

McDowell Rackner & Gibson PC



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September 9, 2014

VIA ELECTRONIC AND U.S. MAIL

PUC Filing Center
Public Utility Commission of Oregon
PO Box 1088
Salem, OR 97308-1088

**Re: CP-144 – Verizon Long Distance LLC and
CP-202 – Verizon Enterprise Solutions LLC**

Attention Filing Center:

On behalf of Verizon Long Distance LLC and Verizon Enterprise Solutions LLC, enclosed for filing in the above-referenced dockets is an original and one copy of the Joint Notice of Customer Transfer and Request for Waiver.

A copy of this filing has been served on all parties to this proceeding as indicated on the enclosed certificate of service.

Very truly yours,

Wendy McIndoo
Office Manager

cc: Service List

1 **BEFORE THE PUBLIC UTILITY COMMISSION**
2 **OF OREGON**

3 **CP-144, CP-202**

4 (VERIZON LONG DISTANCE LLC)

5 In the Matter of

6 BELL ATLANTIC COMMUNICATIONS INC

7 Application for a Certificate of Authority to
8 Provide Telecommunications Services in
9 Oregon and Classification as a Competitive
10 Telecommunications Provider
11 (Verizon Long Distance LLC)

12 and

13 (VERIZON ENTERPRISE SOLUTIONS LLC)

14 In the Matter of

15 NYNEX LONG DISTANCE CO

16 Application For A Certificate Of Authority To
17 Provide Telecommunication Services In
18 Oregon And Classification As A Competitive
19 Telecommunications Provider

20 **JOINT NOTICE OF CUSTOMER**
21 **TRANSFER AND REQUEST FOR**
22 **WAIVER**

23 Verizon Long Distance LLC ("VLD") and Verizon Enterprise Solutions LLC ("VES")
24 (together herein referred to as "Verizon") notify the Commission of the customer transfer
25 described in this notice and request that the ninety-day notice requirement of OAR 860-032-
26 0020 be waived so the customer transfer can take place as scheduled. The customer
transfer, which will be transparent to customers, will be made in conjunction with an internal
reorganization involving the merger between VLD and VES that they intend to complete on
November 15, 2014. Customers will receive at least forty-five days' notice of the transfer.

27 **I. VES AND VLD**

28 VLD and VES are both single-member limited liability companies formed in Delaware.
29 They are affiliates; both are wholly owned subsidiaries of the same single-member, Verizon

1 New York Inc.¹ VLD and VES are today (even before the merger) served by the same officers
2 and directors. Both Applicants provide long-distance and other telecommunications services
3 throughout most of the United States.² This Commission granted certificates of authority to
4 the predecessor of VLD on April 2, 2006 in Order No. 96-091 issued in CP-144 and to the
5 predecessor of VES on September 5, 1996 in Order No. 96-235 issued in CP-202.

6 **II. CONTACT INFORMATION.**

7 The designated contact for both VES and VLD for any correspondence or inquiries
8 regarding this petition is:

9 Lisa Rackner
10 McDowell Rackner & Gibson
11 419 SW 11th Ave
12 Portland OR 97204
13 (503) 595-3925

12 **III. REORGANIZATION AND CUSTOMER NOTICE**

13 Following the planned merger, the surviving entity will be Verizon Long Distance LLC.
14 VLD will remain a wholly owned subsidiary of the same single-member, Verizon New York Inc.
15 No other providers will be affected by this transaction. The internal reorganization will not
16 affect the services available to customers or result in a change of the affected customers'
17 rates, terms, and conditions for their regulated services, except that those customers who
18 were previously served by VES will be served by VLD following the merger.³ Approximately
19 [REDACTED] customers will be transferred as a result of the merger.

20 VES's customers are being sent notices of the planned change in providers with their
21 September bills. The notices will inform VES's customers that they have the right to select

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23 ¹ Verizon New York Inc. is a wholly owned subsidiary of NYNEX LLC, which in turn is wholly owned by
24 the publicly traded parent corporation, Verizon Communications Inc.

25 ² VES currently has no customers in Alaska or Hawaii.

26 ³ In some states, the tariffed rate for certain VLD services will be reduced to match the rate that VES
customers currently pay under its tariffs.

1 any available provider for regional toll and long distance services, and that they may choose
2 to switch to another carrier at any time before or after the merger. A copy of the customer
3 notice is attached as Exhibit A. VES will not assess any carrier change charge or fees on its
4 customers if they choose to change to another carrier before the merger. In October 2014,
5 the Applicants will file a notice with the Federal Communications Commission to indicate the
6 intended transfer of subscribers, pursuant to 47 C.F.R. § 64.1120(e).

7 **IV. REQUEST FOR WAIVER**

8 On August 20, 2014, Commission Staff contacted a Verizon affiliate about an
9 unrelated FCC application concerning the discontinuation of a service and informed the
10 affiliate of the potential applicability of OAR 860-032-0020. Representatives of Verizon and
11 two other affiliates⁴ subsequently asked Staff about requirements that might apply to customer
12 transfers. Staff explained that that OAR 860-032-0020 applies to the transfer of customers in
13 the course of an internal reorganization, and that the rule requires a carrier to provide ninety
14 days' notice of the transfer to the affected customers and to the Commission. Verizon had not
15 previously understood that OAR 860-032-0020(11) would apply to the transfer. After
16 consulting with Staff, Verizon moved quickly to prepare and file this Notice. In addition,
17 Verizon had previously prepared notice of the customer transfer that complies with the FCC's
18 customer transfer rules and OAR 860-032-0020, which it is sending to customers this month.
19 As a result, customers will receive at least forty-five days' notice of the planned merger.

20 The customer transfer will be transparent to customers and will not affect the rates,
21 terms and conditions of their service, so it does not give rise to the same concerns that are
22 implicated when a carrier goes out of business or transfers customers to an unaffiliated
23 company. Because the merger involves two national companies that plan to merge on

24 _____
25 ⁴ Teleconnect Long Distance Services and Systems Company and MCI Communications Services, Inc.
26 d/b/a Verizon Business Services are filing a separate notice and request for waiver concerning their
customer transfer.

1 November 15, 2014, compliance with Oregon's ninety days' notice requirement would delay
2 the merger and impose a significant burden on VES and VLD, particularly given the small
3 number of affected customers in Oregon. Verizon therefore requests that the Commission
4 waive the ninety-day customer notice requirement in OAR 860-032-0020 to permit the
5 customer transfer to take place as scheduled.

6 **V. CONCLUSION**

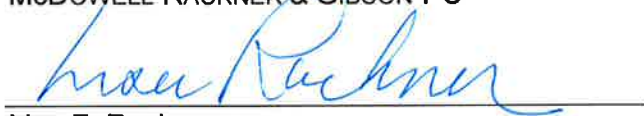
7 Verizon requests that the Commission grant the requested waiver so its merger and
8 customer transfer can take place as planned on November 15, 2014.

9

10 DATED: September 9, 2014.

McDOWELL RACKNER & GIBSON PC

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Lisa F. Rackner

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Attorneys for Verizon

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Exhibit A

Verizon Enterprise Solutions LLC to Merge with Verizon Long Distance LLC

If you currently subscribe to long distance and/or regional calling service provided by Verizon Enterprise Solutions LLC ("VES"), please note that Verizon plans to merge VES into Verizon Long Distance LLC ("VLD") to achieve efficiencies in serving our customers and operating our business.

After this merger, Verizon Long Distance LLC will become your long distance provider. The merger will not interrupt your service or change the rates and terms of the calling plans, features and other services that VES provided to you. VLD will provide you notice of any future changes to the rates, terms and conditions of your services in the same ways VES notified you, including written notice by mail or bill message prior to any rate increases.

We anticipate that the merger will be completed on or about November 15, 2014. Unless you choose to use a different service provider before the closing date, Verizon Long Distance LLC will automatically become your service provider for the services you currently receive from Verizon Enterprise Solutions LLC.

You have the right to select any available provider for regional toll and long distance services if you wish. You may choose to switch to another carrier at any time before or after the merger. Verizon will not assess any carrier change charge or fees on VES customers for their initial change to another carrier. The other carrier may or may not assess a carrier change charge to you. Please check with the other carrier. Please note that if you select a carrier other than VLD, you may no longer qualify for bundle or promotional discounts, credits or prices that required your subscription to VES or VLD services and applied to local telephone or internet services provided by other Verizon companies.

If you have arranged an intrastate, interstate and/or international preferred carrier freeze on one or more of the services affected by the merger, the freeze will not preclude the transition of your service from VES to VLD. Any freezes you had will continue to apply to your account after the transfer.

Upon the closing of the proposed merger, VLD will provide services to you under the same rates, terms and conditions as VES offered prior to the closing and the same Service Agreement will continue to apply. The same Verizon account numbers, customer service centers and contact numbers for service and billing inquiries that were provided to you for VES services will continue to apply when VLD becomes your provider. VLD will be responsible for any questions or complaints that may arise prior to or during the planned transfer.

You may contact Verizon regarding any questions or concerns regarding this notice by calling 1-800-VERIZON (1-800-837-4966). We appreciate your understanding and support during this transition period and look forward to continuing to serve your business in the future.

CERTIFICATE OF SERVICE

I hereby certify that I served a true and correct copy of the foregoing document in Dockets CP-144 and CP-202 on the following named person(s) on the date indicated below by email addressed to said person(s) at his or her last-known address(es) indicated below.

CP-144

Connie Wightman
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2600 Maitland Center Pkwy Ste 300
Maitland, FL 32751-4154
cwightman@tminc.com


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CP-202

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Dated: September 9, 2013


Wendy McIndoo
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