services, and wouldn't you agree that the Access Services offered by Great Lakes would have to be comparable to that being offered by the lowest-priced CAP/LEC in order for you to say you've complied with the order by just charging the same price has the lowest-priced CAP/LEC?

MR. BOWSER: Objection. Lacks foundation, calls for legal conclusion.

A. I think we have the same service, so -- We do the same thing.

Q. So because you think you have the same service, you feel that you've complied with the order by charging the same price.

A. Correct.

Q. Okay. And the lowest-priced CAP/LEC in Iowa right now is CenturyLink, is that right?

1 A. I think that's correct, yeah.

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

8 MR. McALEENAN: Okay. I'm sorry, what

9 number are we on?

10 COURT REPORTER: 28.

11 MR. McALEENAN: Sorry, Joe, I just have

12 one of these.

13 BY MR. McALEENAN:

[redacted]

[redacted]

17 (At this time, an off-the-record

18 discussion was held.)

19 (At this time, Exhibit 28 was marked for

20 identification by the reporter.)

21 BY MR. McALEENAN:

[redacted]

[redacted]

[redacted]

[redacted]

16 Q. Okay. Mr. Nelson, Great Lakes brought
17 this suit because AT&T didn't pay the access
18 charge bills that Great Lakes sent to them, right?
19 A. Correct.
20 Q. And if AT&T had paid those bills in
21 full, Great Lakes wouldn't have brought this suit,
22 right?
23 A. Correct.
24 Q. And so the most that Great Lakes could
25 be harmed by AT&T's failure to pay the bills is

CERTIFICATE

STATE OF IOWA

COUNTY OF CALHOUN

I, Robin R. Qualy, a Certified Shorthand Reporter and Notary Public in and for the State of Iowa, do hereby certify that the deponent was duly sworn by me, and that the transcript as above set forth is a true and accurate record of the testimony given.

That the within and foregoing deposition was taken by me at the time and place herein specified.

That the witness did not ask to read and sign the deposition.

That I am not counsel, attorney, or relative of either party or otherwise interested in the event of this suit.

IN TESTIMONY WHEREOF, I have hereunto placed my hand November 8, 2014.

_____

ROBIN R. QUALY, CSR

Commission 144913 Exp. 10/1/17

1

2 NAME OF CASE: Great Lakes Communication Corp. v. AT&T Corp., 5:13-cv-4117

3 DATE: November 6, 2014

4 WITNESS: Joshua D. Nelson

5 Reason Codes:

6 1. To clarify the record.

2. To conform to the facts.

7 3. To correct transcription errors.

Pg.	Ln.	Now Reads	Should Read	Reason
9	16	Correct.	Correct, a trust I established does.	1
9	20	Jerry Nelson.	A trust established by Jerry Nelson.	1
14	8	Huh-uh.	No.	1
112	7	paying anybody	being paid by anybody	3

KELLI LARSEN
Commission Number 766140
MY COMMISSION EXPIRES
JANUARY 6, 2017

Signature of Deponent

SUBSCRIBED AND SWORN BEFORE ME

THIS 2nd DAY OF December, 2014

Kelli J. Larsen

(Notary Public) MY COMMISSION EXPIRES: January 6, 2017

Amended Exhibit 7

Excerpted Pages from the Deposition of Kellie Beneke, taken Nov. 6, 2014

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF IOWA
WESTERN DIVISION

GREAT LAKES COMMUNICATIONS CORP.,
Plaintiff,
v.
AT&T CORP.,
Defendant.

No. 5:13-cv-4117

*** ATTORNEYS' EYES ONLY ***

DEPOSITION of KELLIE BENEKE, taken on behalf of the Defendant, reported by Robin R. Qualy, CSR, starting at 7:57 a.m., on November 6, 2014, at the Arrowwood Resort & Conference Center, 1405 U.S. 71, Okoboji, Iowa.

APPEARANCES

Joseph P. Bowser
G. David Carter
Innovista Law PLLC
1200 18th Street NW, Suite 700
Washington, DC 20036
On behalf of the Plaintiff.

Brian A. McAleenan
Sidley Austin LLP
One South Dearborn
Chicago, IL 60603
On behalf of the Defendant.

* * *

KELLIE BENEKE

sworn by the reporter, testified as follows:

EXAMINATION

BY MR. McALEENAN:

Q. Ms. Beneke, can you please state your full name for the record?

A. Kellie Beneke.

Q. And by whom are you employed?

A. Great Lakes Communications.

Q. And what is your position there?

A. President.

MR. McALEENAN: Would you please mark this as -- Are we on Exhibit 9?

(At this time, Exhibit 9 was marked for identification by the reporter.)

BY MR. McALEENAN:

Q. Ms. Beneke, you've just been handed a document that's been marked as AT&T Exhibit 9. Have you seen this document before?

A. Yes.

Q. And is this the Notice of Deposition that AT&T issued to Great Lakes? And if you turn to Page 4, do you see a list of Topics for Deposition?

A. Yes.

Q. And are you designated as the corporate representative for Great Lakes for Topic 1 as it concerns agreements that you've signed?

A. Yes.

Q. And for Topic 2?

A. Yes.

Q. And for Topic 3 as it pertains to payments that Great Lakes has received from its, what we call Free Calling Parties?

A. Yes.

Q. And just for the definition, I'll use lots of terms for this, Free Calling Party would just be the entities with which Great Lakes has a Marketing Agreement to share access revenues.

A. Understood.

Q. Is that fair? Okay.

At a very general level, Ms. Beneke, what are your responsibilities as president at Great Lakes?

A. Overseeing the general operations of the organization, hiring employees.

Q. Is there any area that's outside of your general oversight?

A. As far as could you expand upon that a

Q. Purchasing. How long were you at that job?

A. Ten years.

Q. Anything before that that has anything to do with telecom?

A. No.

Q. Where did you go to college?

A. Spencer School of Business.

Q. Did you get a degree from there?

A. Accounting. It's a two-year degree.

Q. Any other degrees?

A. No.

MR. McALEENAN: I'm going to mark this as -- we're up to 10.

(At this time, Exhibit 10 was marked for identification by the reporter.)

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

20 And then also were you responsible for
21 changing the bill format from the earlier Free
22 Conference format that we saw to the -- to this
23 format?
24 A. Yes.
25 Q. And this format is now used for all the

Free Calling Parties?

A. Yes.

Q. And it was used for all them beginning in roughly February of 2013?

A. Yes.

Q. Is that right?

A. Roughly.

Q. About that time?

A. Correct.

Q. Ms. Beneke, you're also here to testify about the location of the Free Calling Parties?

A. Yes.

Q. Okay. And where their equipment is, correct?

A. Correct.

Q. Okay. So right now is their equipment at a Great Lakes facility in Lake Park, Iowa?

A. Yes.

MR. MCALEENAN: And I'll mark this. What are we at, 15?

(At this time, Exhibit 15 was marked for identification by the reporter.)

BY MR. McALEENAN:

Q. Ms. Beneke, this was a document that was produced to AT&T in discovery in this case by

CERTIFICATE

STATE OF IOWA

COUNTY OF CALHOUN

I, Robin R. Qualy, a Certified Shorthand Reporter and Notary Public in and for the State of Iowa, do hereby certify that the deponent was duly sworn by me, and that the transcript as above set forth is a true and accurate record of the testimony given.

That the within and foregoing deposition was taken by me at the time and place herein specified.

That the witness did not ask to read and sign the deposition.

That I am not counsel, attorney, or relative of either party or otherwise interested in the event of this suit.

IN TESTIMONY WHEREOF, I have hereunto placed my hand November 10, 2014.

_____

ROBIN R. QUALY, CSR

Commission 144913 Exp. 10/1/17