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December 17, 2009

VIA ELECTRONIC MAIL AND FEDERAL EXPRESS

Public Utilities Commission of Oregon
Attention: Filing Center
550 Capitol Street N.E., Suite 215
Salem, OR 97301-2551

Re: UM 1431 -- Joint Application of Verizon Communications Inc. and Frontier Communications Corporation for an Order Declining to Assert Jurisdiction Over, or, in the Alternative, Approving the Indirect Transfer of Control of Verizon Northwest Inc.; Testimony in Support of Stipulation Among Frontier Communications Corporation, Verizon Communications Inc. and Comcast Phone of Oregon, LLC

Dear Filing Center:

Enclosed are the original and five (5) copies of joint Testimony in Support of Stipulation Among Frontier Communications Corporation, Verizon Communications Inc. and Comcast Phone of Oregon, LLC. Also enclosed are the affidavits of Daniel McCarthy, Timothy McCallion, and Robert Munoz.

If you have any questions in regard to this information, please feel free to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Gregory M. Romano".

Gregory M. Romano

GMR:pl

Enclosures

cc: See Certificate of Service

UM 1431
CERTIFICATE OF SERVICE

I hereby certify that I have this day served this document upon all of the following parties, as follows:

Public Utilities Commission of Oregon

Attention: Filing Center
550 Capitol Street N.E., Suite 215
Salem, OR 97301-2551
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DATED: December 17, 2009.



Patti Lane

**BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON**

UM 1431

In the Matter of)
)
VERIZON COMMUNICATIONS INC.,)
and FRONTIER COMMUNICATIONS)
CORPORATION)
)
Joint Application for an Order Declining to)
Assert Jurisdiction, or, in the)
Alternative, to Approve the Indirect)
Transfer of Control of)
VERIZON NORTHWEST INC.)

TESTIMONY IN SUPPORT

OF STIPULATION AMONG

**FRONTIER COMMUNICATIONS CORPORATION, VERIZON COMMUNICATIONS
INC. AND COMCAST PHONE OF OREGON, LLC**

BY THE

PARTIES TO THE STIPULATION

Q. Who is sponsoring this testimony?

A. This testimony is jointly sponsored by: Frontier Communications Corporation (“Frontier”), Verizon Communications Inc. (“Verizon”) (Frontier and Verizon, collectively, the “Applicants”) and Comcast Phone of Oregon, LLC (“Comcast”). In this Joint Testimony, the parties are referred to collectively as “the Parties.”

Q. Please state your names.

A. Our names are: Daniel McCarthy (Frontier), Timothy McCallion (Verizon) and Robert Munoz (Comcast). Mr. McCarthy and Mr. McCallion have each previously filed testimony in this proceeding and our qualifications are set forth in our pre-filed direct testimonies dated July 6, 2009 (McCarthy and McCallion) and direct testimony dated November 2, 2009.

Q. Mr. Munoz, please state your name, employer and business address.

A. My name is Robert Munoz. I am currently a Director of Regulatory Compliance for Comcast Cable Communications. My business address is One Comcast Center, Philadelphia, PA 19103.

Q. Mr. Munoz, what are your responsibilities in that position?

A. My current responsibilities include negotiating interconnection and traffic exchange agreements with carriers within and adjacent to Comcast’s service territory, working with the Company’s business units to interpret and implement those agreements, and represent the Company before state commissions on related interconnection matters.

Q. Mr. Munoz, please describe your education and work experience.

A. I hold a Bachelor of Science Degree in computer science from Bowling Green State University and a Master of Business Administration from Farleigh Dickinson University. I have over 20 years of experience in the telecommunications industry. I began my career with the National Exchange Carrier Association in 1987 working on interstate access charge rate development, tariffs and earnings management. In 1995, I accepted a position with MFS Communications Company where I initially developed the company's access services tariffs. After WorldCom acquired MFS, I was promoted to Director of Regulatory Affairs, and I focused on negotiating interconnection agreements with incumbent carriers and represented the company before state commissions in the formerly U S WEST territory on matters including interconnection, intercarrier compensation and access to unbundled network elements. With the acquisition of MCI, I served as a regulatory and policy representative for the company in the states of California, Nevada, Alaska and Hawaii on telecommunication issues, including access charge reform. In 2005, I accepted the position of Regional Director Regulatory Affairs with Pac-West Telecomm and was responsible for interconnection negotiations, public policy and advocacy in a 15 state region. I started with Comcast in May of 2008.

Q. What is the purpose of your testimony?

A. Our testimony describes and supports the settlement agreement between the Parties dated December 7, 2009 and filed with the Commission on December 8, 2009 ("Comcast Stipulation" or "Agreement"). Our testimony demonstrates why the Comcast Stipulation

satisfies the Parties' interests, will not cause any harm and is consistent with the public interest.

Q. Please briefly describe the history of this proceeding.

A. On May 29, 2009, the Applicants filed the application requesting that the Commission either issue an order disclaiming jurisdiction or, in the alternative, approving the transaction. Comcast filed a petition to intervene on June 12, 2009, and that intervention was granted by order on June 19, 2009. The Parties filed testimony in this docket,¹ and commenced settlement discussions to determine if issues raised in Comcast's testimony filed on November 2, 2009 could be resolved.² On December 7, 2009, the parties finalized and executed the Comcast Stipulation to resolve all issues raised by Comcast in this docket. The Comcast Stipulation resolves all issues in dispute among the Parties in this docket. In particular, the settlement includes two primary components: (i) systems issues and (ii) Frontier's post-closing obligations.

Q. How does the Comcast Stipulation address systems issues?

A. One threshold aspect of the proposed transaction is Verizon's replication of its existing operations support systems ("OSS") (the "Replicated System(s)") and the order testing necessary to ensure that, post-closing, ordering under the Replicated System will operate substantially similar to how it did pre-transaction. In Section I ("OSS Testing") of the

¹ On November 16, 2009, Mr. McCarthy, Mr. David Whitehouse, Ms. Kim Czak and Mr. Wayne Lafferty filed rebuttal testimony on behalf of Frontier. On November 16th, Mr. McCallion and Mr. Stephen Smith also filed reply testimony on behalf of Verizon.

² On November 2, 2009, Mr. William Solis and Mr. Michael D. Pelcovits filed reply testimony on behalf of Comcast.

Comcast Stipulation, the Parties have addressed “Functional Testing of Replicated Systems,” which will occur prior to the closing of the proposed transaction. Frontier and Verizon have agreed that Comcast will be able to conduct order testing on the Replicated System in a testing environment to submit particular types of test orders during a window from February 15, 2010 through March 12, 2010. The Comcast Stipulation also calls for the results from this order testing to be included in a testing report that will be issued prior to use of the Replicated Systems in a production environment to serve customers. Prior to the use of the Replicated Systems in a production environment, the report will need to show that the functional performance of the Replicated Systems is at least equal to the functionality of Verizon’s current systems. The Agreement spells out in detail how the order testing will work, and how Verizon and Comcast will work together to resolve concerns associated with any testing results. The Parties also agreed to work cooperatively in accordance with industry standard practices for the transition of E-911 functionality or databases systems.

Q. Does the Comcast Stipulation address subsequent migration off of the replicated OSS?

A. Yes. The Agreement specifies that Frontier will utilize the Replicated Systems for at least one year post-closing, and will provide Comcast with a transition plan at least 180 days before transitioning from the Replicated Systems to replacement systems. The Agreement requires that any new systems that Frontier may implement to replace the Replicated Systems will be electronically bonded and generally maintain the functionality of the Replicated System. The Agreement also provides for Comcast and Frontier to

work together to develop and implement a test plan to allow Comcast to test subsequent changes to the OSS.

Q. How does the Comcast Stipulation address other post-closing obligations of Frontier?

A. In Section II of the Agreement entitled “Other Frontier Obligations Post-Closing,” Frontier agreed to a number of substantive conditions to apply after the closing of the transaction. The substantive conditions in Section II (conditions “a” through “n”) are consistent with the conditions included in the Joint CLEC Stipulation also filed in this proceeding. Conditions “o” through “q” in Section II vary from the Joint CLEC Stipulation in that they are intended to address procedural issues in four states where Comcast has intervened in the Frontier/Verizon transaction proceeding. These conditions include, *inter alia*, commitments by Frontier to: (i) continue to offer wholesale services and provide certain wholesale reporting, and not recover costs associated with this transaction from wholesale carriers; (ii) honor existing wholesale agreements and not raise rates in such agreements for at least twenty-four months; (iii) allow Comcast to extend its existing interconnection agreements for up to thirty months from the closing date; (iv) not seek to avoid its ILEC obligations under the Communications Act of 1934 (“Act”) by claiming a rural exemption under Sections 251(f)(1) and (2); (v) not seek to reclassify as “non-impaired” any wire centers in Oregon for purposes of Section 251 of the Act for one year post-closing; and (vi) continue various existing, wholesale processes of Verizon, such as the “Change Management Process.” The provisions included in both stipulations provide assurance to the Commission that Comcast’s wholesale customers,

and potentially other similarly situated carriers, will not be harmed as a result of the transaction.

Q. What is Frontier's view of the Comcast Stipulation?

A. With the Agreement, the issues raised by Comcast in this proceeding have been addressed. Frontier will use replicated versions of Verizon's existing wholesale operational support systems and resources, which Frontier will take over as part of the closing of this transaction. Following the transaction, CLEC orders (including those of Comcast) will be processed in the same manner as they are today, using the systems employed by Verizon today and drawing from the experience of current Verizon employees. The wholesale support systems that will be acquired by Frontier from Verizon will have been in full commercial operation for not less than 60 days prior to closing. The Agreement is in the public interest in that it provides specific commitments and conditions associated with the availability of operations support systems utilized by Comcast and other competitive carriers to ensure that the systems that are replicated and transferred to Frontier as part of this transaction are tested and fully functional both before the replicated system are used to provide services and before the proposed transaction closes. In short, as part of the proposed transaction, Frontier and Verizon have undertaken genuine efforts to ensure that the wholesale services provided to CLECs are not disrupted, and that Comcast will continue to place service orders and otherwise interact with Frontier in the same manner as they interact with Verizon today and immediately prior to the close of this transaction. These commitments provide public interest benefits in that the transaction will not close unless Frontier validates and

Verizon delivers OSS that are fully-functional and capable of continuing to accept and provision competitive carrier orders.

Also, with respect to interconnection agreements and arrangements, there will be no adverse impact on Comcast or other competitive carriers. Under the Agreement, Frontier is committed to honor, assume or take assignment of all obligations under Verizon's existing interconnection agreements ("ICAs") and other wholesale commercial arrangements in place in the Oregon service area. Specifically, Frontier has agreed to abide by the rates, terms, conditions, reporting requirements, and operating procedures (including OSS functionality, performance and e-bonding) related to Verizon's wholesale agreements. Frontier is providing wholesale customers with these protections for the unexpired term of existing ICAs or for thirty months from closing, whichever is later. All Verizon wholesale intrastate services in effect at closing will remain available to customers for at least one year after closing. Extensions of these arrangements will further assure an uninterrupted changeover from Verizon to Frontier and provides a balanced and reasonable added assurance to the Commission.

Q. What is Verizon's view of the Comcast Stipulation?

A. Verizon agrees with Frontier that the Agreement is in the public interest, as it resolves the issues presented by Comcast in this docket. In response to concerns expressed by Comcast, Verizon is willing to work with Comcast through the process negotiated in the Agreement to allow test orders to be placed on wholesale systems before they are put in production. Accordingly, Verizon believes the Agreement to be in public interest for

resolving such issues and concerns, and respectfully requests that the Commission approve the Agreement.

Q. What is Comcast's view of the Agreement?

A. With the Agreement, Comcast's concerns regarding the proposed transaction have been addressed. Specifically, the Parties have agreed to important conditions that ensure that the ordering process on the replicated OSS, which will be used by Comcast for the order types specified in the Agreement, is tested before the replicated systems are put into production and that the transaction will not close unless Verizon delivers a replicated OSS that are fully-functional and capable of continuing to accept and provision orders as Verizon's OSS currently does. Also, in the Agreement, Frontier commits to use the Replicated Systems for at least one year after close and to not replace those systems without providing 180 days notice. In addition, Frontier will provide a plan and seek input regarding the "2nd Transition" to its own OSS, if and when such a transition occurs. As a result of the agreed-upon procedures, Comcast believes that there are sufficient controls in place designed to ensure that the replicated OSS operate sufficiently for the Comcast order types before any conversion occurs,

Finally, under the Agreement, Frontier is committed to honor, assume or take assignment of all obligations under Verizon's existing ICA with Comcast. Specifically, Frontier has agreed to abide by the rates, terms, conditions, reporting requirements, and operating procedures (including OSS functionality, performance and e-bonding) related to Verizon's wholesale agreements. Frontier is providing Comcast with these protections for the unexpired term of existing ICAs or for thirty months from closing, if requested.

All Verizon wholesale intrastate services in effect at closing will remain available to customers for at least one year after closing. In addition to providing transparent wholesale services with functionality consistent with Verizon's, Frontier pledges timely resolution of problems consistent at least with Verizon's performance. These wholesale service protections, coupled with Frontier's commitments related to the transition of wholesale OSS and other provisions included in the Agreement provide what Comcast believes are the appropriate assurances that it, as a wholesale customer, will not be harmed as a result of the transaction.

Q. Will the terms of the Comcast Stipulation be available to other carriers in Oregon?

A. Yes. The terms of the Comcast Stipulation will benefit not just Comcast. Because the stipulation involves prospective interconnection obligations governed by Section 251 of the Act, these substantive interconnection terms in the stipulation will be incorporated into an interconnection agreement amendment filed with the Commission and will be governed by the non-discrimination protections of the Act (including section 252(i)).

Q. What do the Parties conclude regarding the Comcast Stipulation?

A. With the Agreement, the Parties acknowledge that the Applicants' application will satisfy the "in the public interest, no harm" standard (described in Order No. 09-169). The Parties request that the Commission issue an order approving the Comcast Stipulation.

Q. Does this conclude the Parties' testimony in support of the Comcast Stipulation?

A. Yes.

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM 1431

In the Matter of)
VERIZON COMMUNICATIONS INC.,) AFFIDAVIT OF
and FRONTIER COMMUNICATIONS) Daniel McCarthy
CORPORATION)
Joint Application for an Order Declining to)
Assert Jurisdiction, or, in the alternative, to)
Approve the Indirect Transfer of Control of)
VERIZON NORTHWEST, INC.)

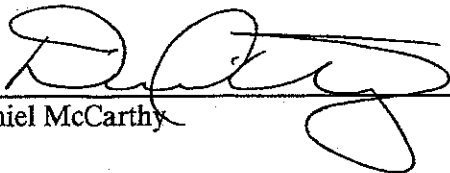
STATE OF CONNECTICUT)

County of Farfield)

I, Daniel McCarthy, being first duly sworn do depose and say:


1. I am the same Daniel McCarthy that submitted prefiled Direct Testimony dated July 6, 2009 and Rebuttal Testimony dated November 16, 2009, on behalf of Frontier Communications Corporation in UM 1431.
2. I have reviewed and prepared the accompanying Testimony in Support of Stipulation and have no changes or corrections to that testimony.
3. If I were called as a witness, my answers to the written questions would be the same and I hereby swear the answers to those questions are true.

Dated this 16 day of December, 2009.



Daniel McCarthy

SUBSCRIBED AND SWORN to before me this 16th day of December, 2009.



NOTARY PUBLIC in and for the State of Connecticut
Residing at Connecticut
My Commission expires: 10/31/11.

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM 1431

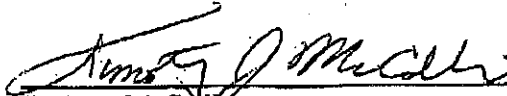
In the Matter of)
 VERIZON COMMUNICATIONS INC.,) AFFIDAVIT OF
 and FRONTIER COMMUNICATIONS) Timothy McCallion
 CORPORATION)
 Joint Application for an Order Declining to)
 Assert Jurisdiction, or, in the alternative, to)
 Approve the Indirect Transfer of Control of)
 VERIZON NORTHWEST INC.)

Washington
 STATE OF CALIFORNIA)
 County of Snohomish)

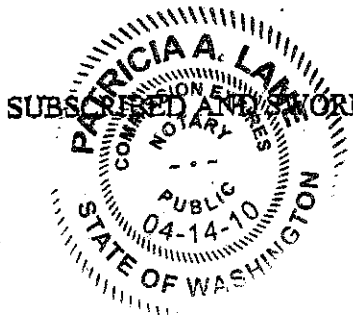
I, Timothy McCallion, being first duly sworn do depose and say:

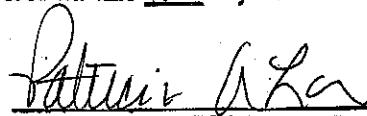
1. I am the same Timothy McCallion that submitted prefiled Direct Testimony dated July 6, 2009 and Reply Testimony dated November 16, 2009, on behalf of Verizon Communications in UM 1431.
2. I have reviewed and prepared the accompanying Testimony in Support of Stipulation and have no changes or corrections to that testimony.
3. If I were called as a witness, my answers to the written questions would be the same and I hereby swear the answers to those questions are true.

Dated this 17th day of December, 2009.


 Timothy McCallion

SUBSCRIBED AND SWORN to before me this 17th day of December, 2009.




 NOTARY PUBLIC in and for the State of ~~California~~ Washington
 Residing at Maple Valley, WA
 My Commission expires: 4-14-10

BEFORE THE PUBLIC UTILITY COMMISSION OF OREGON

UM 1431

In the Matter of)
 VERIZON COMMUNICATIONS INC.,) AFFIDAVIT OF
 and FRONTIER COMMUNICATIONS) Robert Munoz
 CORPORATION)
 Joint Application for an Order Declining to)
 Assert Jurisdiction, or, in the alternative, to)
 Approve the Indirect Transfer of Control of)
 VERIZON NORTHWEST, INC.)


STATE OF PENNSYLVANIA)

County of Philadelphia)

I, Robert Munoz, being first duly sworn do depose and say:


- 7. I am Director of Regulatory Compliance for Comcast Cable Communications, and I prepared this affidavit in that capacity on behalf of Comcast Phone of Oregon, LLC, based on my personal knowledge.
- 8. I have reviewed and prepared the accompanying Testimony in Support of Stipulation and have no changes or corrections to that testimony.
- 9. If I were called as a witness, my answers to the written questions would be the same and I hereby swear the answers to those questions are true.

Dated this 16th day of December, 2009.



 Robert Munoz

SUBSCRIBED AND SWORN to before me this 16th day of December, 2009.



 NOTARY PUBLIC in and for the State of PA
 Residing at One Comcast Center.
 My Commission expires: 12/22/10.

COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Michelle Hannon, Notary Public
 City Of Philadelphia, Philadelphia County
 My Commission Expires Dec. 22, 2010
 Member, Pennsylvania Association of Notaries

