

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

Docket No. AR 464

IN THE MATTER OF A PROPOSED  
RULEMAKING FOR INCLUSION OF  
HUMAN SERVICES LISTINGS IN  
TELEPHONE DIRECTORIES. PETITION  
FILED BY JIM LONG.

COMMENTS OF DEX MEDIA, INC.,  
OPPOSING A PROPOSED RULEMAKING  
FOR INCLUSION OF HUMAN SERVICES  
LISTINGS IN TELEPHONE  
DIRECTORIES

**I. INTRODUCTION**

Dex Media, Inc. ("Dex"), appreciates having this opportunity to submit comments regarding the proposed rulemaking by the Oregon Public Utility Commission (the "Commission"). As discussed in greater detail below, Dex opposes any Commission regulation of the formatting and editorial content of directories, including one that mandates or encourages the inclusion of "human services" listings in the government blue-bordered section of telephone directories (commonly known as "blue pages") published by regulated carriers and independent publishers. The business of directory publication is neither a "utility" service nor a monopoly that would justify Commission regulation.

Dex opposed the proposed rule for a number of reasons: (1) the current format in Dex's directories already contains the desired listings searchable by a user-friendly index; (2) there is no need for a blue pages rule because of the availability of other sources; (3) a blue pages

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rule would increase confusion among the majority of users; (4) a blue pages rule would unnecessarily increase costs for the regulated carriers and publisher affected by the rule; and (5) the Commission does not have authority to promulgate a blue pages rule.

On balance, a blue pages rule creates a litany of legal uncertainty and new business and regulatory problems. The substantial increase in the uncertainty, cost, complexity, and length of the blue pages will have a result such that if the Commission proceeds with a rulemaking, it should not expect the proceeding to be harmonious. For these reasons, Dex urges the Commission not to adopt a new rule.

## **II. BACKGROUND**

### **A. Dex's Directory Publishing**

Dex is the second largest privately owned directory publisher in the world. Under a 50-year publishing agreement, Dex serves as the official, exclusive publisher of white and yellow page directories for Qwest Communications ("Qwest"). Dex publishes the directories in 14 states, including Oregon. Through interconnection agreements, Qwest also provides Dex with listing of various competitive exchange carriers' customers to include in Dex's directories. Dex is an independent publisher that is neither a telecommunications utility nor an affiliate of such a utility under Oregon law.

For Oregon, Dex currently publishes 22 directory titles, which consist of combined white and yellow pages. The white pages alphabetically list residence and business names, addresses, and phone numbers in distinct separate residential and business sections. The white pages include a special section with listing information of public government agencies on blue-bordered pages at the beginning of the directory (commonly known as "blue pages"), along with separate phone services pages section on pink-bordered pages and a community information

section on green-bordered pages. Dex has no plans to stop publishing the blue pages. Because blue pages are popular with directory users, the market compels Dex to include them.

The yellow pages have listings of business phone numbers arranged by business classifications and paid advertisements. The yellow pages also include nonprofit organizations and private schools because all customers who must subscribe to "business" telephone services have a right to a basic classified listing in the yellow pages under the categories they select.<sup>1</sup> Except for the Portland directory, which due to the magnitude of its listings and advertisements must be split into two volumes, the white and yellow pages are all bound into a single book.

Business customers have the option to purchase advertising space in both the Dex white and yellow pages. Attached as Exhibit 1 is an example of a few listings from Dex's 2005 Portland yellow pages directory. The business listings are organized into more than 4,400 categories. To make it easier to use the yellow pages, the categories are indexed in alphabetical order. Attached as Exhibit 2 is a copy of the entire index from Dex's 2005 Portland yellow pages directory.

**B. Development of a Blue Pages Rule**

On August 20, 2003, a private citizen, Jim Long, filed a petition seeking a rulemaking that would require "telecommunications utilities" to publish listing information of certain public agencies and private nonprofit entities that provide human services on blue pages telephone directories. Phil Nyegaard of the Commission was the staff member assigned to address the petition.

Mr. Nyegaard questioned whether the Commission has authority to promulgate such a rule. Accordingly, he sought counsel of Assistant Attorney General Michael Weirich,

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<sup>1</sup> This right arises from Qwest's tariff. Neither business nor residential customers are required to have listings or required to have all their numbers listed.

who had drafted an opinion in 1988 concluding that the Commission had such authority. Representatives of the telecommunications carriers and Dex were given an opportunity to provide comments concerning the Commission's authority. In April 2004, Mr. Weirich affirmed the opinion he had issued in 1988. Memorandum from Michael T. Weirich, Assistant Attorney General, Regulated Utility & Business Section, to Phil Nyegaard, Administrator, Telecommunications Division, Public Utility Commission of Oregon, re PUC Authority to Adopt a "Blue Pages" Rule (Apr. 5, 2004) (the "AG Memo").

In September 2004, Mr. Long filed a revised proposed rule. Petition for Rulemaking, In the Matter of Rule Making Procedure Initiated by Jim Long For the Inclusion of "Community Blue Pages" for Government, Schools and Human Services Listings in Telephone Directories (Sept. 1, 2004) ("Long Petition"). On December 7, 2004, Mr. Nyegaard submitted a report (the "Staff Report"), recommending that the Commission open a rulemaking docket to consider an alternative version of Mr. Long's proposal. The Commission voted to open a rulemaking and issued a notice of rulemaking in this docket on December 14, 2004, with the Staff's alternative rule attached (the "Proposed Rule"). As discussed below, the Proposed Rule continues to raise numerous legal and policy questions and may do more harm to the public interest than good.

### **III. DISCUSSION**

#### **A. The Current Directory Format Meets the Needs of Most Users**

At the open meeting when the Commission decided to open a rulemaking docket, the question of "need" for a rule was discussed. The problem with defining and determining need is that the concept is inherently subjective in this area. Blue pages advocates and referral agencies argue that there is a "need" for more extensive or prominent listing of human services agencies because of their experience with persons in need of assistance in locating an agency to



help with their human services issues. What these advocates ignore is that directories are designed and marketed to serve the *interests of all the public*. Dex has for decades honed the layout, organization, and categories of the listings and other editorial content to maximize the ease of use and utility of the directories to the *general public*. As soon as the Commission begins to mandate revisions to the directories, especially such significant revisions as moving 30 pages of listings from one section and doubling the size of another, the broad appeal of the directories will decline. In attempting to serve the needs of a relatively narrow subset of directory users, the Proposed Rule would do a disservice to the majority of users.

As with any other mass-market products and services, directories are a compromise. Any number of categories of businesses could make an argument that the public would benefit from a prominent listing: doctors, hospitals, or financial consultants. But the more listings that are moved out of the familiar two-part (white and yellow) directory, the less prominent the inside front cover listings become and the more users get frustrated when they can no longer find the listings in the traditional locations. Thus, any superficial assertion of need by the advocates of human services listings must be tempered with the knowledge that other users—those constituting the majority—would find the modified directories to be less useful.

Rather than reviewing the Proposed Rule under an amorphous standard of "need," the Commission should review it using a cost-benefit analysis. An expansion of the blue pages might yield some public-interest benefits, albeit to a relatively small percentage of directory users. But any such benefits would be far outweighed by the costs. These are not just dollar costs. There is also a public-interest cost. Revising directories in a way that is contrary to market demand and in the process making the directories less useful for the vast majority of users is not in the public interest.

**1. Dex Places High Priority on Making Its Directories User-Friendly**

Dex's revenues are generated by advertisements. The more useful Dex makes its directories to customers and users, the more advertisements Dex can sell. Therefore, and contrary to Mr. Long's assertion, Dex places high priority on satisfying customers and users by making its directories user-friendly. Dex agrees that having usable government pages helps it achieve this goal. Also, for this reason it is critically important for Dex, which operates in a highly competitive environment, to retain full editorial control over the form and content of its directories. A rulemaking would be inconsistent with that fundamental business imperative.

**2. The Yellow Page Index System Is User-Friendly**

Mr. Long attacks the yellow pages as having a classification system that "has proven to be inappropriate for government and human services, causing omissions." Long Petition at 1 (emphasis added). This argument is not credible in light of the fact that the "Commission records show that complaints to the Consumer Services Division are rare." Staff Report at 4. Additionally, the claim of omissions is unfounded. All business accounts, including those of human service agencies are offered a complimentary listing in the yellow pages and the option to purchase advertising in either the white or yellow pages. Certain businesses, for internal reasons, elect not be included in the directory. As such, by their own choosing, and not by the ILEC's or the publisher's errors, are these listings omitted from the book.

Furthermore, without any basis, Mr. Long asserts that as a result of the omissions, errors, and inadequacies, "if a person in need doesn't know the name of an agency, she or he probably won't be able to find it listed alphabetically." Long Petition at 1. Aside from the fact that this scenario is unclear, it assumes that the directory user knows the type of service she or he is seeking. And if that were the case, then the more than 4,400 categories of services indexed alphabetically in the current yellow pages directory would be a useful tool to the user. For example, attached as Exhibit 3 is an alphabetical listing of the categories that could potentially

qualify as "human services,"<sup>2</sup> gathered from the index of Dex's 2005 Portland yellow pages directory. There are more than 175 such categories, containing over 3,800 listings. The person seeking human services can just refer to the pages of the type of service being sought to find the appropriate entity. Additionally, many of the categories are repeated more than once, by cross-reference, to ensure that a listing can be located with ease. Ex. 3 (the category "Human Services Organizations" is listed at least 15 times throughout the index).

### **3. 211Info Survey Is Not Credible**

An informal survey conducted by 211Info is not credible evidence to establish a "need" for a blue pages rule. Ex. 4. Indeed, it is questionable that it would even establish more than a de minimis benefit, let alone balance the obvious costs of expanded blue pages.

From December 29, 2004, and January 19, 2005, a total of 562 people who called 211Info in need of a human services information listing were asked if they had tried to find the information they were looking for in the phone book before calling. Id. at 1. Of the 562 callers, only 535 yielded valid survey results. Id. This was unquestionably not a scientific study. The biggest flaw from a statistical perspective is that 2-1-1 callers do not make up a representative sample of telephone directory users. The majority of the callers are more inclined to call 2-1-1 than to use the directories or had already decided not to use the directories. Id. at 2. Furthermore, 211Info is not objective in its support of having a blue pages rule promulgated because it views such a rule as a revenue-generator for itself. It seeks to provide carriers and publishers with the "human services" listing information in exchange for compensation. Id. at 3.

### **B. A Telephone Directory Is One of Many Resources, Rather Than the Sole Resource, Available to Users**

Mr. Long would have the Commission believe that the telephone directory is the sole source of listing information available to users. This is just not the case. While Dex desires

to have everyone use its directories, it is also realistic about the fact that a telephone directory has never been the sole resource. Rather, directories have always been one of many resources used by people to access information. Many people rely on other resources to supplement their research, such as reference librarians, Internet, local networks, community organizations, churches, and word of mouth.

The propensity to use other resources could not be more apparent than today's increasing number of alternative resources on the Internet. For example, the federal government has its own online blue pages directory. See <http://www.usbluepages.gov/gsablupepages/default.aspx>. Furthermore, services such as 211Info could eventually become another reliable source for directory information.

Even if the Commission were to find the 211Info survey credible, a close review of the results would support the notion that a telephone directory is not the sole source of listing information, and that a blue pages rule would not solve the problems presented. The majority of the people who called 211 for listing information and who did not use the telephone directories did so because they would be unable to use any directory, even one with expanded blue pages. Ex. 4 at 2. Some of their responses include the following: (1) 211 was referred to them; (2) they are unable to read or unable to read the fine print of a telephone listing; (3) they are unable to read English; (4) they have never used a phone book; and (5) they did not have a directory available. Id. A blue pages rule will not help these callers.

**C. A Blue Pages Rule Raises Questions and Creates Confusion for Users**

A blue pages rule will not address any of the problems that concern Mr. Long because it will create confusion for users.

## **1. A Blue Pages Rule Raises More Questions Than It Answers**

Contrary to Mr. Long's assertion, a blue pages rule, including the one being proposed, raises many questions and creates more problems than it solves.

A threshold question of what services constitute "human services" that are required to be listed in the blue pages has not been answered. Exhibit 3 lists all the potential "human services" categories as determined by one person. Because what qualifies as a "human service" is subject to some interpretation, there is no doubt that another person reviewing this list will have a different opinion about whether a particular category should have been included on this exhibit. If the Commission decides that it will define this term, how will it do so? Furthermore, who bears the responsibility for determining whether a particular entity falls within the definition of the term or not—the publishers or the human services entities themselves? The carriers and publishers can publish information only when they are provided by the entities; they have no control over whether such information will be provided.

Even if the term "human services" could be defined, many more questions would remain, including the following: (a) how the services will be listed on the blue pages; (b) whether the listings will be categorized or alphabetized, or both; (c) whether they will be categorized along with the government listings or in their own separate section of the blue pages; (d) who will ensure that the human services listings are located and compiled; (e) assuming that human services agencies self-identify and self-select their listing location, how consistency will be maintained; and therefore (f) how the users will know where to look?

## **2. A Blue Pages Rule Creates Inconsistency for Users**

Users of the directories will suffer the most as a result of a blue pages rule. Based on Qwest's tariff, a business entity is allowed to have two listings in the telephone directories; an alphabetical white pages and a classified yellow pages. If a blue pages rule is promulgated, one of these listings would be moved to the blue pages. There has been little discussion or thought

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about where the other listing would be located. Regardless of the answer, the users would be negatively affected because the rule would change their current understanding of where the listings could be found.

Additionally, blue pages are commonly known for a concise listing of government entities; they are not known for listings of private entities (including nonprofit organizations). The blue pages section in Dex's Portland white pages directory has 20 pages. If the Commission were to promulgate a rule requiring that nonprofit human services be listed in the blue pages section to satisfy the desire of a relatively small percentage of directory users, the Commission would needlessly create more confusion for the users who normally expect blue pages to have only government listings. Also, based on the fact that more than 10,000 nonprofit organizations are registered with the Oregon Secretary of State, and there are currently more than 3,800 potentially "human services" organizations listed in the Portland yellow pages, Dex estimates that there may be more than 5,000 nonprofit human services agencies that could be listed in the blue pages. This will potentially add 30 pages to the blue pages section. With this increase, the public's understanding of the role of blue pages as being a concise listing of government entities will be lost as we know it.

Furthermore, listing the nonprofit human services entities in the blue pages section creates a division between these and for-profit entities. This division takes away from the users a one-stop, comprehensive listing of both types of human services entities that are currently available to them, as illustrated in Exhibit 1. The one-stop, comprehensive listings that are currently available enable the users to search more efficiently. This could be crucial in a time of distress. Moreover, for-profit human service providers might complain of discriminatory treatment.

Finally, as discussed above, Dex publishes directories in 14 states. These directories are uniform. If the Commission promulgates a blue pages rule, expecting the inclusion of human services in the blue pages, it would be a rule that is unique among these 14 states. Aside from the fact that Dex may have to incur significant costs to comply with such a unique rule, its directories would not be uniform. This would create confusion among Dex's directory users in other states due to our mobile society. Therefore, the Commission should be wary of the policy implications that its decision may have beyond its border.

**3. A Blue Pages Rule Is Discriminatory and Unfair Because Independent Publishers Are Not Being Regulated**

Assuming that the Commission had authority, which it does not, a blue pages rule promulgated by the Commission could regulate only a limited number of telephone directories—those published or authorized to be published by a regulated carrier. The rule does not extend to numerous independent directories. Given the cost, as discussed below, the rule is an unfair burden on the few publishers that are regulated or contractually bound to regulated utilities.

**D. A Blue Pages Rule Is Costly**

Given the fact that a need for listing nonprofit human services agencies in the blue pages is questionable, a blue pages rule will needlessly increase costs for regulated carriers and publishers. As discussed above, 30 more pages may have to be added to the blue pages section to accommodate all nonprofit human services listings. Dex estimates that the cost of each additional page in its Oregon directories costs about \$13,200. With 30 added pages, this would total \$396,000 per year. Beyond that, Dex would be forced to reprogram its publishing system to accommodate this specific change for one state within its 14-state service territory. While the cost for such endeavor has not been calculated, Dex initially believes the cost would exceed \$1,000,000.

The cost of compliance alone would justify resisting this rule. But as discussed above, it is of utmost importance for Dex to retain full editorial control over the form and content of its directories to remain competitive with other directory publishers, including those that are not regulated by the Commission.

**E. The Proposed Rule Creates Unnecessary Ambiguity**

As discussed above, Dex opposes any rulemaking efforts by the Commission that relate to the blue pages listing of nonprofit human services organizations. But if the Commission were to consider the Proposed Rule, Dex has the following comments.

It is Dex's understanding that the Proposed Rule merely intends to codify the current practices of regulated carriers and Dex—continue to publish the blue pages as they are currently formatted. The Proposed Rule merely encourages the publication of nonprofit human services listings in the blue pages. If the Proposed Rule is merely to codify the current practices, then there is no need for such a rule since there is no intent, at least on Dex's part, to stop its current publication practices.

If the Commission were to adopt the Proposed Rule, the rule as written has numerous ambiguities. First, Section (1), states that "[e]very telecommunications utility that publishes an annual telephone directory, or has one published by an affiliate or third party publisher, must publish a specialized directory of government and human services telephone numbers." This is ambiguous when read by itself. If it were not for Section (2), it would seem that there is a requirement to include human services in the blue pages in addition to the government listings. Dex does not believe that this is the intent of the Proposed Rule and therefore recommends an appropriate revision. The word "governmental" should be inserted between the words "and" and "human" to clarify that the mandatory listing of human services in the blue pages is limited to government agencies.



Second, Section (2) states that "[t]elecommunications utilities are encouraged to include private non-profit corporations that provide human services to the public in the specialized directory." Similar to an argument Dex raised earlier, there is no definition as to what constitutes provision of "human services." This implies the need for the nonprofit agencies to (1) self-identify themselves to Qwest, (2) determine whether those entities that self-identified themselves fall within the "human services" agency category, and (3) decide and direct whether their listing is to be moved from the white or yellow pages to the blue pages. This analysis further begs the question of who is obligated and should bear the responsibility for making that determination. If Qwest and Dex are, how are they supposed to achieve this? Moreover, unless the agencies miraculously all make the same decision, there will be a total lack of consistency, creating massive public confusion.

Finally, Section (2) creates ambiguity in how to interpret Section (1). Section (1) has mandatory language on human services listings, and this section has optional language. One could view Section (2) as conflicting with Section (1). But the law of legal interpretation requires that when two provisions of a law or rules appear to conflict, the two provisions should be interpreted in a way that avoids the conflict. Thus, Dex would argue that the mandatory listing requirement of Section (1) applies to "governmental human services" agencies, not private or nonprofit. This, then, gives the permissive effect of the language in Section (2), which would otherwise be overridden by the mandatory language of Section (1). While this is Dex's interpretation of the conflict, clarification is essential if a rule is adopted.

**F. The Commission Does Not Have Authority to Promulgate a Blue Pages Rule**

The Staff Report "assume[s] [that] the Commission has the legal authority to promulgate a Blue Pages rule covering directories published by telecommunications utilities, except cooperatives, as well as directories published for telecommunications utilities by affiliates

or third party publishers." Staff Report at 2. Dex disputes this assumption. Even the Oregon Office of the Attorney General (the "AG") acknowledges that the issue is a close one. AG Memo at 10 ("I recognize the commenters raise serious concerns and I suggest Mr. Long may want to try to obtain clearer authority from the legislature for the Commission\* \* \*").

In addition to agreeing with arguments raised by Qwest, Verizon Northwest Inc., Sprint, and the Oregon Telecommunications Association, as well as other interested parties opposing a blue pages rule, Dex submits that any proposed rule would be unconstitutional because (1) pursuant to the Supremacy Clause of the U.S. Constitution, the federal Telecommunications Act of 1996, Pub L No. 104-104, 47 USC § 151 et seq (the "1996 Telecommunications Act"), preempts states' authority over the format and content of telephone directories and (2) the contents of telephone directories (other than pure lists of numbers alphabetically by subscriber name) are intellectual property protected by the U.S. Constitution, including the prohibition on takings without just compensation under the Fifth and Fourteenth Amendments.

On October 23, 2003, Dex raised these issues with the AG. See, Ex. 5. On April 5, 2004, the AG Memo rejected the arguments of the carriers and Dex. In summary, the strength of the AG's responses to Dex's arguments are questionable at best, and reasonable interpretations could differ. The AG Memo specifically acknowledges that the telecommunications industry and Dex have raised "serious concerns," and suggests that Mr. Long "obtain clearer authority from the legislature for the Commission on this matter." AG Memo at 10. These comments suggest that the AG recognizes the weaknesses in his position.

The Commission should not adopt the Staff's "assumption" that it has authority to promulgate a blue pages rule. At worst, the Commission could be preempted. At best, its authority is unclear.

**1. Congress Preempted the Field of Telephone Directories in the 1996 Telecommunications Act**

**a. Dex's Arguments**

The Supremacy Clause (Article VI, clause 2, of the U.S. Constitution) provides Congress with the power to preempt state law. The United States Supreme Court has acknowledged that Congress may preempt state power through an express preemption or field preemption (sometimes referred to as complete preemption). See Pacific Gas & Elec. v. Energy Resources Comm'n, 461 US 190, 204, 103 S Ct 1713, 75 L Ed 2d 752, 765 (1983); International Paper Co. v. Ouellette, 479 US 481, 491, 107 S Ct 805, 93 L Ed 2d 883, 896 (1987); Ting v. AT&T, 319 F3d 1126 (9th Cir 2003). Express preemption exists when Congress enacts an explicit statutory command that state law be displaced. See Morales v. Trans World Airlines, Inc., 504 US 374, 382, 112 S Ct 2031, 119 L Ed 2d 157, 166 (1992). Absent explicit preemptive text, courts can still infer preemption based on field preemption or conflict preemption, both requiring an inquiry into congressional intent based on the structure and purpose of the statute. See Sprietsma v. Mercury Marine, 537 US 51, 123 S Ct 518, 154 L Ed 2d 466 (2002); FMC Corp. v. Holliday, 498 US 52, 56-57, 111 S Ct 403, 112 L Ed 2d 356, 363 (1990); Ting, 319 F3d at 1135-36.

Field preemption exists "where the scheme of federal regulation is sufficiently comprehensive to make reasonable the inference that Congress "left no room" for supplementary state regulation." In re Cybernetic Services, Inc., 252 F3d 1039, 1045 (9th Cir 2001) (quoting Hillsborough County v. Automated Med. Labs., 471 US 707, 713, 105 S Ct 2371, 85 L Ed 2d 714, 721 (1985) (quoting Rice v. Santa Fe Elevator Corp., 331 US 218, 230, 67 S Ct 1146, 91 L Ed 1447, 1459 (1947))); see also Ting, 319 F3d at 1136. Even if Congress has not occupied the field, courts may still infer preemption if there is an "actual conflict" between federal and state law," if "compliance with both federal and state regulations is a

physical impossibility," or if state law "stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress." Ting, 319 F3d at 1136 (quoting Florida Avocado Growers v. Paul, 373 US 132, 141, 142-43, 83 S Ct 1210, 10 L Ed 2d 248, 256, 257 (1963); Hines v. Davidowitz, 312 US 52, 67-68, 61 S Ct 399, 85 L Ed 581, 587 (1941)).

The 1996 Telecommunications Act took from states significant authority over telecommunications carriers. The Supreme Court has stated that the 1996 Telecommunications Act "fundamentally restructures local telephone markets. States may no longer enforce laws that impede competition, and incumbent LECs are subject to a host of duties intended to facilitate market entry." AT&T Corp. v. Iowa Utilities Bd., 525 US 366, 371, 119 S Ct 721, 142 L Ed 2d 834, 844 (1999). Specifically, the Court acknowledged that Congress has taken from states all matters addressed by the 1996 Telecommunications Act. 525 US at 378 n.6, 142 L Ed 2d at 849 n.6 ("But the question in these cases is not whether the Federal Government has taken the regulation of local telecommunications competition away from the States. With regard to the matters addressed by the 1996 Act, it unquestionably has.").

An essential adjunct to the fundamental restructuring of local telephone markets was ensuring that telephone subscribers of all local exchange carriers ("LECs") would have their numbers listed, that the public could have reasonable access to listings, and that both LEC and independent directory publishers could obtain reasonable access to listing information. Moreover, Congress sought to ensure that directory markets would be equally open to competition as local telephone markets. Accordingly, the 1996 Telecommunications Act requires a carrier that provides telephone exchange service to "provide subscriber list information gathered in its capacity as a provider of such service on a timely and unbundled basis, under nondiscriminatory and reasonable rates, terms, and conditions, to any person upon request for the purpose of publishing directories in any format." 47 USC § 222(e) (emphasis

added). The Federal Communications Commission (the "FCC"), acting pursuant to its authority under the 1996 Telecommunications Act, issued an order in 1999 delineating the format requirement for directories. In the Matters of Implementation of the Telecommunications Act of 1996 (CC Docket No. 96-115), Telecommunications Carriers' Use of Customer Proprietary Network Information and Other Customer Information and Implementation of the Local Competition Provisions of the Telecommunications Act of 1996 (CC Docket No. 96-98), and Provision of Directory Listing Information Under the Telecommunications Act of 1934 (CC Docket No. 99-273), FCC No. 99-227 (Aug. 23, 1999) (the "1999 FCC Order").

The Supreme Court has recognized that the FCC has authority to preempt state regulation if that regulation would thwart or impede the FCC's lawful authority. Louisiana Public Service Com. v. FCC, 476 US 355, 106 S Ct 1890, 90 L Ed 2d 369 (1986). For example, prior to the 1996 Telecommunications Act, the FCC was successful in preempting state CPNI rules that required prior authorization and that are inconsistent with the FCC's own rules because the state rules effectively negated federal policies promoting carrier efficiency and consumer benefits. People of State of Cal. v. F.C.C., 39 F3d 919, 933 (9th Cir 1994).

Although the language of Section 222(e) does not constitute an explicit preemption of state law with respect to directory format, Section 222(e) and the 1999 FCC Order clearly establish federal preemption both by "field preemption" and by express provisions. Through Section 222(e), Congress has determined that the publishers and a competitive market, and not the carriers or the state commissions, should dictate the end product of a directory. As the FCC noted, carriers may not restrict a directory publisher's choice of format because "[a]ny such restriction would be inconsistent with the requirement in section 222(e) that carriers make subscriber list information available to directory publishers 'under . . . reasonable . . . term[s] and conditions . . . for the purpose of publishing directories in any format.'" 1999 FCC Order ¶ 61

(footnotes omitted). Furthermore, the FCC noted that "[i]n enacting [Section 222], Congress' goals included preventing unfair LEC practices and encouraging the development of competition in directory publishing." 1999 FCC Order ¶ 3. Thus, state action to regulate the format and content of directories would thwart the goals of Congress and the FCC to allow directory publishers to choose their formats, guided by the dictates of a competitive market.

The federal scheme occupies the field and leaves no room for state regulation of directory formats. Further support for the intent to occupy the field can be found in the FCC's response to the argument of one party that the state commissions should be allowed to enforce Section 222. The FCC soundly rejected this argument. 1999 FCC Order ¶ 121.

**b. The AG's Inadequate Response.**

The AG Memo attempted to reject this argument by citing various passages from the 1999 FCC Order without sufficient analysis. For example, the AG Memo's bold conclusion that the FCC was concerned about protecting the role of states in matters relating to directories is based on a passage that recites the FCC's effort to seek comments on the "federal and State roles in ensuring that subscriber list information is made available under nondiscriminatory and reasonable rate, terms, and conditions." AG Memo at 3 (quoting 47 USC § 222(e)). But just because the FCC was seeking comments does not mean that the FCC has preserved states' authority over such matters. If the AG Memo is correct, then the federal government has the same authority as the state, in which case preemption exists.

**2. The 1999 FCC Order Implements Congress's Preemption**

**a. Dex's Argument**

The express provisions of the 1999 FCC Order would be violated under a blue pages rule. Specifically, in promoting competition the FCC gave publishers limited authority to dictate the format of the directory list information that carriers (the equivalent of

"telecommunications utilities" under Oregon law) can be required to supply to publishers. The 1999 FCC Order requires a carrier to provide subscriber list information to a directory publisher

"in the format the publisher specifies, if the carrier's internal systems can accommodate that format. If the carrier's systems cannot accommodate the requested format, the carrier must inform the directory publisher of that fact and tell the publisher which formats it can accommodate as well as the date by which it can accommodate the publisher's request in each of these formats. \* \* \* This approach will minimize burdens on both directory publishers and carriers, by allowing each directory publisher to request the format that it is likely to find most useful while making it unnecessary for the carrier to incur substantial costs to reformat subscriber list information for directory publishers. It also will allow directory publishers and carriers to change formats as technology advances." 1999 FCC Order ¶ 109 (emphasis added).

Not only are directory publishers permitted to choose their preferred format, they are also allowed to request that listing information be "unbundled." In the context of listing information, this means that publishers may request only particular listings. Subject to the limitations of the carrier's internal systems, they may not be required to purchase an entire package of all of the carrier's listing information:

"USTA argues that the unbundling requirement does not obligate carriers to sort or otherwise manipulate listings on demand. \* \* \* [W]e require carriers to unbundle subscriber list information, including updates, on any basis requested by a directory publisher that the carrier's internal systems can accommodate. A carrier whose internal system can accommodate a directory publisher's request for particular listings thus will have to provide only those listings." 1999 FCC Order ¶ 63 (footnotes omitted).

Thus, even assuming, for sake of argument, that the Commission could require the telecommunications utilities to compile listing information with a separate section for human services agencies, the directory publishers could not, under federal law, be required to purchase or publish those listings.

Adopting a blue pages rule would stand as an obstacle to Congress's intent "to provide for a pro-competitive, de-regulatory national policy framework' that would 'accelerate rapid private sector deployment of advanced telecommunications and information technologies

to all Americans." 1999 FCC Order ¶ 1. Such a rule would frustrate the intent of Congress to allow the market, via publishers, to dictate the end product of the directories. The market drives how the directories are formatted and what information is listed in them. Publishers compile and categorize directories in direct response to market demand in order to increase customer usage. This in turn results in increased sales of advertisements. In fact, blue pages were put into directories because the market demanded them.

**b. The AG's Inadequate Response.**

In response to Dex's argument, the AG Memo cites paragraph 8 of the 1999 FCC Order, which provides that an ILEC does not have to act as a clearinghouse for providing subscriber list information, "except to the extent a State commission so requires." This passage has nothing to do with directory formats. Rather, it addresses the question whether ILECs have to gather and compile the listings of CLECs and include the CLECs' listings in the lists provided to directory publishers. The alternative is that CLECs have to supply their listings directly to the publishers without the involvement of the ILEC.

Similarly flawed are the arguments in the AG Memo concerning paragraphs 33 and 163 of the 1999 FCC Order, which have similar language qualifying the states' authority. For example, paragraph 33 addresses requirements concerning yellow pages. The AG Memo concludes that "the FCC would protect a state's authority to require a carrier to provide blue page listings under the same rationale used to protect the states' authority over yellow pages." AG Memo at 4. This conclusion mischaracterizes the issue: the question is not whether the FCC "would" protect a state's authority, but rather whether it has or has not. Also, given the functional difference between the purpose and use of yellow and blue pages, the same rationale may not apply to both.



Third, the AG Memo mischaracterizes Dex's argument on a key issue of federal preemption by paragraph 109 of the 1999 FCC Order. It acknowledges that this paragraph allows directory publishers to choose the format that can be accommodated by the carrier's internal operating system. The AG Memo goes on, however, to disagree with what it claims is Dex's argument that this paragraph precludes a blue pages rule on the basis that it would impose a significant financial burden on the publishers to segregate the additional information that the publishers may get from the carrier's internal operating system. But this is not what Dex argued. Dex argued that paragraph 109 preempted the field of directory format on the basis of what the carrier's internal operating system could provide. The AG Memo does not offer any specific analysis opposing this assertion.

Finally, the AG Memo fails to respond to Dex's assertion that a blue pages rule would frustrate the intent of Congress to promote a competitive, deregulated telecommunications industry, to which Dex's financial-burden argument pertains.

### **3. Dex Has Intellectual Property Rights Over Certain Content of Its Directories**

The 1988 attorney general's opinion did not address intellectual property rights. Perhaps this is because a number of court decisions that clarify the nature and scope of ILECs' intellectual property rights in their directory compilations have issued since 1988. Given the state of the law today, it is clear that the Proposed Rule would condemn private intellectual property without compensation.

#### **a. Dex's Argument**

A telephone directory is intellectual property protected by the federal copyright law if its format comprises an original compilation of facts. BellSouth Advertising & Pub. v. Donnelley Inf. Pub., 933 F2d 952 (11th Cir 1991). The copyright laws protect "original works of authorship fixed in any tangible medium of expression." 17 USC § 102(a). Owners of

copyrighted works have exclusive rights and can pursue infringement actions arising from unauthorized uses. 17 USC §§ 106, 501.

In BellSouth, the Eleventh Circuit Court of Appeals held a yellow page directory to be such an original compilation worthy of copyright protection since it provided a convenient, unique organization of business listings and advertisements. 933 F2d at 957. Acknowledging that facts, such as customer listing information, are not original, the court found a directory publisher's formatting of such information in the yellow pages to be a work of sufficient originality to justify copyright protection. The court specifically found that by selecting, coordinating, and arranging directory information, the publisher had created an original work that others could not copy without infringing copyright. In BellSouth, the publisher had followed numerous steps to create the yellow page directory:

- i. Selecting and demarking the geographic boundaries corresponding to the scope of each directory in order to determine in which directory or directories a particular business will be listed;
- ii. Selecting a directory close date on which no more listing modifications may be reflected in the pending directory publication;
- iii. Creating or selecting numerous business classifications and listing a particular business under the appropriate classification;
- iv. Coordinating all the current informational components of a particular business with its address and phone number; and
- v. Arranging these coordinated listings according to various categories since business listings and advertisements must be arranged under the appropriate classification. 933 F2d at 957-58.

As a result of this process, the final product arranged all current business listings and advertisements according to business classification and geographical area. Because of the originality of the final arrangement, the court found yellow pages to be distinguishable from white pages—which the Supreme Court in Feist Pub. v. Rural Tel. Serv., 499 US 340,

111 S Ct 1282, 113 L Ed 2d 358 (1991), has held not to be the subject of copyright—because the format of the white pages "is a simple alphabetical listing of residential names, addresses and phone numbers." 933 F2d at 958.

Applying the reasoning of BellSouth, a blue pages rule requiring a carrier to gather listing information of certain human and government agencies and compile them in a convenient, unique organization both will force the carrier to create a work original enough to be worthy of protection under the copyright laws and will condemn that property to public use. Specifically, Mr. Long's proposed blue pages rule would require carriers to go through the same process as the publisher in BellSouth. That is, the carrier would need to determine the directory's geographic scope that the blue pages would encompass, to pick a closing date on which no more human services agencies could submit listing information, to create classifications of various human services, to coordinate information about the human services agencies with their phone numbers and addresses, and to arrange the coordinated list of human services in various categories.

**b. The AG's Inadequate Response**

The AG Memo has no basis for rejecting Dex's argument that the blue pages listing in a telephone directory is intellectual property. The AG Memo acknowledges the potential merit of Dex's argument and cautiously determines that the issue was premature in April 2004 because no specific rule had been proposed. Since the issuance of the AG Memo in April 2004, a rule has been presented to the Commission for consideration. If Dex were to have to create a nonprofit human services section, as the Proposed Rule suggests, that would constitute intellectual property in which Dex would have property rights. The same could be true for Qwest, if Qwest created the compilation.

The AG Memo also argues that even if Dex has a valid intellectual property argument, that argument is a challenge to federal law, rather than state law. Only federal law, the AG claims, requires a carrier to share the listing information with other directory publishers; the challenge would not against a state rule that simply requires the inclusion of a blue pages section. This reasoning is unclear and completely avoids the issue. Whether the carrier has to share the listing information with other directory publishers is irrelevant and was not raised by Dex. The issue that Dex raised is the intellectual property right Dex has over the format and editorial content that it generates and that it is forced to share with the public users, rather than with other directory publishers. Furthermore, an intellectual property argument could be made, regardless of whether the law requiring the listing is state or federal. The AG would have a difficult time persuading any court with its rationale.

**4. A Blue Pages Rule May Constitute a Taking of Intellectual Property in Violation of the Fifth Amendment**

**a. Dex's Argument**

The Commission, as an Oregon governmental entity, cannot deprive any person of private property without due process and just compensation under the Fifth Amendment of the United States Constitution. State governments are specifically prohibited from making or enforcing any law that deprives any person of life, liberty, or property without due process. US Const amend XIV, § 1. The Fifth Amendment limitation on takings has been found to apply to state governments under the Fourteenth Amendment. Webb's Fabulous Pharmacies, Inc. v. Beckwith, 449 US 155, 159, 101 S Ct 446, 66 L Ed 2d 358, 363 (1980) (incorporating the Fifth Amendment Compensation Clause into the Fourteenth Amendment). Furthermore, the Oregon Constitution also specifically prohibits the state from taking private property for public use without just compensation. Or Const Art I, § 18.

Although no Oregon courts have addressed the issue, federal courts have found that "[a]n interest in a copyright is a property right protected by the due process and just compensation clauses of the Constitution." Roth v. Pritikin, 710 F2d 934, 939 (2d Cir), cert denied, 464 US 961 (1983) (citing Loretto v. Teleprompter Manhattan CATV Corp., 458 US 419, 102 S Ct 3164, 73 L Ed 2d 868 (1982); Pruneyard Shopping Center v. Robins, 447 US 74, 82 n.6, 100 S Ct 2035, 64 L Ed 2d 741, 753 n.6 (1980)).

A blue pages rule would also not pass the test for takings, which considers the economic impact of the regulation on the property owner and whether the governmental action advances a legitimate government interest. Nollan v. California Coastal Comm'n, 483 US 825, 832-33, 107 S Ct 3141, 97 L Ed 2d 677, 686-87 (1987). The Supreme Court has found takings when the government action limits the owner's right to exclude others. Kaiser Aetna v. United States, 444 US 164, 100 S Ct 383, 62 L Ed 2d 332 (1979) (federal navigational servitude forcing marina owners and lessees to allow the public free access is a taking that requires just compensation); see also Nollan, 483 US 825, 97 L Ed 2d 677 (a condition to a reconstruction permit requiring a public easement across private property constituted a taking for which compensation was due). Furthermore, there is a long-standing rule that utility regulators are prohibited from confiscating private property without just compensation. Smyth v. Ames, 169 US 466, 470, 476, 18 S Ct 418, 42 L Ed 819, 835, 837 (1898); Federal Power Com. v. Hope Nat. Gas Co., 320 US 591, 603, 64 S Ct 281, 88 L Ed 2d 333, 345 (1944) (rates must provide fair return to be just and fair compensation); Dequesne Light Co. v. Barasch, 488 US 299, 307, 109 S Ct 609, 102 L Ed 2d 646, 657 (1989) (stating that the Constitution protects public utilities from rates which are "so unjust as to be confiscatory").

In this case, what the Commission would be demanding of the carrier under a blue pages rule is no different from what the federal government demanded of the marina's owners

and lessees under a servitude in Kaiser Aetna or the landowner under the reconstruction permit in Nollan—an inability to exclude the public from accessing private property.

A blues pages rule would have a significant economic impact on carriers. They would incur additional costs to implement and manage a blue pages publication program. Also, a blue page section is a unique feature of a telephone directory that carriers employ to attract users. Increased use of a telephone directory results in an increase in carriers' advertisement revenues. But a blue pages rule would impact carriers' investment-backed expectations because the rule would require every carrier to provide blue pages in every directory and take from carriers a unique feature they have used to help generate revenues.

Finally, a blue pages rule serves no legitimate public interest that is not already being addressed by the carriers. Currently, carriers are already publishing blue pages in their directories because the market demands it—thus, there is no reason for carriers to stop publishing blue pages. Because the blue pages rule would do nothing to improve on the status quo, it would not promote any public interest. The blue pages rule would also interfere with congressional intent to let the market decide whether blue pages are necessary.

**b. The AG's Inadequate Response.**

In response to Dex's argument that a blue pages rule would be an unconstitutional taking of private property (intellectual property), the AG Memo appears to conclude that a legitimate government interest exists, and therefore no taking would be committed. In addition to referring back to its inadequate reasoning as to why a blue pages listing is not intellectual property, the AG Memo notes that Dex failed to make a credible case that the rule would have negative economic impact because Dex did not present evidence to that effect. The AG further determines that even if Dex could present such evidence, the Commission would not be prohibited from enacting "adequate service" measures just because other carriers are voluntarily

providing blue pages listings. Again, the AG confuses Dex's argument. Dex argued that a blue pages rule would not advance any public interest because most carriers are already providing the listings. The AG Memo does not rebut this argument, nor does it address how such a rule could avoid being considered an illegal taking by the government. Rather, it reverts back to the Commission's authority to require "adequate service," which is an inadequate response.

**G. The Proposed Rule by Mr. Long Is Unreasonable**

The following comments specifically address the unreasonableness of the Proposed Rule offered by Mr. Long in September 2004. See Long Petition at 3-6. The Proposed Rule was a revision of his earlier submission in August 2003, and was supposed to have been narrower and simpler. Unfortunately, rather than simplifying the rule, Mr. Long made it lengthier, more complex, and more expensive to carriers and publishers. Moreover, the Proposed Rule did nothing to address or ameliorate the numerous concerns expressed by the industry, such as cost, discrimination issues, First Amendment problems, jurisdictional questions, or workability (as in who will volunteer to staff the necessary committees).

A comparison of Mr. Long's August 2003 original and revised September 2004 draft rules reveals that the new version contains all the elements of the original version. On top of that, the new version incorporated additional requirements, including the following:

- Include listings for special service districts
- Require all alphabetical human services listings to specifically include names, addresses, and telephone numbers
- Include 24-hour, 7-day-a-week emergency services listings (unspecified); N-11 Telco services, including 9-1-1, 7-1-1, 5-1-1 and 2-1-1; and special utility programs, such as power outage response, low-income energy assistance, and Oregon telephone assistance programs
- Offer two options the Commission may select to manage the compiling and updating of the blue pages database (with no detailed structure for either option or specification of funding source)

- All agencies listed in the blue pages to have final approval over the appearance of their listings and uniform resource locators ("URLs"); this is the first time URLs have been mentioned
- Redesign the E-911 page, including specific additional listings for all N-1-1 services, including emergency numbers for victims of domestic violence, rape, suicide, mental health and power outages
- Establish blue pages type point size at 11-point (up from 10) and agencies for seniors at 14-point (up from 12)
- Publish a disclaimer at the end of the blue pages crediting the advisory group and indemnifying the group and the publisher from any errors that may be printed
- Include a privacy education box on the first page of the blue pages
- Include other information in the blue pages, including ZIP codes, maps, public transit routes, energy conservation tips, street guides, elected officials, disaster preparedness and evacuation routes, homeland security, history, points of interest, tide tables, and Internet URLs
- Make local exchange carriers responsible to make blue pages listing data for both white and yellow pages directories available under nondiscriminatory and reasonable rates, terms, and conditions

The addition of these new elements demonstrates the continuing unrealistic expectations of Mr. Long in his request for a blue pages rule. Mr. Long has not made a credible case or established any reasonable basis for these additional elements. For all the reasons discussed above, and to a greater degree, Dex adamantly opposes his Proposed Rule entirely.

#### **IV. CONCLUSION**

For the foregoing reasons, Dex respectfully requests that the Commission decline to promulgate any blue pages rule.

DATED this \_\_\_\_ day of February, 2005.

MILLER NASH LLP

/s/ Hong Huynh

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I hereby certify that I have this day served the foregoing document upon all parties of record in this proceeding by delivering a copy in person or by mailing a copy thereof, properly addressed with postage prepaid, to the following parties:

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- Oregon Aviation Business Association  
833 SW 11th ..... 503 274-9718
- Oregon Beer & Wine Distributors Assn  
805 SW Broadway ..... 503 228-2337
- Oregon Burglar & Fire Alarm Association  
..... 503 624-6487
- Oregon Credit Union League  
9720 SW Nimbus Ave Beaverton ..... 503 641-8420
- Oregon Dental Association  
17898 SW McSwan Rd ..... 503 620-3230
- Oregon Executive Association ..... 503 286-9959
- Oregon Feed & Grain Association  
7286 NW Roosevelt ..... 503 226-2758
- Oregon Funeral Directors Association  
12725 SW 66th ..... 503 639-1186
- Oregon Gasoline Dealers Association  
..... 503 684-7912
- Oregon Grocery Industry Association  
8545 SW Siskin Ln Wilsonville ..... 503 685-6293
- Oregon Landscape Contractors Association  
147 SE 102d ..... 503 253-9091
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- Oregon Medical Assoc  
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- Oregon Music Educators Assoc ..... 503 233-3118
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..... 503 641-7200
- Oregon State Assoc Of Plumbers  
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200 SW Market ..... 503 227-0234
- Pacific NW Precast Concrete Assoc  
147 SE 102d ..... 503 257-9806
- Pacific Northwest Steel Fabricators Association  
Inc 147 SE 102d ..... 503 253-9030
- Pacific Printing & Imaging Association  
5319 SW Westgate Dr Suite 117 ..... 503 297-3328
- Pear Bureau Northwest  
4382 SE International Wy Suite A Milwaukie  
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- Pearl District Business Association  
1025 NW Couch St ..... 503 227-8519
- Pest Control Operators ..... 503 287-1796
- Pinson Philanthropic Advancement Inc  
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310 SW 4th ..... 503 227-6551
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5100 SW Macadam ..... 503 228-6595
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- U S Wheat Associates Inc  
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- Washington County Bar Association  
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- Western Forestry & Conservation Assn  
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- Jung Oregon Friends Of ..... 503 223-3080
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- American Tinnitus Association  
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- Association of Telehealth Products  
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- Christian Medical & Dental  
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765 SW 51st ..... 503 977-2617
- Native American Youth Association  
4000 N Mississippi ..... 503 288-8177
- Oregon NORML ..... 503 239-6110
- Oregon Psychological Assoc Inc  
147 SE 102d ..... 503 253-9155
- Portland Copwatch ..... 503 321-5120
- Portland Gospel Center  
1410 SE 39th ..... 503 236-2223
- United Way Of The Columbia-Willamette  
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- Chabad Lubavitch Of Oregon  
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- Chinese Consolidated Benevolent Assn  
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- Citizens For Oregons Future  
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- Columbia Slough  
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- Committee For A Livable Future  
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- Community Associations Institute  
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- Ducks Unlimited  
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- Friends Of Seasonal & Service Workers  
1400 E Burnside St ..... 503 231-4826
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- Hop Sing Tong  
317 NW 4th Ave ..... 503 227-0318
- Independent Publishing Resource Center  
917 SW Oak ..... 503 827-0249
- International Association Of Japanese Gardens Inc  
121 SW Salmon ..... 503 471-1386
- Intertribal Timber Council  
1112 NE 21st Ave ..... 503 282-4296
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15245 SW 116th Ave ..... 503 639-6565
- Masonic Hall  
280 NW 1st Ave Canby ..... 503 266-5519
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917 SW Oak ..... 503 283-1922
- Moose Loyal Order Of 291  
7414 SE 52d ..... 503 771-6028
- National Association Of Pastoral Musicians The  
1513 SW Marlow ..... 503 297-1212
- Navy League Portland Council ..... 503 227-5735
- Neighbors West-Northwest  
1819 NW Everett St ..... 503 223-3331
- Northwest China Council  
127 NW 3rd Ave ..... 503 973-5451
- Northwest Constitutional Rights Center  
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- Northwest Rotocraft Association  
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- Oregon Wildlife Heritage Foundation  
P O Box 30406 ..... 503 255-6059
- Peace & Justice Works ..... 503 236-3065
- Physicians For Social Responsibility Inc  
921 SW Morrison Suite 500 ..... 503 274-2720
- Pleasant Valley Grange  
171 SE Foster Rd ..... 503 665-3502
- Portland Yacht Club  
1241 NE Marine Dr ..... 503 285-1922
- Public Power Council Inc  
1500 NE Irving St ..... 503 232-2427
- Remodelers Foundation  
8101 SE Flavel St ..... 503 698-8382

(Continued Next Page)



**Associations-Special Interest (cont'd)**

- Rhododendron Society Portland Chapter  
P.O. Box 86424 ..... 503 771-8386
- Servetus For Single Adults  
5611 SE Powell Bl ..... 503 231-9961
- Summerfield Civic Association  
Administrative Offices 10650 SW Summerfield Dr Tigard  
..... 503 620-0131
- Summerplace Home Owners Association  
2020 NE 150th ..... 503 257-0733
- Taxpayer Association Of Oregon  
825 SW Hunziker ..... 503 603-9009
- Tomahawk Destiny Association  
285 N Tomahawk Island Dr ..... 503 735-2186
- Tyee Yacht Club  
2929 NE Marine Dr ..... 503 284-4772
- Veterans Of Foreign Wars-Dept Of Oregon  
12440 NE Halsey ..... 503 255-5808
- Veterans Of Foreign Wars Post 1442  
3405 SE 87th ..... 503 774-4674
- Veterans Of Foreign Wars Post 907  
825 SE Mill ..... 503 234-6062
- Willamette Pedestrian  
P.O. Box 2252 ..... 503 223-1597
- Woodmen Of The World  
Rose City Camp No 77 1847 SE Clinton ..... 503 235-5713
- World Affairs Council Of Oregon  
620 SW Main ..... 503 274-7488

**Associations-Sports & Entertainment**

- BIKE  
1532 SE Pine St ..... 503 234-8454
- HBPA  
1001 N Schmeer Rd ..... 503 285-4941
- Hood To Coast Relay  
5319 SW Westgate Dr Suite 262 ..... 503 292-4626
- Jr Baseball of Oregon Inc ..... 503 626-0221
- Mazamas 909 NW 19th ..... 503 227-2345
- Oregon Disability Sports  
721 NW 9th Ave ..... 503 241-0850
- Oregon Greyhound Assoc ..... 503 663-3118
- Oregon Motorcycle Roadracing Assn  
..... 503 221-1457
- OREGON SYMPHONY**  
Business 921 SW Washington Suite 200 ..... 503 228-4294
- Oregon Symphony Subscription Services  
..... 503 416-6383
- Oregon Symphony Ticket Office  
Ticket Office 923 SW Washington St ..... 503 228-1353
- Parkrose Little League ..... 503 255-4740
- Reedville Baseball ..... 503 356-5256
- Rose City Yacht Club  
3737 NE Marine Dr ..... 503 282-2049
- Willamette Sailing Club  
Information ..... 503 246-5345
- YMCA of Columbia-Willamette  
9500 SW Barber Suite 200 ..... 503 223-9622

**Associations-Youth**

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- Athletic Organizations**
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  - Clackamas County Sports Officials  
15702 SE Cordova Ct Milwaukie ..... 503 657-8677
  - EAST SIDE ATHLETIC CLUB**  
Clackamas 9109 SE Sunnyside Rd Clackamas  
..... 503 659-3846
  - Milwaukie 4606 SE Boardman Av Milwaukie  
..... 503 659-3845
  - Lacrosse Northwest  
1728 NW Lovejoy St ..... 503 295-7774

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- Lake Oswego Soccer Club  
425 2nd St Lake Oswego ..... 503 699-8879
- Lake Oswego Youth Football Inc ..... 503 636-8031
- Main Attraction Sports Cards  
16136 SE 82nd Dr Clackamas ..... 503 655-2255
- Oregon Rowing Unlimited  
7998 SE Cass Park Way ..... 503 233-9426
- Oregon Sports Offices-West  
4840 SW Western Ave Beaverton ..... 503 520-8700
- Oregon Swimming Inc  
1750 SW Skyline Blvd ..... 503 297-6027
- Oregon Thunderbolts Football ..... 503 977-2978
- ORSU 2565 SW Ex Rd West Linn ..... 503 638-8029
- Portland Marathon ..... 503 226-1111
- Portland Youth Soccer Association  
4840 SW Western Ave Beaverton ..... 503 646-6683
- SPECIAL OLYMPICS OREGON** ..... 503 248-0600  
*Please See Advertisement This Page*
- US Tennis Assoc/Pacific NW  
4648 SW Western Av Suite 300 Beaverton  
..... 503 520-1877
- USTA/Pacific NW Section  
4840 SW Western Av Suite 300 Beaverton  
..... 503 520-1877
- West Coast Health & Fitness  
7522 N Lombard ..... 503 283-5404
- WEST SIDE ATHLETIC CLUB**  
555 SW Oak St ..... 503 222-7800

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- Merry Maids Westside ..... 503 641-1738
- Micky's Cleaning Service  
Hillsboro ..... 503 640-3895
- MOLLY MAID ..... 503 380-4490
- Please See Ad on Previous Page*
- MR MAID ..... 503 736-3145
- Please See Advertisement Page 701*
- Mrs Olson's Domestic Engineering  
4280 SW 110th Ave Beaverton ..... 503 641-7839
- Mrs Olson's Domestic Engineering -- 503 774-1272
- Muscle Bound Cleaning Inc ..... 503 629-0683
- Other Woman Inc Cleaning Service The  
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- Rachel's Emaculant Cleani  
5085 SE 41st Av Milwaukie ..... 503 652-3989
- Rebecca's Cleaning  
Forest Grove ..... 503 357-7903
- Rose City Cleaning LLC ..... 503 491-2986
- Simply Spotless ..... 503 524-2450
- Sister Suds Cleaning Co  
3529 SE 74th ..... 503 771-3586
- Squakky Clean ..... 503 531-9076
- SUPERIOR HOUSEKEEPING SERVICE INC**  
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- [www.superiorhousekeeping.com](http://www.superiorhousekeeping.com)

- T&S Home Cleaning Service  
Beaverton ..... 503 646-1532
- Tara's Top Notch Cleaning ..... 503 538-3272

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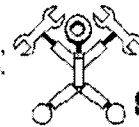
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- Mamma Ro  
220 A Av Lake Oswego ..... 503 699-7476
- Relish 433 NW 10th St ..... 503 227-3779
- Sauri's Gift & Home  
748 NW 11th ..... 503 224-5401

**Housing Authorities**

- Housing Authority of Portland  
Switchboard 135 SW Ash ..... 503 228-2178
- Vancouver Housing Authority  
General Information 2500 Main St Suite 100 Vancouver  
..... 503 289-5593
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- CCI Inc  
1345 NE 186th Ave Gresham ..... 503 492-3788
- Central City Concern/West Portland One Stop  
2 NW 2nd Ave ..... 503 226-7387
- Community Resource Network ..... 503 774-0985
- Compassion In Dying Of Oregon  
P O Box 6404 ..... 503 525-1956
- Earthrise International  
1466 NW Naito Pkwy ..... 503 525-0100
- Fair Housing Council Of Oregon  
1020 SW Taylor ..... 503 223-8295
- Give Us This Day  
2536 NE 15th ..... 503 282-1123
- Good Shepherd Home  
Work Activity Center  
17100 SW Scholls Shred Rd  
Cornelius ..... Sherwood Tel No: 503 625-5433
- Habitat For Humanity - Portland  
1478 NE Riegelsworth ..... 503 287-9529
- Humanists Of Greater Portland  
P O Box 3936 ..... 503 222-5531
- MI Hood Habitat for Humanity  
1000 NE 122nd Ave ..... 503 262-9794
- Northwest Tibetan Cultural Association  
2807 NE 63rd ..... 503 222-7172
- Renters' Rights Hotline ..... 503 288-0130
- West Tuality Habitat  
2231 - 19th Av Forest Grove ..... 503 357-1201
- Women Of Purpose International  
500 N Sixka Ave Newberg ..... 503 537-1907

**Humane Societies**

- OREGON HUMANE SOCIETY SPCA**  
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North Clackamas Soccer Club ..... 503 786-7820  
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418 SE Main St ..... 503 235-9754

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Oregon Soccer Center Inc  
17015 SE 52nd Dr Clackamas ..... 503 655-7529  
Oregon Youth Soccer Association  
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4840 SW Western Av Suite 800  
Beaverton ..... 503 626-4625

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..... 638-9777  
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**Social Security Services**

See Also Government Listings in White Dr Blue Pages.  
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4210 NE Going St ..... 503 988-6020

**Social Service Organizations**

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Adventist Adoption & Family Services  
6040 SE Belmont ..... 503 232-1211  
Albertina Kerr Centers  
Kerr Youth And Family Center 722 NE 162nd Gresham  
..... 503 255-4205  
Administrative Offices 424 NE 22d ..... 503 239-8101  
Albina Ministerial Alliance  
2333 N Williams Ave ..... 503 285-0493  
Alcohol Free Community  
Program Manager 225 NW Couch Suite 306  
..... 503 248-0647

Anti-Defamation League Of B'Nai Brith  
600 Stewart St #725 Seattle WA  
..... Portland Tel No: 503 284-9931

Arc Of Multnomah County  
619 SW 11th Suite 234 ..... 503 223-7279  
ARC Of Washington County  
4450 SW 184th Aloha ..... 503 649-6110

Asian Family Center  
4425 NE Glean ..... 503 235-9396  
Asian Health And Service Center  
3633 SE 35th Pl ..... 503 872-8822

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12500 SW Allen Blvd Beaverton ..... 503 641-4113  
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340 NW Gilman ..... 503 226-3911

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Bridges To Change Inc ..... 503 465-8897  
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1235 SE Division St ..... 503 230-2114

**CATHOLIC CHARITIES**  
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Catholic Charities Latino Services  
Serving The Latino Community - Se Habla Espanol  
451 NW 1st St Gresham ..... 503 669-8350

Catholic Charities Refugee Resettlement  
231 SE 12th ..... 503 231-4866  
Central City Concern  
232 NW 6th Ave ..... 503 294-1681

Central City Concern Housing Dept  
232 NW 6th Ave ..... 503 525-8483  
Centro Cultural  
1110 N Adair St Cornelius ..... 503 359-0446

Chehalam House Cottage  
216 E 3rd Newberg ..... 503 538-8815  
Chehalam Youth & Family Services  
Clinical Services ..... 503 538-4874

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Psychiatric Services  
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Christmas In April - Washington Co  
12535 SW 4th St Beaverton ..... 503 644-4544

Clackamas Service Center  
8800 SE 60th ..... 503 771-2824  
Clackamas Service Center  
P O Box 2620 Clackamas ..... 503 771-7914

Commonway Institute  
2805 NE Martin Luther King Jr Blvd ..... 503 281-1667  
Community Action Center Youth Program  
719 E 1st St Newberg ..... 503 538-8023

Community Energy Project  
422 NE Alberta St ..... 503 284-6827  
CUB Educational Fund Inc  
610 SW Broadway ..... 503 243-6105

Dungarvin Oregon Inc  
Tigard ..... 503 624-0205  
Early Head Start Of Portland  
909 NE 52d ..... 503 284-6267

Easter Seals Oregon  
6375 SW Macadam ..... 503 228-5108  
Eastwind Center  
2408 SW Hakey St Troutdale ..... 503 491-3300

Eastwind Community & Family Center  
2408 SW Hakey Bldg A Troutdale ..... 503 491-3300  
Ethiops Government Services  
10116 NE Weimer St ..... 503 258-9000

Esther's Pantry ..... 503 493-2222  
Family Resource Center  
1341 Pacific Ave Forest Grove ..... 503 359-2598

**FISH EMERGENCY SERVICE**  
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Francis Center  
6535 SE 82nd Ave ..... 503 775-6784

Friendly House Inc-Community Center  
2617 NW Sauer ..... 503 228-4391

Friendly House Inc Emergency Services  
1816 NW Irving ..... 503 228-4335  
Friendly House Senior Service Center  
1816 NW Irving ..... 503 224-2640

Friends Of The Children  
44 NE Morris ..... 503 281-6633  
Generous Ventures Gleaners  
8830 SE Woodstock Blvd ..... 503 788-0209

German American Society  
7901 SE Division ..... 503 775-1585  
God's Kids Caring  
14615 SE Rhine St ..... 503 760-7746

Golden Harvesters Inc  
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- Options Counseling Services Of Oregon Inc  
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- Options Counseling Services Of Oregon Inc  
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- Options Payee Services Inc ..... 503 775-1274
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- Oregon Council For Hispanic Advancement  
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901 E Oak St ..... 503 236-9670
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- Oregon Human Development Corp II  
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- Oregon State Of Service To Children & Families  
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- Outside In  
1132 SW 13th Ave ..... 503 223-4121
- Paraclete Society International Inc The  
7907 SW 37th ..... 503 274-5434
- Parent To Parent Of Oregon  
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- Parents Of Murdered Children And Other Survivors  
Of Homicide 14427 S Forsythe Rd Oregon City  
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- Parrott Creek Child & Family Services/Healthy  
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- Portland Housing Center  
3233 NE Sandy Blvd ..... 503 282-7744
- Portland Impact - Administration and Brentwood  
Darlington Community Center 7211 SE 62 Ave  
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- Portland Impact - SE Multicultural Center for  
Seniors and People with Disabilities  
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- Portland Progress House  
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- Project Patch  
1345 SE 97th Av Clackamas ..... 503 653-8086
- Providence Child Center  
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- Gresham Corps Community Center  
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Hillsboro Corps Community Center  
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- Moore Street Corps Community Center  
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- Sawara ..... 503 641-2425
- Self Enhancement Inc  
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- Sexaholics Anonymous ..... 503 224-9840
- Shared Housing  
1619 NW Everett ..... 503 225-9924
- Special Olympics Oregon ..... 503 248-0600
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- Springwater 8910 SE 73rd Av ..... 503 772-5018
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- Street Light  
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Women's Organizations	1458	RC
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Crisis Intervention	425	RC
Domestic Violence Information & Treatment	484	RC
Mental Health Services	840	RC
Social Service Organizations	1275	RC
Support Groups	1310	RC
Vocational Guidance – see		
Career Counseling	292	RC
Education – Consultants & Services	496	RC
Rehabilitation Services	1139	RC
Scholarships & Financial Aid	1215	RC
Volunteer Services – see		
Charities	320	RC
Human Services Organizations	703	RC
Men's Organizations	840	RC
Senior Citizens' Services	1244	RC
Social Service Organizations	1275	RC
Women's Organizations	1458	RC
Youth Organizations & Centers	1461	RC
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Women's Organizations	1458	RC
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<b>Total:<sup>2</sup></b>		<b>3,855</b>

<sup>2</sup> This reflects the true total of listings. Where each category was repeated in the index and noted as "RC," the number of listings under that category was not recounted.



**BLUE PAGES/PHONE BOOK SURVEY**  
**Prepared by 211 info**  
**January 19, 2005**

211 *info* surveyed callers who dialed in on our 2-1-1 lines to determine what their experience had been using the telephone book prior to contacting us. This reports the results of that survey.

**BACKGROUND**

The survey was conducted because a petition is before the Oregon Public Utilities Commission requesting a ruling on the "Blue Pages" section of the printed telephone directories in the state. One argument opposing the petition suggests that 2-1-1 will meet the intended need. Anecdotal information gathered from other 2-1-1 providers across the country does not answer this argument conclusively.

211 *info* is the first and currently only provider of 2-1-1 services in Oregon. It has been answering calls on its 2-1-1 lines since May 2004.

It should be noted that the number "2-1-1" does not appear in print in any telephone book yet as a potential resource for callers in need. Therefore, anyone who dials 2-1-1 in this region has learned of the number from another source. This agency has existed for more than 25 years, and most callers still dial our ten-digit number. These callers were not included in the survey.

Our experience suggests that a significant number of callers have looked in the phone book before calling us on that line. Additionally, the information gathered from other providers across the country, both 2-1-1 call centers and generic information and referral centers, suggests that phone books continue to be a resource people use when seeking help.

**RESULTS**

562 callers dialing 2-1-1 in the three-county<sup>1</sup> Portland metropolitan region were queried about their use of the telephone book between December 29, 2004 and January 19, 2005. Respondents were asked, "May I ask, just for our information, if you tried to find help in the phone book before calling us?" or "We're taking a survey about people who use the phone book. May I ask if you tried to find what you needed there?" The question was posed at a time during the interview to insure that it would not send the message to the caller that we don't want to help and thought they *should* have checked there first. For three possible answers, we asked staff to add comments to clarify. These were "Did not ask," "No, other," and "Yes, other." Comments were occasionally also added for some other callers but not all. These additional comments follow the report and provide helpful information.

- 44 callers indicated no phone book was available to them.
- 169 callers said, "No, it's just easier to call you."
- 260 callers said, "No," other (see comments to follow)
- 33 callers said, "Yes, but I couldn't find what I needed."
- 29 callers said, "Yes," other (see comments to follow)
- 27 callers were not asked to participate (see comments to follow)

---

<sup>1</sup> Clackamas County, Multnomah County, and Washington County. It should be noted that currently no residents of Washington County are able to use 2-1-1 as negotiations with the primary telecommunications provider in that area are not yet completed.

*Additional Comments:* These are representative rather than complete. A complete listing of all comments is available upon request.

No phone book available (6 total comments):

- Got mixed up about 411 and 211
- Homeless
- Intended 411 instead of 211
- Just moved
- Caller has a family member who works for a community service
- Needs a large print one

No, it's just easier to call you (19 total comments):

- Referred by someone else - 7
- Caller states it was an urgent matter and calling us would be easier and faster
- Sometimes she looks in directory but today she's in a hurry
- Phone book hard to use
- Resource is listed in Street Roots
- Does not have a phone book where they are at
- Thought finding something as specific as low cost bed would be hard to find in phone book
- Called before

No, other (257 total comments):

- Called 211 before -10
- Caller has eyesight problems and does not have large print phone book
- Caller is blind
- Caller said she just doesn't use the phone book
- Can't use her phone book-needs large print one
- Daughter works at David Douglas school and knew number
- Did not know/doesn't remember - 4
- Didn't know who to call-emergency need
- Does not read English very well.
- Harder to look in phone book for a lot of numbers
- Homeless
- I don't know how to use a phone book
- I wouldn't have known where to look
- Never uses phone book
- Referred by someone else - 217
- Someone told him about it on the MAX
- Static on call (phantom call) - 4

Yes, but I couldn't find what I needed (4 total comments):

- Looked under Family Services
- Qwest pages color coded
- Couldn't find it listed anywhere
- You can't find something if you don't know how to look it up

Yes, other (28 total comments):

- Wouldn't know where to look for what I need
- But I can never find anything in phone book so I call you
- I'm not going there. I'll end up spending three hours looking for something
- Yes but too hard to figure out which place to call
- Can't see
- Found City/County Info Line 823-4000 in Blue Pages and they told me to call you – 2
- Found our number in the phone book – 3
- Not now but earlier in the morning. Couldn't find what I was looking for

- Phone book did not have community pages in it
- She could not see her phone book due to cataracts
- But was referred by her landlord
- Used it to find other places who referred them on to us - 12

Did not ask (26 total comments):

- An agency was just trying out the 211# to see what services we offered
- Caller did not want to give any information
- Regular caller from agency that has a phone list
- Static on call (phantom call)
- Caller hung up directly after receiving resources
- Caller was not able to understand my question
- Mentally confused, incapable
- Wrong number

### *SUMMARY*

The 27 callers who were not asked should be eliminated. This restricts our focus to the 535 callers who did or did not use the book and their reasons or comments.

It should be noted that in addition to the 62 people who did use the phone book at some point during their search, others who were categorized as "No," offered comments suggesting that their past experiences with the phone book have not been helpful to their searches.

### *INTERPRETATION*

The information gathered during this survey should be reviewed along with the anecdotal information gathered from the question posed to other 2-1-1 and information and referral providers in the country. Evidence suggests to us that the community continues to rely on the telephone book when seeking access for information, even when 2-1-1 is in place, but that its experience has not always been positive.

If the Oregon PUC determines that it is appropriate for the printed phone books to provide community resource help pages through the Blue Pages section and/or other sections, we would strongly encourage an established partnership be developed with the local 2-1-1 provider that would keep the information in the book current and reliable, and that would adequately compensate the 2-1-1 provider for that work.

### ADDENDUM

A screen print taken from our contact record showing the possible responses is attached.

The screenshot displays the IRIS 3.0.943 software interface. The main window is titled "Contact Entry Screen - Contact ID# INFO". The interface is divided into several sections:

- Navigator:** A sidebar on the left containing menu items: Contact Options, Add Contact, Edit/Browse Contact, Search Options, Resource Management, Report Options, and Help!
- Open Windows:** A section below the navigator listing: Start-up Messages, Incomplete Calls/Follow Ups, and Contact Entry/Edit Screen.
- Contact Entry Screen:** The main area with tabs for "Caller Data", "Media/Contact by", "Referrals/Needs", "Notes/Follow-up", and "Winter Shelter".
  - How did you hear about us? ~ ~ ~ ~**
    - Spanish speaking caller
    - Media type: [dropdown] Media List: [dropdown]
    - Fed Poverty Level: [dropdown] Other Media Source: [dropdown]
    - Insurance: [dropdown]
    - FS Outreach - Eligible
    - FPP  Financial Assistance Referral  FS Outreach - Not Eligible
    - PRAMS  Summer Food  FS Outreach - Access Problem
  - Who Made the Contact ~ ~ ~ ~**

*If the person who made the contact was not 'Self', fill in this section:*

    - Contact Name: [text box]
    - Position or Relation: [text box]
    - Telephone: [text box] [text box] [button: View Address]
    - Comment: [text box]
  - Dropdown Menu:** A dropdown menu is open, showing the following options:
    - Yes, but couldn't find what I need
    - Yes, other (add comment)
    - No phone book available
    - No, it's just easier to call you
    - No, other (add comment)
    - Did not ask (add comment)
  - Time and Site Information:** Time Began: 08:49:34, Time Now: 08:49:44, Time on Call: 00:00:10, Site ID: INFO
  - Buttons:** Save Incomplete, Save Data, Abandon

Dex/Ex. 5

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**VIA E-MAIL AND U.S. MAIL**

Mr. Michael T. Weirich  
Assistant Attorney General  
Regulated Utility & Business Section  
Oregon Department of Justice  
General Counsel Division  
1162 Court Street, N.E.  
Salem, Oregon 97310

Subject: Proposed Rule Requiring Blue Pages in Telephone Directories  
Docket No. AR 464

Dear Mr. Weirich:

Dex Media, Inc., appreciates this opportunity to comment on jurisdictional issues regarding a rulemaking petition filed by Jim Long in August 2003. Mr. Long requests that the Oregon Public Utility Commission ("OPUC") promulgate a rule requiring "telecommunications utilities" to publish listing information of certain public agencies and private nonprofit entities that provide human services on blue-bordered pages in a particular section of telephone directories ("blue pages"). When I met with you, Phil Nyegaard, and various industry representatives on October 2, 2003, you requested additional discussion on the legal issue of whether OPUC has jurisdiction to require publication of blue pages in telephone directories.

In 1988, you authored an Oregon attorney general's opinion concluding that OPUC has such authority. The 1988 opinion does not describe the type of rule that was contemplated as being within OPUC's jurisdiction. Based on the proposed rule before us today, as well as changes in and clarification of federal law, Dex believes that a different conclusion should be reached on the issue today. The OPUC cannot lawfully exercise jurisdiction to promulgate the rule that Mr. Long is proposing, nor one to similar effect. Dex finds that Mr. Long's proposal is unconstitutional because (1) pursuant to the Supremacy Clause of the U.S. Constitution, the federal Telecommunications Act of 1996, Pub L No. 104-104, 47 USC § 151 et seq (the "1996 Telecommunications Act"), preempts states' authority over the format and content of telephone directories and (2) the contents of telephone directories (other than pure

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lists of numbers alphabetically by subscriber name) are intellectual property protected by the U.S. Constitution, including the prohibition on takings without just compensation under the Fifth and Fourteenth Amendments. Dex also agrees with other arguments raised by Verizon Northwest, Inc., Qwest Communications, and the Oregon Telecommunications Association as to why OPUC does not have such jurisdiction, but will not repeat them for the sake of brevity.

Dex is the second largest privately owned directory publisher in the world. Under a 50-year publishing agreement, Dex serves as the official, exclusive publisher of white- and yellow-page directories for Qwest. Dex publishes the directories in 14 states: Arizona, Colorado, Idaho, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming. Dex also publishes directories for a number of smaller ILECs. Dex is an independent publisher that is neither a telecommunications utility nor an affiliate of such a utility under Oregon law. Our understanding from the meeting with Mr. Long, however, is that he views it to be important that directories published by Dex comply with the proposed rule in order to achieve his policy goals.

### **DISCUSSION**

The OPUC cannot promulgate Mr. Long's proposed rule because it is unconstitutional for the following reasons.

#### **A. Congress Preempted States' Authority Over Telephone Directories in the 1996 Telecommunications Act.**

The Supremacy Clause (Article VI, clause 2 of the U.S. Constitution) provides Congress with the power to preempt state law. The United States Supreme Court has acknowledged that Congress may preempt state power through an express preemption or field preemption (sometimes referred to as complete preemption). See Pac. Gas & Elec. v. Energy Resources Comm'n, 461 US 190, 204, 103 S Ct 1713, 75 L Ed 2d 752, 765 (1983); International Paper Co. v. Ouellette, 479 US 481, 491, 107 S Ct 805, 93 L Ed 2d 883, 896 (1987); Ting v. AT&T, 319 F3d 1126 (9th Cir 2003). Express preemption exists when Congress enacts an explicit statutory command that state law be displaced. See Morales v. Trans World Airlines, Inc., 504 US 374, 382, 112 S Ct 2031, 119 L Ed 2d 157, 166 (1992). Absent explicit preemptive text, courts can still infer preemption based on field preemption or conflict preemption, both requiring an inquiry into congressional intent based on the structure and purpose of the statute. See Sprietsma v. Mercury Marine, 537 US 51, 123 S Ct 518, 154 L Ed 2d 466 (2002); FMC Corp. v. Holliday, 498 US 52, 56-57, 111 S Ct 403, 112 L Ed 2d 356, 363 (1990); Ting, 319 F3d at 1135-36.

Field preemption exists "where the scheme of federal regulation is sufficiently comprehensive to make reasonable the inference that Congress "left no room" for supplementary state regulation." In re Cybernetic Services, Inc., 252 F3d 1039, 1045-46 (9th Cir 2001) (quoting Hillsborough County v. Automated Med. Labs., 471 US 707, 713, 105 S Ct 2371,



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85 L Ed 2d 714, 721 (1985) (quoting Rice v. Santa Fe Elevator Corp., 331 US 218, 230, 67 S Ct 1146, 91 L Ed 1447, 1459 (1947)); see also Ting, 319 F3d at 1136. Even if Congress has not occupied the field, courts may still infer preemption if there is an "actual conflict" between federal and state law, if "compliance with both federal and state regulations is a physical impossibility," or if state law "stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress." Ting, 319 F3d at 1136 (quoting Florida Avocado Growers v. Paul, 373 US 132, 141, 142-43, 83 S Ct 1210, 10 L Ed 2d 248, 256, 257 (1963), Hines v. Davidowitz, 312 US 52, 67-68, 61 S Ct 399, 85 L Ed 581, 587 (1941)).

The 1996 Telecommunications Act took from states significant authority over telecommunications carriers. The Supreme Court has stated that the 1996 Telecommunications Act "fundamentally restructures local telephone markets. States may no longer enforce laws that impede competition, and incumbent LECs are subject to a host of duties intended to facilitate market entry." AT&T Corp. v. Iowa Utilities Bd., 525 US 366, 371, 119 S Ct 721, 142 L Ed 2d 834, 844 (1999). Specifically, the Court acknowledged that Congress has taken from states all matters addressed by the 1996 Telecommunications Act. 525 US at 378 n.6, 142 L Ed 2d at 849 n.6 ("But the question in these cases is not whether the Federal Government has taken the regulation of local telecommunications competition away from the States. With regard to the matters addressed by the 1996 Act, it unquestionably has.").

An essential adjunct to the fundamental restructuring of local telephone markets was ensuring that telephone subscribers of all LECs would have their numbers listed, that the public could have reasonable access to listings, and that both LEC and independent directory publishers could obtain reasonable access to listing information. Moreover, Congress sought to ensure that directory markets would be equally open to competition as local telephone markets. Accordingly, Section 222(e) of the 1996 Telecommunications Act requires a carrier that provides telephone exchange service to "provide subscriber list information gathered in its capacity as a provider of such service on a timely and unbundled basis, under nondiscriminatory and reasonable rates, terms, and conditions, to any person upon request for the purpose of publishing directories in any format." 47 USC § 222(e) (emphasis added). The Federal Communications Commission (the "FCC"), acting pursuant to its authority under the 1996 Telecommunications Act, issued an order in 1999 delineating the format requirement for directories. In the Matters of Implementation of the Telecommunications Act of 1996 (CC Docket No. 96-115), Telecommunications Carriers' Use of Customer Proprietary Network Information and Other Customer Information and Implementation of the Local Competition Provisions of the Telecommunications Act of 1996 (CC Docket No. 96-98), and Provision of Directory Listing Information under the Telecommunications Act of 1934 (CC Docket No. 99-273), FCC No. 99-227 (Aug. 23, 1999) (the "1999 FCC Order").

The Supreme Court has recognized that the FCC has authority to preempt state regulation if that regulation would thwart or impede FCC's lawful authority. Louisiana Public Service Commission v. FCC, 476 US 355, 106 S Ct 1890, 90 L Ed 2d 369 (1986). For example,

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prior to the 1996 Telecommunications Act, the FCC was successful in preempting state CPNI rules that required prior authorization and that are inconsistent with the FCC's own rules because the state rules effectively negated federal policies promoting carrier efficiency and consumer benefits. People of the State of California v. FCC, 39 F3d 919, 933 (9th Cir 1994).

Although the language of Section 222(e) does not constitute an explicit preemption of state law with respect to directory format, Section 222(e) and the 1999 FCC Order clearly establish federal preemption both by "field preemption" and by express provisions. Through Section 222(e), Congress has determined that the publishers and a competitive market, and not the carriers or the state commissions, should dictate the end product of a directory. As the FCC noted, carriers may not restrict a directory publisher's choice of format because "[a]ny such restriction would be inconsistent with the requirement in section 222(e) that carriers make subscriber list information available to directory publishers 'under . . . reasonable . . . terms[] and conditions . . . for the purpose of publishing directories in any format.'" 1999 FCC Order ¶ 61 (footnotes omitted). Furthermore, the FCC noted that "[i]n enacting [Section 222], Congress' goals included preventing unfair LEC practices and encouraging the development of competition in directory publishing." 1999 FCC Order ¶ 3. Thus, state action to regulate the format and content of directories would thwart the goals of Congress and the FCC to allow directory publishers to choose their formats, guided by the dictates of a competitive market.

The federal scheme occupies the field and leaves no room for state regulation of directory formats. Further support for the intent to occupy the field can be found in the FCC's response to the argument of one party that the state commissions should be allowed to enforce Section 222. The FCC soundly rejected this argument. 1999 FCC Order ¶ 121.

Second, express provisions of the 1999 FCC Order would be violated under the proposed rule. Specifically, in promoting competition the FCC gave publishers limited authority to dictate the format of the directory list information that carriers (the equivalent of "telecommunications utilities" under Oregon law) can be required to supply to publishers. The 1999 FCC Order requires a carrier to provide subscriber list information to a directory publisher

"in the format the publisher specifies, if the carrier's internal systems can accommodate that format. If the carrier's systems cannot accommodate the requested format, the carrier must inform the directory publisher of that fact and tell the publisher which formats it can accommodate as well as the date by which it can accommodate the publisher's request in each of these formats. \* \* \* This approach will minimize burdens on both directory publishers and carriers, by allowing each directory publisher to request the format that it is likely to find most useful while making it unnecessary for the carrier to incur substantial costs to reformat subscriber list information for directory publishers. It also will allow directory publishers and carriers to change formats as technology advances." 1999 FCC Order ¶ 109 (emphasis added).

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Not only are directory publishers permitted to choose their preferred format, they are also allowed to request that listing information be "unbundled." In the context of listing information, this means that publishers may request only particular listings. Subject to the limitations of the carrier's internal systems, they may not be required to purchase an entire package of all of the carrier's listing information:

"USTA argues that the unbundling requirement does not obligate carriers to sort or otherwise manipulate listings on demand. \* \* \* [W]e require carriers to unbundle subscriber list information, including updates, on any basis requested by a directory publisher that the carrier's internal systems can accommodate. A carrier whose internal system can accommodate a directory publisher's request for particular listings thus will have to provide only those listings." 1999 FCC Order ¶ 63 (footnotes omitted).

Thus, even assuming, for sake of argument, that OPUC could require the telecommunications utilities to compile listing information with a separate section for human services agencies, the directory publishers could not, under federal law, be required to purchase or publish those listings.

Adopting Mr. Long's proposed rule would stand as an obstacle to Congress's intent "'to provide for a pro-competitive, de-regulatory national policy framework' that would 'accelerate rapidly private sector deployment of advanced telecommunications and information technologies to all Americans.'" 1999 FCC Order ¶ 1. Mr. Long's proposal would frustrate the intent of Congress to allow the market, via publishers, to dictate the end product of the directories. The market drives how the directories are formatted and what information is listed in them. Publishers compile and categorize directories in direct response to market demand in order to increase customer usage. This in turn results in increased sales of advertisements. In fact, blue pages were put into directories because the market demanded them.

**B. A Blue Pages Telephone Directory Is a Copyrighted Work, the Deprivation of Which Is Limited by the Oregon and U.S. Constitutions.**

The 1988 attorney general's opinion did not address intellectual property rights. Perhaps this is because a number of court decisions that clarify the nature and scope of ILECs' intellectual property rights in their directory compilations have issued since 1988. Given the state of the law today, it is clear that the proposed rule would condemn private intellectual property without compensation.

**1. The format of a telephone directory is copyright-protected.**

A telephone directory is intellectual property protected by the federal copyright law if its format comprises an original compilation of facts. BellSouth Advertising & Pub. v. Donnelley Inf. Pub., 933 F2d 952 (11th Cir 1991). The copyright laws protect such intellectual

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property by protecting "original works of authorship fixed in any tangible medium of expression." 17 USC § 102(a). Owners of copyrighted works have exclusive rights and can pursue infringement actions arising from unauthorized uses. 17 USC §§ 106, 501.

In BellSouth, the Eleventh Circuit Court of Appeals held a yellow-page directory to be such an original compilation worthy of copyright protection since it provided a convenient, unique organization of business listings and advertisements. 933 F2d at 957. Acknowledging that facts, such as customer listing information, are not original, the court found a directory publisher's formatting of such information in the yellow pages to be a work of sufficient originality to justify copyright protection. The court specifically found that, by selecting, coordinating, and arranging directory information, the publisher had created an original work that others could not copy without infringing copyright. In BellSouth, the publisher had followed numerous steps to create the yellow-page directory:

- a. Selecting and demarking the geographic boundaries that correspond to the scope of each directory because the boundaries determine in which directory or directories a particular business will be listed;
- b. Selecting a directory close date on which no more listing modifications may be reflected in the pending directory publication;
- c. Creating or selecting numerous business classifications and listing a particular business under the appropriate classification;
- d. Coordinating all the current informational components of a particular business to its address and phone number; and
- e. Arranging these coordinated listings according to various categories since business listings and advertisements must be arranged under the appropriate classification. 933 F2d at 957-58.

As a result of this process, the final product arranged all current business listings and advertisements according to business classification and geographical area. Because of the originality of the final arrangement, the court found yellow pages to be distinguishable from white pages—which the Supreme Court in Feist Pub. v. Rural Tel. Serv., 499 US 340, 111 S Ct 1282, 113 L Ed 2d 358 (1991), has held not to be the subject of copyright—because the format of the white pages "is a simple alphabetical listing of residential names, addresses, and phone numbers." 933 F2d at 958.

Applying the reasoning of BellSouth, a blue-page rule requiring a carrier to gather listing information of certain human and government agencies and compile them in a convenient, unique organization both will force the carrier to create a work original enough to be worthy of protection under the copyright laws and will condemn that property to public use. Specifically,

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Mr. Long's proposed blue-page rule would require carriers to go through the same process as the publisher in BellSouth. That is, the carrier would need to determine the directory's geographic scope that the blue pages would encompass, to pick a closing date on which no more human services agencies could submit listing information, to create classifications of various human services, to coordinate information about the human services agencies with their phone numbers and addresses, and to arrange the coordinated list of human services in various categories.

**2. Copyrighted work is private property, the taking of which by the state government is prohibited without just compensation.**

OPUC, as an Oregon governmental entity, cannot deprive any person of private property without due process and just compensation under the Fifth Amendment of the United States Constitution. State governments are specifically prohibited from making or enforcing any law that deprives any person of life, liberty, or property without due process. US Const Amend XIV, § 1. The Fifth Amendment limitation on takings has been found to apply to state governments under the Fourteenth Amendment. Webb's Fabulous Pharmacies, Inc. v. Beckwith, 449 US 155, 159, 101 S Ct 446, 66 L Ed 2d 358, 363 (1980) (incorporating the Fifth Amendment Compensation Clause into the Fourteenth Amendment). Furthermore, the Oregon Constitution also specifically prohibits the state from taking private property for public use without just compensation. Or Const Art I, § 18.

Although no Oregon courts have addressed the issue, federal courts have found that "[a]n interest in a copyright is a property right protected by the due process and just compensation clauses of the Constitution." Roth v. Pritikin, 710 F2d 934, 939 (2d Cir), cert denied, 464 US 961 (1983) (citing Loretto v. Teleprompter Manhattan CATV Corp., 458 US 419, 102 S Ct 3164, 73 L Ed 2d 868 (1982); Pruneyard Shopping Center v. Robins, 447 US 74, 82 n.6, 100 S Ct 2035, 64 L Ed 2d 741, 753 n.6 (1980)).

A blue-page regulation would also not pass the test for takings, which considers the economic impact of the regulation on the property owner and whether the governmental action advances a legitimate government interest. Nollan v. California Coastal Comm'n, 483 US 825, 832-33, 107 S Ct 3141, 97 L Ed 2d 677, 686-87 (1987). The Supreme Court has found takings when the government action limits the owner's right to exclude others. Kaiser Aetna v. United States, 444 US 164, 100 S Ct 383, 62 L Ed 2d 332 (1979) (federal navigational servitude forcing marina owners and lessees to allow the public free access is a taking that requires just compensation); see also Nollan, 483 US 825, 97 L Ed 2d 677 (a condition to a reconstruction permit requiring a public easement across private property constituted a taking for which compensation was due).

In this case, what OPUC would be demanding of the carrier under a blue-page rule is no different from what the federal government demanded of the marina's owners and lessees under a servitude in Kaiser Aetna or the landowner under the reconstruction permit in Nollan—an inability to exclude the public from accessing private property.

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A blue-page regulation would have a significant economic impact on carriers. They would incur additional costs to implement and manage a blue-page publication program. Also, a blue-page section is a unique feature of a telephone directory that carriers employ to attract users. Increased use of a telephone directory results in an increase in carriers' advertisement revenues. But a blue-page rule would impact carriers' investment-backed expectations because the rule would require every carrier to provide blue pages in every directory and take from carriers a unique feature they have used to help generate revenues.

Finally, OPUC's blue-page rule serves no legitimate public interest that is not already being addressed by the carriers. Currently, carriers are already publishing blue pages in their directories because the market demands it—thus, there is no reason for carriers to stop publishing blue pages. Because an OPUC rule would do nothing to improve upon the status quo, it would not promote any public interest. OPUC's blue-page rule would also interfere with Congress's intent to let the market decide whether blue pages are necessary.

### **CONCLUSION**

For the reasons discussed above, as well as those stated by Verizon Northwest, Inc., Qwest Communications, and the Oregon Telecommunications Association, Dex concludes that OPUC has no authority to require the compilation and publication of blue pages in telephone directories.

Very truly yours,

/s/

Brooks E. Harlow

cc: Mr. Phil Nyegaard  
Mr. Tim Bauer  
Mr. Jim Long (U.S. Mail only)  
Mr. Lawrence Reichman  
Mr. Jim Tiger  
Mr. Chuck Carruthers  
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