

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



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Application of Rover Holdings US LLC and MCI Communications Services LLC (U 5378 C) for Issuance of a Certificate of Public Convenience and Necessity to Rover Holdings US LLC to Provide Resold Competitive Local Exchange Service and Interexchange Services and Fixed Interconnected Voip Services and for Approval to Transfer Certain Customers from MCI Communications Services LLC to Rover Holdings US LLC

A. _____

**APPLICATION OF ROVER HOLDINGS US LLC AND MCI COMMUNICATIONS
SERVICES LLC (U 5378 C)**

**FOR ISSUANCE OF A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
TO ROVER HOLDINGS US LLC TO PROVIDE RESOLD COMPETITIVE LOCAL
EXCHANGE SERVICE AND INTEREXCHANGE SERVICES AND FIXED
INTERCONNECTED VOIP SERVICES AND FOR APPROVAL TO TRANSFER
CERTAIN CUSTOMERS FROM MCI COMMUNICATIONS SERVICES LLC TO
ROVER HOLDINGS US LLC**

PUBLIC VERSION

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Dated: September 30, 2026

I. INTRODUCTION.

Pursuant to the Sections 851 and 1001 of the Public Utilities Code (“Code”) and Rules 2.1, 2.2, 2.3, and 3.6 of the Rules of Practice and Procedure of the California Public Utilities Commission (“Commission”), Rover Holdings US LLC (“Rover”) and MCI Communications Services LLC (“MCI”) submit this joint application (“Application”) seeking approval of two related requests. First, Rover seeks a Certificate of Public Convenience and Necessity (“CPCN”) to provide resold competitive local exchange service and interexchange service and fixed interconnected VoIP services in California. Second, Rover and MCI request approval for the transfer of the limited enterprise customers in California from MCI MCI to Rover following Rover’s certification.

As further described herein, Verizon Communications Inc. (“Verizon”) and British Telecommunications Limited (“BT”) intend to contribute their respective international enterprise business units to Jasper NewCo Limited (“Jasper NewCo”), a new joint venture that is owned 50 percent each by Verizon and BT, in order to better serve their international enterprise customers’ needs across more countries. Jasper NewCo primarily will provide international enterprise services to multinational business customers. A portion of Verizon enterprise customers to be contributed to Jasper NewCo receive some domestic U.S. services as part of their larger package of global network services currently purchased from Verizon, including intrastate telecommunications services and interconnected VoIP services in California. The joint venture does not impact mass-market customers, residential service, or wireless service provided by Verizon’s affiliates, including the Frontier affiliates that provide regulated wireline telephone service in California.

Rover is a newly formed Delaware limited liability company that will hold the U.S. assets Verizon will contribute to Jasper NewCo. Rover seeks a CPCN so that Verizon’s contributed enterprise customers can continue to seamlessly receive the certificated California services they already receive from a Verizon subsidiary. Accordingly, in connection with the joint venture, Rover and MCI also seek Commission approval for the transfer of the limited customers in California that are associated with Verizon’s international enterprise business from MCI, a

licensed interexchange carrier (“IXC”) in California (U 5378 C) and wholly-owned subsidiary of Verizon, to Rover.¹

Further information regarding Rover’s request for a CPCN, its transfer request, and the joint venture is set forth below. A CPCN Application Form pursuant to Section 1001 of the Code is attached Exhibit 1, including accompanying Appendices A through L.² Some of these Appendices are denoted as “not applicable” if there are no substantive materials to be included in a given Appendix.

II. APPLICANTS AND RELATED ENTITIES.

Only Rover and MCI are Applicants in this proceeding. Rover seeks a CPCN as set forth herein, and both Rover and MCI seek a transfer of customers following the issuance of that CPCN. All other entities are listed here for reference and context, but are not Applicants.

A. MCI Communications Services LLC (“MCI”)

MCI, a Delaware limited liability company headquartered in New Jersey, is a wholly owned subsidiary of Verizon. It provides competitive international and domestic connectivity services, security and managed network solutions, and advanced communications services to enterprise customers. These include, for example, private line services, managed wide area and local area network solutions, ethernet and high-speed data services, MPLS, and voice services. MCI holds a CPCN from the Commission to provide IXC services throughout California.

B. Rover Holdings US LLC (“Rover”)

Rover is a Delaware limited liability company formed for the purpose of effectuating the joint venture, and it is wholly owned by Verizon. It seeks a CPCN to provide resold competitive local exchange service and interexchange service and fixed interconnected VoIP services throughout California. As further described below, Verizon will cause the assets and authorizations that are being contributed to Jasper NewCo to be moved to Rover, including the

¹ Under General Order 96-B, Section 8.6.2 of the Commission’s Telecommunications Industry Rules, Commission approval for the transfer of a CLEC’s or IXC’s assets (including a class of customers) may be requested by advice letter submitted by the proposed transferee. However, if the proposed transferee does not have authority from the Commission, Section 8.6.2 directs the transferee to file an application for a CPCN and request approval of the transfer in the application. Applicants have followed this instruction in bringing this Application.

² BT plans to contribute to the joint venture its wholly owned subsidiary, BT Americas, Inc. (“BT Americas”), which holds a VoIP registration (U 1707 C). A separate application will be filed seeking approval to transfer control of BT America’s VoIP registration to Jasper NewCo.

limited enterprise customers in California that will be transferred from MCI to Rover. As of closing, Rover will become a wholly owned direct subsidiary of Rover Holdings Limited (“Rover Holdings”) and an indirect subsidiary of Jasper NewCo.

C. Verizon Communications Inc. (“Verizon”)

Verizon, a publicly traded Delaware corporation, is a holding company whose operating subsidiaries are among the world’s leading providers of communications, technology, and information products and services to consumers, businesses, government and public sector entities, as well as other carriers. Verizon’s wireline business provides voice, data, and video communications products and services, including broadband, Internet of Things (“IoT”) connectivity solutions, advanced communication services, corporate networking solutions, and security and managed network services. Verizon’s international enterprise wireline arm focuses on serving business and enterprise customers internationally and includes enterprise connectivity services, security and managed network solutions, and advanced communications services.

D. British Telecommunications Limited (“BT”)

BT is a limited company organized in England and Wales and headquartered in London. It is the largest telecommunications provider in the United Kingdom, serving over 30 million consumer and enterprise customers. In the United Kingdom, BT focuses on providing fixed-line, broadband, mobile, and TV services. It also operates as a multinational corporation with an expansive global footprint. BT’s international business focuses on providing secure digital connectivity, cloud networking, and cybersecurity services to large multinational corporations and other enterprise customers.

E. Jasper NewCo Limited (“Jasper NewCo”)

Jasper NewCo is a Bailiwick of Jersey limited company formed for the purposes of effectuating the joint venture. Upon closing, Jasper NewCo will hold a 100 percent of the ownership interests of Rover Holdings, which in turn will own and control the transferred Verizon international enterprise business, including Rover. Each of Verizon and BT will own a 50 percent ownership interest in Jasper NewCo.

II. DESCRIPTION OF THE JOINT VENTURE

On June 28, 2026, BT, Verizon, and Jasper NewCo entered in a Transaction Agreement pursuant to which BT and Verizon will contribute their respective international enterprise units into an equal 50:50 joint venture, with an estimated \$4 billion in annual revenue. Pursuant to the

Transaction Agreement, BT and Verizon have caused the formation of Jasper NewCo, of which each hold 50 percent equity and voting interests, and which will indirectly own and operate the combined international enterprise business.

Verizon's international enterprise business is overwhelmingly located outside of the United States. Verizon is contributing only certain limited U.S. assets that primarily support its international enterprise business and certain enterprise customers whose primary connectivity needs are internationally-based. A portion of the Verizon enterprise customers to be contributed to Jasper NewCo also receive some domestic services in the United States as part of their larger package of global network services currently purchased from Verizon. Verizon is not contributing to the joint venture any of its mass-market customers, residential service, or wireless service; nor is it contributing its domestic-focused enterprise business. The majority of U.S. entities and assets involved in the joint venture are being contributed by BT, as they are part of BT's international enterprise business outside of the United Kingdom.

Verizon and BT have agreed to enter into the joint venture to better focus on their respective core businesses in the United States and United Kingdom. As further discussed below, the joint venture will create a stronger service provider (in the form of Jasper NewCo) for multi-national enterprises that neither company would be able to achieve on its own. In turn, Verizon's wireline and wireless businesses in the United States, particularly mass-market offerings, will benefit from Verizon's renewed concentration and resources.

To effectuate the joint venture, prior to closing, each of Verizon and BT have undertaken, or will undertake, internal restructurings to carve out and consolidate the specific assets, entities, and liabilities to be contributed to the joint venture. Verizon in particular will transfer its relevant assets (including customers), entities (including Rover), and liabilities to Rover Holdings. At closing, Rover Holdings will be transferred to Jasper NewCo, BT and Verizon will make initial capital contributions and closing cash payments (to include a \$625 million payment from Verizon to BT to equalize the value of their respective contributions), and shares in Jasper NewCo will be issued to BT and to Verizon's designated subsidiary (Verizon European Holdings Limited). Ultimately, BT and Verizon will each hold 50 percent ownership interests in Jasper NewCo.³

³ Complete post-closing ownership information for Rover is provided in Appendix G-1.

Upon closing, Jasper NewCo's board will consist of seven directors—two designated by BT, two designated by Verizon, two independent directors, and the Chief Executive Officer.⁴ The parties will also enter into a suite of ancillary agreements to ensure the seamless provision of services to their global enterprise customers. The transaction is subject to domestic and foreign regulatory approvals and clearances and other customary closing conditions. The parties expect to close in 2027.

III. GRANTING THE APPLICATION WILL SERVE THE PUBLIC INTEREST AND WILL NOT RESULT IN ANY HARMS

Issuance of a CPCN to Rover and the related transfer of certain limited MCI enterprise customers in California to Rover will yield substantial public interest benefits and will result in no countervailing harms, thus amply demonstrating that approving the Application serves the public interest.

First, granting the Application will ensure a seamless experience for the existing MCI enterprise customers that will be contributed to Jasper NewCo. The enterprise customers at issue receive a limited scope of competitive intrastate telecommunications services and interconnected VoIP services (*i.e.*, Digital Voice Fixed) in California. Allowing Rover to provide these customers the same package of certificated California services they receive from Verizon today preserves the status quo for the customers without disruption. Absent approval, these customers would face the added complication of having to purchase and integrate services from separate providers for (1) the international and interstate services that are their primary focus and (2) certificated California services.

Second, grant of the Application will allow Verizon to better focus on its domestic business by facilitating Jasper NewCo's plans to serve Verizon's and BT's international enterprise customers in the fiercely competitive international business connectivity marketplace. Verizon's and BT's international enterprise businesses are highly complementary across regions. By combining these complementary assets, the joint venture will create a global enterprise platform that has more scope, scale, and capabilities than either Verizon or BT could achieve

⁴ Martijn Blanken has been appointed Chief Executive Officer-designate of the new joint venture, conditional on the completion of the transaction. Mr. Blanken has almost three decades in senior leadership positions across telecommunications, technology, and digital infrastructure, and experience spanning four continents.

independently. The joint venture will generate cost efficiencies in the international enterprise context, freeing additional resources to support Verizon's domestic operations. Jasper NewCo will be run by a single global organization with its own leadership team dedicated to the unique needs of its multinational enterprise customers, allowing Verizon's leadership team to sharpen its focus on domestic operations, including in California.

Moreover, allowing Rover to offer certificated services in California will increase the value of the package of services Jasper NewCo can offer to potential international enterprise customers. Improving the joint venture's package of offerings, in turn, enhances its competitive pressure on other international connectivity providers to innovate and expand their offerings, benefitting the marketplace and the public.

Finally, granting the Application does not create any public interest harms. Existing MCI customers transferred to the joint venture are and will remain free to select another service provider, including for California certificated services, within the terms of their existing service agreements. None of Verizon's residential, incumbent local exchange carrier, or wireless assets or business will be contributed to the joint venture; and BT also does not provide local exchange, residential, or wireless services in the United States. Further, BT is contributing the bulk of U.S. assets to Jasper NewCo while Verizon is contributing only limited U.S. assets that support its international enterprise business, along with enterprise customers whose primary connectivity needs are international-based. Therefore, granting the Application will not result in any competitive harm.

Nor will granting the Application harm consumers. As discussed above, the joint venture simply does not concern or impact residential or mass-market consumers. Rover does not anticipate offering basic service to residential customers, wireless service, or switched access in California. With respect to enterprise customers that are contributed to the joint venture, their services, terms and conditions, service levels, and pricing under current contracts will not be affected. The parent companies will work closely with customers, who are sophisticated enterprise organizations, to ensure a smooth transition to Jasper NewCo.⁵

⁵ Pursuant to Section 3.1 of the Commission's Telecommunications Industry Rules, notice will be provided to affected customers prior to the transfer. A copy of the customer notice is attached as Exhibit 2.

IV. INFORMATION REQUIRED BY ARTICLE 2 OF THE COMMISSION'S RULES OF PRACTICE AND PROCEDURE

Information required by Article 2 of the Commission's Rules of Practice and Procedure is provided herein and/or in the attached CPCN Application Form and related Appendices.

Specifically:

A. Authority and Description of Authorization Sought (Rule 2.1)

Rover submits this Application pursuant to Section 1001 of the Code seeking a CPCN to provide resold competitive local exchange service and interexchange service and fixed interconnected VoIP services in California. Rover and MCI also seek Commission approval under Section 851 of the Code for the transfer of the limited customers in California that are associated with Verizon's international enterprise business from MCI to Rover.

B. Name, State of Organization, and Address of Applicant (Rule 2.1(a))

Rover and MCI are both Delaware limited liability companies located at One Verizon Way, Basking Ridge, NJ 07920.

C. Correspondence and Communications (Rule 2.1(b))

Correspondence and communications regarding this Application should be addressed to the following:

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Grace A. Amato
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Notices, orders, and other pleadings may be served upon these persons, and such service shall be deemed to be service upon the Applicant.

D. Proposed Categorization and Schedule (Rule 2.1(c))

An application for a CPCN pursuant to Section 1001 is categorized as a rate-setting proceeding, although as noted above, rates that are received by customers will not be affected by the issuance of the CPCN or the joint venture. The Applicant believes that no hearings are required and propose the following schedule:

Application filing date	September 30, 2026
Appearance in Daily Calendar	October 5, 2026
Protest Deadline	November 4, 2026
Reply to Protests	November 16, 2026
Pre-hearing Conference	December 1, 2026
Scoping Memo	December 15, 2026
Proposed Decision	February 2027
Final Decision	March 2027

The Applicant also requests that the Commission act on this Application as promptly as feasible, and the proposed schedule above should provide sufficient time to evaluate the Application and reach a final decision. Prompt action is justified in this case because, as described above: (i) the approval requested will not result in a change rates, terms, or conditions for any California services; (ii) there will be no changes in the manner in which service is provided to customers in California; (iii) grant of the Application will serve the public interest and not result in any harms; (iv) the Application does not present any novel or complex issues as Rover will operate as a non-dominant, competitive provider in California and the joint venture involves the transfer of limited enterprise customers in California that are associated with Verizon's international enterprise business; and (v) receiving approval will facilitate the parties' ability to undertake the necessary business preparations to timely complete the joint venture.

E. Other Information (Rule 2.1(d))

The attached CPCN Application Form and related appendices includes information demonstrating that Rover has the managerial and technical qualifications necessary to provide CLEC and IXC services in California, among other information.

F. Organization and Qualification to Transact Business (Rule 2.2)

A copy of the Applicant's organizing documents and evidence of its qualification to transact business in California is attached at Appendix A. MCI's organizing documents were previously submitted in A.05-04-020 and are incorporated by reference. Additional updates to MCI's organizing documents since A.05-04-020 are also attached in Appendix A.

G. Financial Requirement (Rule 2.3)

Financial statements for Rover and MCI are provided in Exhibit 3 hereto. These data are confidential and subject to a motion to seal filed contemporaneously with this Application.

H. CEQA Compliance (Rule 2.4)

As reflected in this Application and Appendices I and J, the Applicant is not seeking facilities-based authority and thus does not intend to undertake any construction of facilities. Accordingly, the California Environmental Quality Act does not apply.

V. ADDITIONAL INFORMATION REQUIRED BY SECTION 3.6 OF THE COMMISSION'S RULES OF PRACTICE AND PROCEDURE

Information required by Section 3.6 of the Commission's Rules of Practice and Procedure is provided herein and/or in the attached CPCN Application Form and related Appendices. Specifically:

A. Character of Business Performed and the Territory Served (Rule 3.6(a))

The character of business performed, and the relevant territory is described in Sections I and II above. As stated, Jasper NewCo will focus on serving multinational organizations, encompassing customers across more than 180 countries, including the United States.

B. Description of the Transfer (Rules 3.6(b)-(d))

A description of the joint venture, including the reasons for entering into the transaction and why it serves the public interest, is set forth in Sections II and III above. As explained, the joint venture will unlock significant scale efficiencies across the combined global network, create a stronger platform for international growth and accelerate the rollout of next-generation connectivity platforms, and allow Verizon to be better able to focus on its domestic operations.⁶

C. Financial Statements (Rules 3.6(e), (g))

⁶ In addition, the Commission has determined that the anti-slamming statute (Cal. Pub. Util. Code Section 2889.5) "was not specifically written nor intended to impose its rigorous requirement on customer base transfers." D.06-04-058, 2006 Cal. PUC LEXIS 167,*5.

C. Financial Statements (Rules 3.6(e), (g))

As described herein, the transfer of certain enterprise customers in California from MCI to Rover is part of the joint venture, and is not a consolidation or merger proceeding. Financial information demonstrating the Applicants' financial ability is attached in Exhibit 3. The latest financial information for MCI is reflected in Verizon Communication, Inc.'s Securities and Exchange Commission Filing 10-Q for the second quarter of 2026, filed on July 31, 2026.⁷

D. Copy of Agreement (Rule 3.6(f))

A confidential copy of the Transaction Agreement between Verizon and BT is attached as Exhibit 4. The Transaction Agreement contemplates the contribution of Verizon's international enterprise business units to the joint venture. This Agreement is confidential and subject to a motion to seal filed contemporaneously with this Application.

II. CONCLUSION

Applicants respectfully request that the Commission enter a Decision granting this Application, thereby (i) conferring on Rover a CPCN to provide resold competitive local exchange and interexchange services and fixed interconnected VoIP services in California and (ii) authorizing the transfer of certain limited MCI enterprise customers to Rover.

Respectfully submitted this 30th day of September 2026.

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/s/ Patrick M. Rosvall

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⁷ The document is available at the following link:
<https://quotes.quotemedia.com/data/downloadFiling?webmasterId=104600&ref=320231217&type=PDF&formType=10-Q&formDescription=General+form+for+quarterly+reports+under+Section+13+or+15%28d%29&dateFiled=2026-07-31&cik=0000732712> (last accessed September 30, 2026).

Verification

I, Peter Saharko, state that I am Director and Vice President - Regulatory of Rover Holdings US LLC (“Rover”); that I am authorized to make this Verification on behalf of the Rover and MCI Communications Services LLC (“Applicants”); and that the facts stated in the foregoing Application are true and correct to the best of my knowledge, information, and belief.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission’s Rules of Practice and Procedure, that, to the best of my knowledge based upon a reasonable, diligent inquiry, all of the statements and representations made in this Application are true and correct.

Executed on September 30, 2026.

A handwritten signature in dark ink, appearing to be 'PS' or similar initials, written in a cursive style.

Peter Saharko
Director and Vice President – Regulatory
Rover Holdings US LLC

List of Exhibits

- Exhibit 1: CPCN Application Form and Related Appendices
- Appendix A-1: Organizing Documents of Rover Holdings US LLC
 - Appendix A-2: Certificate of Qualification/Registration of Rover Holdings US LLC from the California Secretary of State
 - Appendix A-3: Organizing Documents of MCI Communications Services LLC
 - Appendix A-4: Certificate of Qualification/Registration of MCI Communications Services LLC from the California Secretary of State
 - Appendix B: Evidentiary Hearing Information – Not Applicable
 - Appendix C: Service Territories – Not Applicable
 - Appendix D: Date Applicant Expects to Begin or has Begun Offering Service
 - Appendix E-1: Sworn Affidavit and Exceptions – Verizon Communications, Inc.
 - Appendix E-2: Sworn Affidavit and Exceptions – British Telecommunications Limited
 - Appendix F: List of Regulated Affiliated Entities
 - Appendix G-1: Names, Titles, and Addresses of Officers, Directors, Partners, Agents, and 10 Percent or Greater Direct and Indirect Owners
 - Appendix G-2: Biographical Information of Officers and Directors
 - Appendix H: Applicant Attestation
 - Appendix I: Construction or Extension of Facilities – Not Applicable
 - Appendix J: CEQA Categorical Exemptions – Not Applicable
 - Appendix K: Financial Adequacy
 - Appendix L: Initial Tariff – Not Applicable
- Exhibit 2: Form of Customer Notice
- Exhibit 3: Financial Statements **(Confidential – Submitted Under Seal)**
- Exhibit 4: Transaction Agreement **(Confidential – Submitted Under Seal)**

Exhibit 1
CPCN Application Form and Related Appendices

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

CPCN Application Form Pursuant to Public Utilities Code Section 1001

1. APPLICANT INFORMATION

Applicant Name: Rover Holdings US LLC

Business Address: One Verizon Way, Basking Ridge, NJ 07920

Telephone No.: 908-565-3321

E-mail Address: RoverHoldings@verizon.com

1.a. Principal Place of Business: (if different from address above)

1.b. List all fictitious business names under which Applicant has done business in the last five years:

None.

1.c. Applicant is (check one only)

- | | |
|--|---|
| ☐ Corporation (Inc) | ☐ General Partnership |
| ☐ Limited Partnership (LP) | ☐ Sole Proprietor |
| ☒ Limited Liability Company (LLC) | ☐ Trust |
| ☐ Other, specify: | |

Attach **Appendix A** with the following: 1) a copy of the entity's organizing documents; and (2) a copy of its Certificate of Good Standing Status certified by the California Secretary of State and/or additional evidence of the Applicant's qualification to transact business in California.

1.d. FCC Registration No.: 0038800272

1.e CSOS Entity No.: B20260425171

1.f. Applicant has a foreign ownership interest

- ☐ NO ☒ YES, Foreign entity interest: British Telecommunications Limited

2. APPLICANT REGISTERED AGENT FOR SERVICE OF PROCESS

Agent Name: The Corporation Trust Company

Address: 1209 Orange Street, Wilmington, DE 19801

Telephone No.: n/a

3. APPLICANT LEGAL DOMICILE (check one only)

☐ California ☒ Other, specify: Delaware

4. APPLICANT PROPOSED SCHEDULE OF PROCEEDING (check all that apply)

Ratesetting	DATE(s)	Other Proposed Schedule	DATE(s)
☒ Prehearing Conference	12/01/26	☐	
☒ Scoping Memo	12/15/26	☐	
☐ Testimony (Optional)		☐	
☐ Briefing (Optional)		☐	
☐ Evidentiary Hearing (Optional) (Appendix B)		☐	
☒ Proposed Decision	02/28/27	☐	

If Evidentiary Hearing is selected, attach **Appendix B** describing the issues which require hearing and length of hearing needed.

5. WHAT ISSUES ARE THERE TO BE RESOLVED IN THIS APPLICATION?

(check all that apply)

- ☒ Whether this application meets all state and California Public Utilities Commission (Commission) requirements for a certificate of public convenience and necessity (CPCN), including but not limited to financial, technical, and California Environmental Quality Act (CEQA) requirements.
- ☐ Whether the proposed construction is eligible for the Commission's 21 day expedited process for CEQA review.
- ☐ Consideration of a safety issue. (Provide a description of the issue below.)
- ☐ Consideration of an Environmental and Social Justice (ESJ) issue. (Provide a description explaining the ESJ issue for resolution. Otherwise, Applicant attests that there is no ESJ issue for consideration in this Application.)
- ☒ Other (Provide a description of the issue(s) below.)

Whether the Commission, under Public Utility Code Section 851, should approve the transfer of customers in California that are associated with Verizon's international enterprise business from MCI Communications Services LLC to Rover Holdings US LLC.

6. APPLICANT WILL OPERATE AS (check all that apply)		
☒ Competitive Local Exchange Service Provider	☒ Interexchange (Intra/Inter-LATA) Service Provider	☒ Fixed Interconnected Voice over Internet Protocol (VoIP) Service Provider
6.a. Proposed Facilities ☐ Full Facilities-Based ☐ Limited Facilities-Based ☒ Switchless-Reseller / Non-Facilities-Based	6.b. Proposed Facilities ☐ Full Facilities-Based ☐ Limited Facilities-Based ☒ Switchless-Reseller / Non-Facilities-Based	6.c. Proposed Facilities ☐ Full Facilities-Based ☐ Limited Facilities-Based ☒ Non-Facilities-Based
6.d. Service Territories ☒ Within ALL the service territories of uniform regulatory framework incumbent local exchange carrier ☐ Within ALL the service territories of the small incumbent local exchange carrier ☐ In specific portions of the state only (Appendix C)	6.e. Service Territories ☒ Throughout the state of California. ☐ In specific portions of the state only (Appendix C)	6.f. Service Territories ☒ Within the service territories of uniform regulatory framework incumbent local exchange carriers ☐ Within the service territories of small incumbent local exchange carrier ☐ In specific portions of the state only (Appendix C)
Applicant that <i>only</i> selected non-Facilities-based for Proposed Facilities (Section 6.a, 6.b. and 6.c.) is not required to respond to Section 11 and 12 of the CPCN Application form. If no facilities are proposed, Applicant may be eligible to use the 1013 registration process pursuant to Pub. Util. Code Section 1013. Attach Appendix C to include a list of the specific portion(s) or geographical location(s) of the State, and/or ILEC territory(ies); and a copy of the map(s). Applicant seeking to operate in any Small Incumbent Local Exchange Carriers territories must meet the requirements contained in Appendix A of D.20 08 011.		

7. DATE APPLICANT EXPECTS TO BEGIN OR HAS BEGUN OFFERING SERVICE(S) IN CALIFORNIA (If already operating in California, attach **Appendix D**)

03/01/27

8. APPLICANT WILL PROVIDE THE FOLLOWING SERVICES IN CALIFORNIA
(check all that apply)

- ☒ Provide voice services (traditional wireline and/or Fixed Interconnected VoIP) directly to customers
- ☐ Build facilities which will transmit or facilitate voice services (traditional wireline and/or Interconnected VoIP) through third parties.
- ☒ Other (Describe below other services applicant offers, whether or not they are within Commission's jurisdiction.)

Connectivity services, security and managed network solutions, and advanced communications services to enterprise customers.

9. SWORN AFFIDAVIT

☐ TRUE ☒ NOT TRUE (**Appendix E**)

Neither Applicant, any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of Applicant, or anyone acting in a management capacity for Applicant: (a) held one of these positions with a company that filed for bankruptcy; (b) been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (c) been convicted of a felony; (d) been (to his/her knowledge) the subject of a criminal referral by judge or public agency; (e) had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction; (f) personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of Sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others; (g) been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; and/or (h) entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

Attach **Appendix E** if Applicant's response to this section is anything other than an unqualified "True." Applicant must declare exceptions by attaching documentation and describing any such bankruptcies, findings, judgments, convictions, referrals, denials, suspensions, revocations, limitations, settlements, voluntary payments or any other type of monetary forfeitures.

9.a. List of all affiliated entities (Attach **Appendix F**)

10. APPLICANT HAS THE REQUIRED MANAGERIAL AND TECHNICAL EXPERTISE TO OPERATE AS A SERVICE PROVIDER OF THE TYPE INDICATED IN SECTION 6 OF THIS FORM.

☒ TRUE

Attach **Appendix G** with the following: 1) List of the names, titles, and street addresses of all officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of Applicant, or any person acting in such capacity whether or not formally appointed, and 2) all resumes for each personnel identified listing all employment for each officer, director, partner, agent, or owner (directly or indirectly) of more than 10% of Applicant, or any person acting in such capacity whether or not formally appointed.

10.a. APPLICANT ATTESTATION

☐ TRUE ☒ NOT TRUE (**Appendix H**)

To the best of Applicant's knowledge, neither Applicant, any affiliate, officer, director, partner, nor owner of more than 10% of Applicant, or any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

Attach **Appendix H** if Applicant's response to this section is anything other than an unqualified "True." Applicant must declare exceptions by attaching documentation and describing all such investigations, whether pending, settled voluntarily or resolved in another manner.

11. CONSTRUCTION OR EXTENSION OF FACILITIES FOR LIMITED AND FULL FACILITIES-BASED APPLICANTS ONLY.

☐ YES. Attach **Appendix I** that includes all responses to 11.a. thru 11.j.

11.a. Description of proposed construction activities, documentation attached.

11.b. List of competing entities

11.c. Map showing proposed construction

11.d. Statement of franchises and health and safety permits

11.e. Facts showing public convenience and necessity requiring the proposed construction.

11.f. Statement showing cost of construction.

11.g. Statement showing financial ability to render service.

11.h. Statement showing proposed rates.

11.i. Annual Report Statement.

11.j. Estimated number of customers in the first and fifth years in the future

12. APPLICANT'S PROPOSED FULL FACILITIES ARE LIKELY ELIGIBLE FOR A CATEGORICAL EXEMPTION FROM CEQA AND APPLICANT REQUESTS TO UTILIZE THE ENERGY DIVISION'S 21-DAY EXPEDITED CEQA REVIEW PROCESS.

- ☐ YES. Attach **Appendix J** with list of categorical exemptions and briefly explain the applicability of each exemption to the proposed construction.
- ☐ NO. Attach **Appendix J** with Preliminary Environmental Assessment.

13. FINANCIAL REQUIREMENT

☒ TRUE

Applicant has a minimum of (a) \$25,000 in the case of a switchless reseller/ non facilities based OR (b) \$100,000 in the case of a Facilities-Based (Full and/or Limited), in each case reasonably liquid and available to meet the firm's first year expenses, including an additional \$25,000 for deposits which may be required by local exchange carriers or interexchange carriers; OR (c) has profitable interstate operations to generate the required cash flow.

Attach **Appendix K** containing a financial instrument pursuant to Appendix F of D.24-11-003 that demonstrates the Applicant's financial ability as required above.

14. APPLICANT IS ELIGIBLE AND SEEKS AN EXEMPTION FROM TARIFFING REQUIREMENTS

- ☒ TRUE ☐ NOT TRUE (Attach **Appendix L** with Applicant's Draft Initial Tariff)

15. OTHER LICENSE(S) HELD WITH THE COMMISSION, EITHER CURRENT AND/OR PRIOR

- ☒ NONE
- ☐ CURRENT AND/OR PRIOR, specify:

16. PERFORMANCE BOND REQUIREMENT

☒ TRUE

Applicant attests that, upon approval of its request, it will comply with the California Public Utilities Commission's performance bond requirements in accordance with Decision (D.) 10-09-017, D.11-09-026, D.13-05-035 and D.24-11-003.

I hereby declare under penalty of perjury under the laws of the State of California that the forgoing information, and all attachments, are true, correct, and complete to the best of my knowledge and belief after due inquiry, and that I am authorized to make this application on behalf of the Applicant named above.

Signed



Name Peter Saharko

Title Sr Mgmt Associate General Counsel—Public Policy

Dated 09/30/26

Address One Verizon Way, Basking Ridge, NJ 07920

Telephone 732 853 7470

Email Address peter.saharko@verizon.com

Appendix A-1

Organizing Documents of Rover Holdings US LLC

Delaware

The First State

Page 1

*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ROVER HOLDINGS
US LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF AUGUST,
A.D. 2026, AT 10:04 O`CLOCK A.M.*



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

10739818 8100
SR# 20264120806

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204873502
Date: 08-19-26

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF LIMITED LIABILITY COMPANY

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Rover Holdings US LLC

2. The Registered Office of the limited liability company in the State of Delaware is located at 1209 Orange Street (street), in the City of Wilmington, Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is The Corporation Trust Company

By: Chirag Desai
Authorized Person

Name: Chirag Desai
Print or Type

Appendix A-2

**Certificate of Qualification/Registration of Rover Holdings US LLC from the California
Secretary of State**



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Rover Holdings US LLC
ONE VERIZON WAY
BASKING RIDGE, NJ 07920

Initial Business Filing Approved

September 18, 2026

Entity Name: Rover Holdings US LLC
Entity Type: Limited Liability Company - Out of State
Entity No.: B20260425171
Document Type: Initial Filing
Document No.: B20260425171
File Date: 09/18/2026

Congratulations! The above referenced document has been approved and filed with the California Secretary of State. To access free copies of filed documents, go to bizfileOnline.sos.ca.gov and enter the entity name or entity number in the Search module.

What's Next?

Be sure to review the Welcome Letter for key information and contacts you may need.

Corporations and limited liability companies must file a Statement of Information within 90 days of the initial filing and annually or every other year, thereafter. For additional resources, view Starting A Business Checklist for key steps you may need to take when launching a business in California.

For further assistance, contact us at (916) 657-5448 or visit bizfileOnline.sos.ca.gov.



Thank you for using [bizfile California](http://bizfileOnline.sos.ca.gov), the California Secretary of State's business portal for online filings, searches, business records, and additional resources.



Secretary of State

Certificate of Qualification / Registration

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: Rover Holdings US LLC
Entity No.: B20260425171
Registration Date: 09/18/2026
Filing Type: Limited Liability Company - Out of State
Formed In: DELAWARE

The above referenced entity complied with the requirements of California law in effect on the Registration Date for the purpose of qualifying to transact intrastate business in the State of California, and that as of the Registration Date, said entity became and now is duly registered, qualified and authorized to transact intrastate business in the State of California, subject however, to any licensing requirements otherwise imposed by the laws of this State and that the entity shall transact all intrastate business within California under the Entity Name as set forth above.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of September 18, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 500020916

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies
Entity Name: Rover Holdings US LLC
Formed In: DELAWARE
Entity No.: B20260425171
Entity Type: Limited Liability Company - Out of State

Issuance Date: 09/18/2026
Copies Requested: 1
Receipt No.: 014907651
Certificate No.: 500020815

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B4992-0706	09/18/2026	Initial Filing	2

** **** ***** ***** End of list ***** ***** **** **

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on September 18, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



B20260425171



STATE OF CALIFORNIA
Office of the Secretary of State
REGISTRATION
OUT-OF-STATE LIMITED LIABILITY COMPANY
California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: B20260425171

Date Filed: 9/18/2026

B4992-0706 09/18/2026 7:50 AM Received by California Secretary of State

Limited Liability Company Name	
Limited Liability Company Name	Rover Holdings US LLC
Jurisdiction	
Limited Liability Company is Formed in	DELAWARE
Authority Statement	
This LLC currently has powers and privileges to conduct business in the state, foreign country or other jurisdiction entered above.	
Street Address of Principal Office of LLC	
Principal Address	ONE VERIZON WAY BASKING RIDGE, NJ 07920
Mailing Address of LLC	
Mailing Address	ONE VERIZON WAY BASKING RIDGE, NJ 07920
Attention	
Street Address of California Office of LLC	
Street Address of California Office	None
Agent for Service of Process	
☒ I certify the selected California Registered Corporate Agent (1505) has agreed to serve as the Agent for Service of Process for this entity.	
California Registered Corporate Agent (1505)	C T CORPORATION SYSTEM Registered Corporate 1505 Agent
Consent to Service of Process	
The Secretary of State is appointed as the agent of the foreign (out-of-state) limited liability company for service of process if the agent has resigned and has not been replaced or if the agent cannot be found or served with the exercise of reasonable diligence.	
Consent to service of process extends to service of process directed to the foreign (out-of-state) limited liability company's agent in this state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and properly served search warrant, for records or documents that are in the possession of the foreign (out-of-state) limited liability company and are located inside or outside of this state. This shall apply to a foreign (out-of-state) limited liability company that is a party or a nonparty to the matter for which the search warrant is sought. For purposes of this consent "properly served" means delivered by hand, or in a manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, facsimile, or any other means specified by the foreign (out-of-state) limited liability company, including email or submission via an Internet Web portal, the foreign (out-of-state) limited liability company has designated for the purpose of service of process.	
Electronic Signature	
☒ By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized to sign on behalf of the out-of-state LLC.	
Meryl Friedman	09/18/2026
Signature	Date

Certificate Verification No.: 500020815 Date: 09/18/2026

Appendix A-3

MCI Communications Services LLC Formation Documents

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "MCI COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "MCI COMMUNICATIONS SERVICES, INC." TO "MCI COMMUNICATIONS SERVICES LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JUNE, A.D. 2020, AT 2:05 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JUNE, A.D. 2020 AT 11:59 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

2283958 8100V
SR# 20205823394

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203157556
Date: 06-23-20

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "MCI
COMMUNICATIONS SERVICES LLC" FILED IN THIS OFFICE ON THE
TWENTY-SECOND DAY OF JUNE, A.D. 2020, AT 2:05 O'CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE
OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY
OF JUNE, A.D. 2020 AT 11:59 O'CLOCK P.M.*


Jeffrey W. Bullock, Secretary of State

2283958 8100V
SR# 20205823394

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203157556
Date: 06-23-20

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
MCI COMMUNICATIONS SERVICES, INC.
TO
MCI COMMUNICATIONS SERVICES LLC

This Certificate of Conversion to Limited Liability Company has been duly executed and is being filed by MCI Communications Services, Inc., a Delaware corporation (the "Corporation"), and Christy K. Reyes, Assistant Secretary of the Corporation and as an authorized person, to convert the Corporation to a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act.

1. The name of the Corporation is MCI Communications Services, Inc.
2. The date of filing of the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is January 3, 1992
3. The name of the limited liability company into which the Corporation is being converted is MCI Communications Services LLC.
4. The conversion of the Corporation into a limited liability company has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The conversion of the Corporation to a limited liability company shall become effective as of June 30, 2020 at 11:59 PM.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company on the 22nd day of June, 2020.



Name: Christy K. Reyes
Title: Assistant Secretary and
Authorized Person

CERTIFICATE OF FORMATION

OF

MCI COMMUNICATIONS SERVICES LLC

The undersigned, as an authorized person, in order to form a limited liability company under the provisions of the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.), does hereby certify as follows:

FIRST: The name of the limited liability company formed hereby is:

MCI Communications Services LLC

SECOND: The address of the limited liability company's registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, City of Wilmington, Delaware 19801, and the name of the registered agent is The Corporation Trust Company.

THIRD: The Certificate of Formation shall be effective as of June 30, 2020 at 11:59 PM.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the 22nd day of June, 2020.



Name: Christy K. Reyes
Authorized Person

Appendix A-4

**Certificate of Qualification/Registration of MCI Communications Services LLC from the
California Secretary of State**



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

MCI COMMUNICATIONS SERVICES LLC
ONE VERIZON WAY
BASKING RIDGE, NJ 07920

Business Amendment Filing Approved

March 25, 2026

Entity Name: MCI COMMUNICATIONS SERVICES LLC
Entity Type: Limited Liability Company - Out of State
Entity No.: 202018910694
Document Type: Statement of Information
Document No.: BA20260657856
File Date: 03/24/2026

The above referenced document has been approved and filed with the California Secretary of State. To access free copies of filed documents, go to bizfileOnline.sos.ca.gov and enter the entity name or entity number in the Search module.

What's Next?

The most up to date records may be obtained by searching for the Entity Name or Entity Number in the Search module at bizfileOnline.sos.ca.gov.

For further assistance, contact us at (916) 657-5448 or visit bizfileOnline.sos.ca.gov.



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California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies
Entity Name: MCI COMMUNICATIONS
SERVICES LLC
Formed In: DELAWARE
Entity No.: 202018910694
Entity Type: Limited Liability Company - Out of
State

Issuance Date: 03/24/2026
Copies Requested: 1
Receipt No.: 013235485
Certificate No.: 437617329

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B4529-3807	03/24/2026	Statement of Information	2

** **** ***** ***** End of list ***** ***** **** **

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of the
State of California on March 24, 2026.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



BA20260657856



STATE OF CALIFORNIA
Office of the Secretary of State
STATEMENT OF INFORMATION
LIMITED LIABILITY COMPANY

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: BA20260657856

Date Filed: 3/24/2026

B4529-3807 03/24/2026 10:36 AM Received by California Secretary of State

Entity Details	
Limited Liability Company Name	MCI COMMUNICATIONS SERVICES LLC
Entity No.	202018910694
Formed In	DELAWARE
Street Address of Principal Office of LLC	
Principal Address	ONE VERIZON WAY BASKING RIDGE, NJ 07920
Mailing Address of LLC	
Mailing Address	ONE VERIZON WAY BASKING RIDGE, NJ 07920
Attention	
Street Address of California Office of LLC	
Street Address of California Office	15505 SAND CANYON AVE BLDG C IRVINE, CA 92618
Manager(s) or Member(s)	
Manager or Member Name	Manager or Member Address
☒ MCI International LLC	ONE VERIZON WAY BASKING RIDGE, NJ 07920
Agent for Service of Process	
California Registered Corporate Agent (1505)	C T CORPORATION SYSTEM Registered Corporate 1505 Agent
Type of Business	
Type of Business	Telecommunications Service Provider
Email Notifications	
Opt-in Email Notifications	Yes, I opt-in to receive entity notifications via email.
Chief Executive Officer (CEO)	
CEO Name	CEO Address
☒ Kimberly Mirabella	7701 E TELECOM PKWY TEMPLE TERRACE, FL 33637
Labor Judgment	
No Manager or Member, as further defined by California Corporations Code section 17702.09(a)(8), has an outstanding final judgment issued by the Division of Labor Standards Enforcement or a court of law, for which no appeal is pending, for the violation of any wage order or provision of the Labor Code.	

Certificate Verification No.: 437617329 Date: 03/24/2026

Electronic Signature

☒ By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Paula M. Valdez

Signature

03/24/2026

Date

Appendix B

Evidentiary Hearing Information – Not Applicable (See Application Form)

Appendix C

Service Territories – Not Applicable (See Application Form)

Appendix D

Date Applicant Expects to Begin or has Begun Offering Service

As further explained herein, Rover requests a Certificate of Public Convenience and Necessity (“CPCN”) to facilitate a joint venture between Verizon Communications Inc. and British Telecommunications Limited. Rover will not begin providing service under the requested CPCN until all regulatory approvals and clearances and other customary closing conditions associated with the joint venture have been received or satisfied. The parties expect to close in 2027, and Rover expects to provide service within 60 days of the close.

Appendix E-1

Sworn Affidavit and Exceptions – Verizon Communications, Inc.

Sworn Affidavit

My name is Peter Saharko. I am Director and Vice President - Regulatory of Rover Holdings US LLC (the "Applicant"), and Senior Managing Associate General Counsel, Public Policy of Verizon Communications Inc. ("Verizon"), the ultimate parent of the Applicant. My personal knowledge of the facts stated herein has been derived from my employment with Verizon. Verizon has conducted a reasonable, good faith inquiry to identify items that may be within the scope of the disclosure requirements in CPUC Decision ("D.") 13-05-035. Verizon and its predecessor companies have operated in California for at least decades, and some for more than a century, so it is not feasible to identify every disclosure that may be within the scope of D.13-05-035. Verizon is committed to following the law and ensuring its compliance with regulatory compliance in California. Nevertheless, Verizon is subject to threatened and filed complaints and to compliance, enforcement, or performance reviews by government agencies, some of which may relate to the subjects of these disclosure obligations. Occasionally, adverse findings result from those inquiries, but none are the result of any intentional disregard for the requirements in question. Most are administrative in nature and are addressed through the adoption of remedial measures.

Verizon provides a wide range of services over a broad geographic area, operates numerous facilities, and through its predecessors, has done so in California for many years. Thus, despite strong company policies, procedures, and training programs, Verizon is unable to certify that all instances of noncompliance have been identified and remedied. Verizon is not aware of any noncompliance that is material to the relief requested in the application for which this affidavit is submitted.

Subject to the above clarifications, and except as set forth in the attached Explanation of Exceptions, I hereby affirm that neither the Applicant, any of its affiliates, officers, directors, partners, agents, or owners (directly or indirectly) of more than 10% of the Applicant, nor anyone acting in a management capacity of Applicant:

- held one of these positions with a company that filed for bankruptcy;
- been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others;
- been convicted of a felony;
- been to my knowledge the subject of a criminal referral by judge or public agency;
- had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction;
- personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business &

Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others;

- been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; and/or
- entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

I further affirm that, except as set forth in the attached Explanation of Exceptions, neither the Applicant, any affiliate, officer, director, partner, nor owner of more than 10% of applicant, or any person acting in such capacity whether or not formally appointed, is being or has been investigated by the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge based upon a reasonable, diligent inquiry, all of the statements and representations made in this Affidavit are true and correct.

Dated September 30, 2026.



Peter Saharko
Director and Vice President - Regulatory
Rover Holdings US LLC

Explanation of Exceptions

Verizon's subsidiaries have entered into settlement agreements that included voluntary payments or monetary forfeitures to resolve actions by federal and state regulatory agencies and attorneys general. Verizon's public utility operating subsidiaries in California have been the subject of various complaint proceedings and investigations before this Commission alleging violations of the Public Utilities Code and/or the Commission rules. Decisions in these proceedings, which are known to the Commission, may have resulted in findings of violations, fines or settlements. Likewise, Verizon's operating subsidiaries have been the subject of civil class actions alleging violations of the California Business and Professions Code or related consumer claims (e.g., Consumer Legal Remedies Act) that may have resulted in settlements and monetary payments. Verizon is required to file annual and quarterly reports with the Securities and Exchange Commission. As required by applicable SEC rules, Verizon discloses its material legal proceedings in these reports. This link: <http://www.verizon.com/investor/secfiling.htm> provides the Commission with these filings dating back years.

Based on the diligence performed in connection with the instant application, a list of disclosures that appear to be within the scope of D.13-05-035 is provided herewith. As noted above, this list is not necessarily exhaustive, but it reflects Verizon's best efforts to address the required disclosures.

<u>Verizon Entity</u>	<u>Agency</u>	<u>Action</u>	<u>Decision Citation</u>	<u>Date of Action</u>	<u>Agency Description</u>
1 Frontier Communications Parent, Inc.	FCC	Consent Decree	39 FCC Rcd 13162	12/3/2024	FCC Enforcement Bureau settles with Frontier for \$287,820 to resolve its investigation into whether Frontier submitted inaccurate information as part of the Broadband Data Collection challenge process. Settlement provides \$860,000 in bill credits to Frontier's customers impacted by missed appointments and/or service outages lasting 48 hours or more going back two (2) years for the period January 1, 2023 through December 31, 2024.
2 Southern New England Telephone Company (SNE`CT PURA		Settlement Agreement	24-01-15RE01	11/19/2024	FCC Enforcement Bureau settles with TracFone for \$16M to resolve its investigations into whether TracFone violated CPNI/privacy requirements. In addition to the civil penalty, TracFone agrees to a comprehensive compliance plan to address API and data security vulnerabilities.
3 Tracfone Wireless, Inc.	FCC	Consent Decree	39 FCC Rcd 7380	7/22/2024	FCC Enforcement Bureau settles with Verizon to resolve the Bureau's investigation into Verizon's 911 outage on December 21, 2022. Verizon agrees to pay a \$1,050,000 civil penalty and implement compliance measures.
4 Cellco Partnership d/b/a Verizon Wireless	FCC	Consent Decree	39 FCC Rcd 6588	6/25/2024	FCC fines Verizon Communications over \$46M for failing to reasonably protect its customers' location information.
5 Verizon Communications	FCC	Forfeiture Order	39 FCC Rcd 4259	4/29/2024	FCC Enforcement Bureau settles with TracFone to resolve its investigation for alleged Lifeline and Emergency Broadband Benefit program violations. TracFone agrees to implement a compliance plan, pay a \$17M civil penalty, and pay the FCC's \$6M Notice of Apparent Liability issued to TracFone in 2020.
6 Tracfone Wireless, Inc.	FCC	Consent Decree	38 FCC Rcd 10895	11/29/2023	FCC Enforcement Bureau settles with Frontier for \$24,000 to resolve its investigation into whether Frontier failed to deliver 911 calls through its wireline network in Arizona on June 11, 2022.
7 Frontier Communications Parent, Inc.	FCC	Consent Decree	38 FCC Rcd 6520	7/21/2023	FCC Enforcement Bureau settles with Verizon Wireless for \$950,000 to resolve an investigation into whether the company constructed wireless facilities without complying with the FCC's environmental and historic preservation rules.
8 Cellco Partnership d/b/a Verizon Wireless	FCC	Consent Decree	37 FCC Rcd 15010	12/19/2022	Frontier agrees to pay \$15M to settle allegations that it misrepresented internet speeds and reliability to consumers.
9 Frontier Communications, Inc.	IN AG	Assurance of Voluntary Compliance	n/a	9/2/2022	Agreement to pay \$8,573,570 plus \$250,000 and to enter into certain other commitments to settle allegations that that Frontier did not provide many consumers with Internet service at the speeds it promised them, and charged many of them for more expensive and higher-speed service than Frontier actually provided.
10 Frontier Communications Corp.	FTC/States	Stipulation	FTC v. Frontier Communications Corp., 21-cv-4155 (C.D. Cal.)	5/5/2022	TracFone agrees to pay \$13.4M as part of a civil settlement to resolve allegations that it violated the False Claims Act by signing up more than 175,000 ineligible customers in connection with the FCC Lifeline Program.
11 Tracfone Wireless, Inc.	DOJ	Civil Settlement	United States ex rel. Gordon v. TracFone Wireless, Inc., et al., No. 6:15-cv-1457 (M.D. Fla.)	4/4/2022	FCC Enforcement Bureau settles with Verizon Wireless for \$274,000 to resolve its investigation into a service-wide network outage that resulted in failed calls to 911.
12 Cellco Partnership d/b/a Verizon Wireless	FCC	Consent Decree	36 FCC Rcd 17073	12/17/2021	FCC Enforcement Bureau settles with Cellco Partnership d/b/a Verizon Wireless to resolve an investigation into compliance with wireless 911 vertical location accuracy rules.
13 Cellco Partnership d/b/a Verizon Wireless	FCC	Consent Decree	36 FCC Rcd 9084	6/3/2021	

Note Regarding Bankruptcy

Verizon has not been involved in any bankruptcy or legal proceedings undertaken for the purpose of liquidating, reorganizing, refinancing, or otherwise seeking relief from its debts within the last five years. As a matter of completeness, Verizon notes that Frontier Communications Parent, Inc. ("Frontier"), which was acquired by Verizon on January 20, 2026, and is now a wholly owned subsidiary of Verizon, underwent a financial restructuring under Chapter 11 of the Bankruptcy Code prior to Verizon's acquisition of the company. Specifically, on April 14, 2020, Frontier's predecessor (Frontier Communications Corporation) and its subsidiaries filed voluntary petitions with the Bankruptcy Court for the Southern District of New York to restructure the company. After receiving the necessary regulatory approvals, Frontier emerged from bankruptcy on April 30, 2021 pursuant to and in accordance with a plan of reorganization approved by the bankruptcy court.

Hyperlink Decision or Press Release

- 1 <https://docs.fcc.gov/public/attachments/DA-24-1206A1.pdf>
- 2 https://portal.ct.gov/occ/latest-news/occ-news-and-information/latest-news---2024/frontier-settlement-agreement?language=en_US
- 3 <https://docs.fcc.gov/public/attachments/DA-24-481A1.pdf>
- 4 <https://docs.fcc.gov/public/attachments/DA-24-578A1.pdf>
- 5 <https://docs.fcc.gov/public/attachments/FCC-24-41A1.pdf>
- 6 <https://docs.fcc.gov/public/attachments/DA-23-1078A1.pdf>
- 7 <https://docs.fcc.gov/public/attachments/DA-23-613A1.pdf>
- 8 <https://docs.fcc.gov/public/attachments/DA-22-1339A1.pdf>
- 9 https://events.in.gov/event/attorney_general_todd_rokita_secures_15_million_settlement_with_frontier_communications
- 10 <https://www.ftc.gov/legal-library/browse/cases-proceedings/182-3169-frontier-communications-corporation>
- 11 <https://www.justice.gov/usao-mdfl/pr/tracfone-wireless-pay-134-million-settle-false-claims-relating-fcc-s-lifeline-program>
- 12 <https://docs.fcc.gov/public/attachments/DA-21-1503A1.pdf>
- 13 <https://docs.fcc.gov/public/attachments/DA-21-626A1.pdf>

Appendix E-2

Sworn Affidavit and Exceptions – British Telecommunications Limited

Sworn Affidavit

My name is Edward Heaton. I am General Counsel, Corporate & Governance for British Telecommunications Limited ("BT"). My personal knowledge of the facts stated herein has been derived from my employment with BT.

I affirm the following on behalf of BT, and its affiliates, officers, directors, partners, agents, or owners that at closing will be affiliates, officers, directors, partners, agents of the Applicant **Rover Holdings US LLC**, or owners (directly or indirectly) of more than 10% of the Applicant (hereafter referred to as "Relevant BT Entities").

I affirm that, except as set forth in the attached Explanation of Exceptions, none of the Relevant BT Entities nor anyone acting in a management capacity for these entities has:

- held one of these positions with a company that filed for bankruptcy;
- been personally found liable, or held one of these positions with a company that has been found liable, for fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others;
- been convicted of a felony;
- been to my knowledge the subject of a criminal referral by judge or public agency;
- had a telecommunications license or operating authority denied, suspended, revoked, or limited in any jurisdiction;
- personally entered into a settlement, or held one of these positions with a company that has entered into settlement of criminal or civil claims involving violations of sections 17000 et seq., 17200 et seq., or 17500 et seq. of the California Business & Professions Code, or of any other statute, regulation, or decisional law relating to fraud, dishonesty, failure to disclose, or misrepresentations to consumers or others;
- been found to have violated any statute, law, or rule pertaining to public utilities or other regulated industries; and/or
- entered into any settlement agreements or made any voluntary payments or agreed to any other type of monetary forfeitures in resolution of any action by any regulatory body, agency, or attorney general.

I affirm that, except as set forth in the attached Explanation of Exceptions, neither the BT, any affiliate, officer, director, partner, nor owner of more than 10% of BT, or any person acting in such capacity whether or not formally appointed, is being or has been investigated by

the Federal Communications Commission or any law enforcement or regulatory agency for failure to comply with any law, rule or order.

For purposes of this Affidavit, the affirmations contained herein are limited to the five-year period preceding the date of this submission, which is proportionate and reasonable in light of BT's origins dating back to the mid-1800s.

I affirm and declare under penalty of perjury under the laws of the State of California, including Rule 1.1 of the California Public Utilities Commission's Rules of Practice and Procedure, that, to the best of my knowledge based upon a reasonable, diligent inquiry, all of the statements and representations made in this Affidavit are true and correct.



Edward Heaton
General Counsel, Corporate & Governance
British Telecommunications Limited

BT Explanation of Exceptions

Within the five years preceding this submission, a Relevant BT Entity was the subject of the following decisions:

- (a) In December 2022, the communications regulator in Turkey, ICTA, revoked the Infrastructure Operator Licence, Internet Service Provider Licence and Fixed Telephony Licence held by BT Bilişim, following BT Bilişim's inability to meet reporting obligations (including of customers' sensitive data) and compliance obligations attached to those licences. In connection with the revocation, financial penalties of approximately £350,000 were assessed against BT Bilişim, and BT Bilişim became subject to a three-year prohibition on applying for new telecommunications licences.
- (b) In May 2024, the UK communications regulator, Ofcom, fined British Telecommunications £2.8 million. The penalty concluded an investigation into BT's subsidiaries, EE and Plusnet, for failing to comply with telecom consumer protection laws which required all UK phone and broadband providers to provide consumers and small businesses with a contract summary and clear pre-contract information before they signed up. Ofcom found that EE and Plusnet made over 1.3 million sales without providing these documents.
- (c) In July 2024 Ofcom, the UK's communications regulator, found that BT had breached its legal obligations relating to the resilience and security of the UK's 999 emergency call service in that BT had not put in place sufficiently robust and proportionate measures to prepare for potential security incidents or system failures. This was found to be a breach of both the Communications Act 2003 and the Electronic Communications (Security Measures) Regulations 2022. BT paid a penalty of £17.5 million.
- (d) In March 2025, the UK Competition and Markets Authority (CMA) found that BT Sport, part of BT Group, had broken UK competition law by exchanging commercially sensitive information with other businesses about how much freelance workers should be paid for sports broadcasting and production work. BT Group plc settled the matter with the CMA and paid a financial penalty of £1,738,453.
- (e) Open investigations - Ofcom is investigating (i) whether EE/Plusnet gave incomplete or inaccurate responses to statutory information requests; and (ii) the July 2025 UK mobile-network outage affecting calls including to emergency services.

Appendix F

List of Regulated Affiliated Entities⁸

AirTouch Cellular, Inc. (U 3011 C)
Alltel Corporation (U 3025 C)
Cellco Partnership (U 3001 C)
Citizens Telecommunications Company of California Inc. (U 1024 C)
Fresno MSA Limited Partnership (U 3005 C)
Frontier California Inc. (U 1002 C)
Frontier Communications of the Southwest Inc. (U 1026 C)
Frontier Communications Online and Long Distance Inc. (U 7167 C)
Frontier Communications of America, Inc. (U 1548 C) (U 5429 C)
GTE Mobilnet of California Limited Partnership (U 3002 C)
Los Angeles SMSA Limited Partnership (U 3003 C)
MCI Communications Services LLC (U 5378 C)
MCImetro Access Transmission Services LLC (U 5253 C)
Rural Cellular Corporation (U 3028 C)
Redding MSA Limited Partnership (U 3091 C)
Sacramento-Valley Limited Partnership (U 3004 C)
Verizon Value, Inc. (U 4231 C)
Verizon Long Distance LLC (U 5732 C)
Verizon Select Services, Inc. (U 5494 C)
XO Communications Services, LLC (U 5553 C)
BT Americas, Inc. (U 1707 C)

⁸ Verizon is in the process of cancelling the Wireless ID Registrations of California RSA No. 4 Limited Partnership (U 3038 C) and Visible Service LLC (U 4516 C), which no longer do business in California.

Appendix G-1

Names, Titles, and Addresses of Officers, Directors, Partners, Agents, and 10 Percent or Greater Direct and Indirect Owners

As further explained in this Application, the Applicant's request for a Certificate of Public Convenience and Necessity ("CPCN") is part of a joint venture between Verizon Communications Inc. and British Telecommunications Limited. Rover Holdings US LLC (the "Applicant") is a newly formed Delaware limited liability company that was created to effectuate the joint venture.

The current names and titles of the officers and directors of the Applicant are listed below:

Peter Saharko	Director and Vice President - Regulatory
Daniel Read	Vice President - Taxes
Chirag Desai	Assistant Secretary
Meryl Friedman	Assistant Secretary

The primary corporate address for the officers and directors of the Applicant is: One Verizon Way, Basking Ridge, NJ 07920.

Upon closing of the joint venture, the following entities will hold a 10 percent or greater direct or indirect ownership interest in the Applicant:

Name: Rover Holdings Limited ("Rover Holdings")
Address: Fifth Floor, 37 Esplanade, St Helier, JE1 2TR, Jersey
Ownership: Rover Holdings will hold a 100 percent interest in the Applicant.

Name: Jasper NewCo Limited ("Jasper NewCo")
Address: Fifth Floor, 37 Esplanade, St Helier, JE1 2TR, Jersey
Ownership: Jasper NewCo will hold a 100 percent interest in Rover Holdings.

Name: British Telecommunications Limited ("BT")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Ownership: BT will hold a 50 percent interest in Jasper NewCo.

Name: BT Group Investments Limited ("BTGI")
Address: 1 Braham Street, London E1 8EE, United Kingdom
Ownership: BTGI holds a direct 100 percent interest in BT.

Name: BT Group plc (“BT Group”)
Address: 1 Braham Street, London E1 8EE, United Kingdom
Ownership: BT Group holds a 100 percent interest in BTGI.

Name: Bharti Televentures UK Limited (“Bharti Televentures”)
Address: 53-54 Grosvenor Street, 2nd Floor, London W1K 3HU, United Kingdom
Ownership: Bharti Televentures holds an approximate 24.95-percent interest in BT Group.

Name: Bharti Global Limited (“Bharti Global”)
Address: 1-3-5 Castle Street, St Helier, Jersey, JE2 3BT
Ownership: Bharti Global holds a 100 percent interest in Bharti Televentures.

Name: Bharti Overseas Private Limited (“Bharti Overseas”)
Address: Airtel Center, Plot No. 16, Udyog Vihar, Phase- IV, Gurugram, Palam Road, Gurgaon 122015, Haryana, India
Ownership: Bharti Overseas holds a 100 percent interest in Bharti Global.

Name: T-Mobile Holdings Limited (“DT Holdings”)
Address: The Avebury, 201-249 Avebury Boulevard, Milton Keynes MK9 1AU, United Kingdom
Ownership: DT Holdings holds a 12.06-percent interest in BT Group.

Name: CTA Holding GmbH (“CTAH”)
Address: Voithstrasse 1, 71640 Ludwigsburg, Germany
Ownership: CTAH holds a 100 percent interest in DT Holdings.

Name: Deutsche Telekom AG (“Deutsche Telekom”)
Address: Friedrich-Ebert-Allee 140, 53113 Bonn, Germany
Ownership: Deutsche Telekom holds a 100 percent interest in CTAH and the sole power to direct the voting and disposition of DT Holdings’ shares in BT Group.

Name: Verizon European Holdings Limited (“VEHL”)
Address: Reading International Business Park, Basingstoke Road, Reading, Berkshire RG2 6DA, United Kingdom
Ownership: VEHL will hold a 50 percent interest in Jasper NewCo.

Name: Verizon Business International Holdings B.V. (“VBIH”)
Address: H.J.E. Wenckebachweg 123, Amsterdam 1096 AM, Netherlands
Ownership: VBIH holds a 100 percent interest in VEHL.

Name: Verizon UK Financing Limited (“VUKF”)
Address: Reading International Business Park, Basingstoke Road, Reading, Berkshire RG2 6DA, United Kingdom
Ownership: VUKH holds a 99.8 percent interest in VBIH.

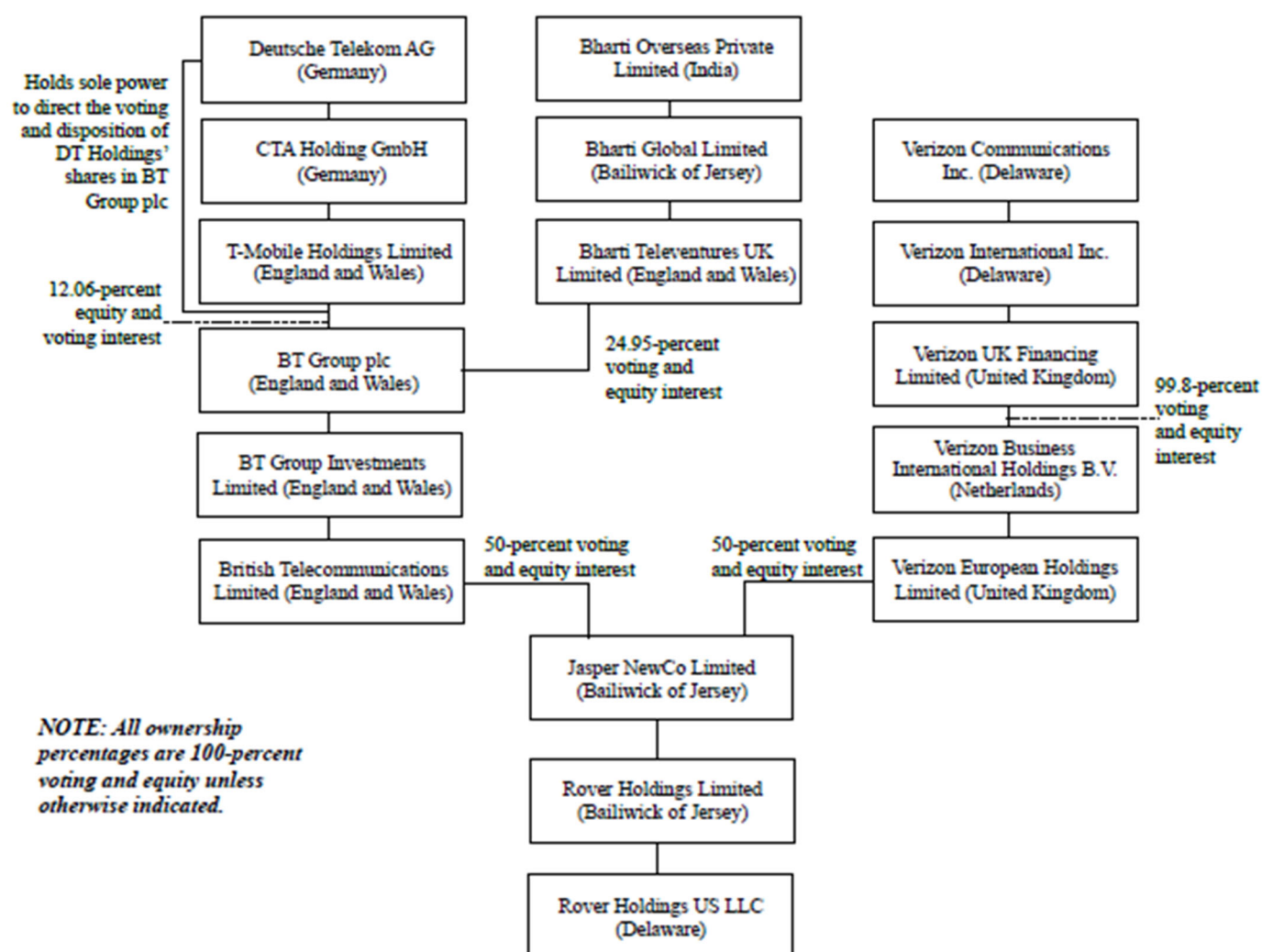
Name: Verizon International Inc. (“VII”)
Address: 899 Heathrow Park Lane, Lake Mary, Florida 32746
Ownership: VII holds a 100 percent interest in VUKF.

Name: Verizon Communications Inc. (“Verizon”)
Address: One Verizon Way, Basking Ridge, New Jersey 07920
Ownership: Verizon holds a 100 percent interest in VII.

BT Group and Verizon are both publicly-traded and widely held companies, and active trading markets make their share ownership fluid. As of the most recent measurable dates, May 20, 2026 for BT Group and July 21, 2026 for Verizon, no other shareholder holds an interest sufficient to give it a 10-percent-or-greater direct or indirect ownership interest in the Applicant upon consummation of the proposed transaction.

The ownership structure of the Applicant following the consummation of the joint venture is illustrated below.

ROVER HOLDINGS US LLC OWNERSHIP



Appendix G-2

Biographical Information of Officers and Directors

Peter Saharko is Senior Managing Associate General Counsel, State & Local Policy and Government Affairs at Verizon. He advises on state and local regulatory and policy matters affecting Verizon's operations, including network deployment, franchising, and consumer-facing activities. Previously, Mr. Saharko served as Assistant Chief of the Competition Policy Division at the Federal Communications Commission, where he focused on telecommunications competition policy, merger reviews, rulemakings, and enforcement matters. He also practiced telecommunications regulatory law at Covington & Burling LLP.

Daniel Read is Senior Managing Associate General Counsel and Assistant Vice President – Tax at Verizon. He has extensive experience in domestic and international tax matters, including almost twenty years in senior tax roles at KPMG LLP, MF Global, Mayer Brown LLP, and Choate, Hall & Stewart LLP. Mr. Read holds an LLM in Taxation from New York University School of Law and a JD, with high honors, from Duke University School of Law.

Chirag Desai is Managing Associate General Counsel, Corporate Governance & Reporting at Verizon. He advises Verizon on corporate governance, SEC reporting, board and committee matters, subsidiary management, and M&A transactions. Previously, Mr. Desai served as Counsel, Corporate & Securities at AMC Networks and practiced at Simpson Thacher & Bartlett LLP, where he advised clients on capital markets and corporate transactions.

Meryl Friedman is Corporate Governance Manager at Verizon, where she is responsible for managing: 1) certain SEC Section 16 filings for officers and directors; and (2) Verizon's legal entities, including filing state applications for qualification, dissolution, merger, and name-change filings. Ms. Friedman has held other litigation-management roles with Verizon since 2003, including Litigation Supervisor, in which she supported Verizon in connection with mediations, arbitrations, depositions. She has also supported Verizon's regulatory teams in connection with compliance matters relating to complaints filed with various Public Utility Commissions, including the California Public Utility Commission.

Appendix H

Applicant Attestation

See Appendix E.

Appendix I

Construction or Extension of Facilities – Not Applicable (See Application Form)

Appendix J

CEQA Categorical Exemptions – Not Applicable

As noted in the Application Form, the Applicant is not seeking facilities-based authority and thus does not intend to undertake any construction of facilities.

Appendix K

Financial Adequacy

As described in the Application, at closing Rover will become a wholly owned subsidiary of Jasper NewCo Limited, the joint venture comprised of the respective international enterprise businesses of Verizon Communications Inc. (“Verizon”) and British Telecommunications Limited (“BT”). Along with the contribution of their international enterprise businesses, Verizon and BT will make initial capital contributions to the joint venture. The joint venture will have an estimated \$4 billion in annual revenue.

Rover has taken steps to initiate an account that will be infused with at least \$25,000 dedicated to Rover’s use in connection with its California operations. Applicants understand that this \$25,000 amount is sufficient under the Commission’s rules because Rover is seeking a purely non-facilities-based authority as to each of its proposed certifications, as shown in Exhibit 1.

Appendix L

Initial Tariff – Not Applicable (See Application Form)

Exhibit 2

Form of Customer Notice

MCI Communications Services LLC
P.O. Box 16801
Newark, NJ 07101

[Mailing Date] (30 days prior to Transfer Date)

[Customer name]
[Customer address]
[City, CA #####-####]

YOUR INTEREXCHANGE TELEPHONE SERVICE WILL BE TRANSFERRED TO ROVER US UNLESS YOU CHOOSE AN ALTERNATIVE INTEREXCHANGE TELEPHONE SERVICE PROVIDER BY [30 days after Mailing Date]

Dear Customer:

This notice is to inform you that – subject to the approval of the California Public Utilities Commission (CPUC) – MCI Communications Services LLC (MCI) will no longer provide your interexchange telephone service beginning on or after [DATE TBD] (“Transfer Date”).⁹ Your interexchange telephone service will be transferred to Rover Holdings US LLC (“Rover US”) on or after the Transfer Date.

What does this mean to MCI customers?

Please rest assured there will be no interruption to your services.

- **Your service will not be disrupted in any way by this change.**
- There will be no change to the rates, terms or conditions of your services or calling plan. However, changes in taxes and fees may apply.
- Your account number will not change.
- Your payment due date and billing cycle dates will not change.
- No action is required by you to continue your service with Rover US.
- You will not incur any charges for the automatic transfer to Rover US.

Is there a change in bill payment?

⁹ Transfer Date is subject to regulatory approval in certain states.

- Your first Rover US invoice will arrive after the Transfer Date.
- Please make all future payments to your account using the remit-to address shown on your new Rover US invoice.

You have the right to select the interexchange provider of your choice. If you do not want your service transferred to Rover US, then you need to take one of the following actions before the Transfer Date:

- **You must select an alternative interexchange telephone service provider and transfer your service to that provider as quickly as possible but no later than the Transfer Date, to avoid the possibility of your interexchange service being transferred to Rover US.** If you wait until on or after the Transfer Date, your choice can only be put into effect after the change to Rover US and will therefore be delayed. You are responsible for payments to your new service provider(s) upon the transfer of service.
- **If you no longer want interexchange telephone service, please contact MCI to disconnect service no later than the Transfer Date.** If you do not disconnect before [the Transfer Date], you will only be able to disconnect your service with Rover US after your service has been transferred to Rover US.

If you do not take either action by the Transfer Date, _____, your interexchange telephone service will be automatically transferred to Rover US.

Other important information

- If MCI is your long distance provider and you have a preferred carrier freeze on these services, the freeze will be removed in order to transition these services from MCI to Rover US. To reestablish a freeze, you must contact your local telephone company after the transfer to order a new freeze.

Please call us at 1-888-MCI-LOCAL (1-888-624-5622) with questions regarding the discontinuance of MCI's telephone service, or refunds for payments or deposits for service, as available.

Sincerely,

**MCI Communications
Rover**

Exhibit 3

Financial Statements

Confidential; redacted entirely

Exhibit 4

Transaction Agreement

Confidential; redacted entirely