

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

In the Matter of the Joint Application of Verizon Communications Inc., Frontier Communications Parent, Inc., Frontier California Inc., Citizens Telecommunications Company of California, Inc., Frontier Communications of the Southwest Inc., Frontier Communications Online and Long Distance Inc., and Frontier Communications of America, Inc. for Approval of the Transfer of Control of Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communication Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C), to Verizon Communications Inc. Pursuant to California Public Utilities Code Section 854.

A.24-10-006  
(filed October 18, 2024)

**[PUBLIC]**

**INTERVENOR TESTIMONY OF DAVID BREVITZ, C.F.A.**

**ON BEHALF OF THE UTILITY REFORM NETWORK**

CONTAINS MATERIAL THAT VERIZON AND FRONTIER EACH IDENTIFY AS

LAWYERS ONLY CONFIDENTIAL

[All Confidential and Confidential Lawyers Only Material Redacted]

May 1, 2025

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1     **I. QUALIFICATIONS AND EXPERIENCE**

2     **Q.1: Please state your name and business address.**

3     A.1: My name is David Brevitz, and my address is Brevitz Consulting Services, 5804 W. 124<sup>th</sup>  
4         St., Overland Park, Kansas 66209.

5     **Q.2: What is your occupation and current employer?**

6     A.2: I am a self-employed Independent Regulatory Consultant.

7     **Q.3: On whose behalf is your testimony offered?**

8     A.3: The Utility Reform Network. TURN advocates for affordable and dependable utility  
9         services before the California Public Utilities Commission and is committed to ensuring  
10        affordable phone and broadband services are available to California residents.

11    **Q.4: Have you previously testified before the Commission?**

12    A.4: Yes. I have testified before the Commission on behalf of TURN regarding the Frontier  
13        Communications purchase of Verizon’s California operations in 2015, and again on  
14        behalf of TURN regarding Frontier’s application for approval of bankruptcy  
15        reorganization in 2020.

16    **Q.5: Have you testified in other jurisdictions regarding this proposed transaction  
17        between Verizon Communications and Frontier Communications?**

18    A.5: Yes. I have filed Direct Testimony, Supplemental Direct Testimony and Surrebuttal  
19        Testimony in Pennsylvania on behalf of the Pennsylvania Office of Consumer Advocate.

20    **Q.6: Please describe your education, professional qualifications, and experience.**

21    A.6: I have worked on numerous milestone events in the telecommunications industry --  
22        beginning with Divestiture of the Bell Operating Companies from AT&T, the Federal  
23        Telecommunications Act of 1996, development of the Internet and broadband access

1 service by incumbent local exchange companies and CATV providers, deployment of  
2 several generations of wireless mobile technology up to the present 5G, development of  
3 “one stop shop” service bundles for consumers, and continued partnerships,  
4 consolidations and acquisitions in the telecommunications industry leading to greater  
5 market concentration.

6 I studied at the Institute of Public Utilities at Michigan State and earned an  
7 undergraduate degree in Justice, Morality and Constitutional Democracy from James  
8 Madison College (a residential college at MSU) and an MBA in Finance (1980). My  
9 work in telecommunications began as an Economist for the Kansas Corporation  
10 Commission, where I later served as Chief Telecommunications Analyst from late 1984  
11 to early 1987. I then served as Director-Regulatory Affairs of Kansas Consolidated  
12 Professional Resources (KCPR) – an organization serving Kansas independent telephone  
13 companies. In February 1994 I began work as an independent consultant in  
14 telecommunications, serving state utility commissions and consumer counsels, as well as  
15 international regulatory bodies. As an independent consultant I have addressed numerous  
16 cases and issues before state regulators including competition and deregulation, substitute  
17 services and intermodal competition, quality of service, bundled services, access charges,  
18 and numerous cases before state regulators addressing the requirements of the  
19 Telecommunications Act of 1996.

20 I analyzed many of the spin off and merger/acquisition and bankruptcy  
21 transactions in the telecommunications industry, beginning with Divestiture of the Bell  
22 Operating Companies from AT&T, and including the Sprint spin-off of Embarq in 2005,  
23 the Alltel spin-off of Windstream in 2006, the Verizon sale of Northern New England

1 operations to FairPoint in 2007 (before the Maine Public Utilities Commission and the  
2 New Hampshire Public Utility Commission, and subsequent bankruptcy proceedings),  
3 the Embarq merger with CenturyLink in 2008, Frontier Communications' acquisition of  
4 Verizon California's operations in 2015, Consolidated Communications acquisition of  
5 FairPoint Communications in 2017, and evaluation of Frontier Communications  
6 corporate reorganization out of bankruptcy before the California Public Utilities  
7 Commission in 2020.

8 I served as an expert witness for The Utility Reform Network (TURN) in its  
9 review of Frontier Communications' purchase of Verizon California's operations in 2015  
10 before the California Public Utilities Commission (CPUC). I provided expert testimony  
11 on Frontier's financial modeling of the proposed acquisition, Frontier's risk profile,  
12 financing of the proposed transaction, and Frontier revenues, competition and growth  
13 prospects. I provided similar services for TURN before the CPUC regarding Frontier's  
14 application for approval of bankruptcy reorganization in 2020.

15 I also provided Performance Audits of the Kansas 911 System to the Kansas  
16 Legislature in 2019 and 2024 which among other things assessed the adequacy of the  
17 collection of 911 fees for the transition to statewide Next Generation 911 capability. As  
18 broadband internet access emerged as "the universal service", replacing voice telephone  
19 service, in 2010 I began assisting public agencies with broadband planning to extend and  
20 expand broadband infrastructure for consumers and businesses. This work included two  
21 statewide broadband plans in the state of Florida and a later review/update, supporting  
22 broadband mapping efforts for the Kansas Department of Commerce, and serving

1 numerous cities and counties and other regional organizations as a subcontractor for  
2 Magellan Advisors.

3 As a result of these assignments, I have current expertise regarding spin-off,  
4 merger/acquisition and bankruptcy reorganization cases, telecommunications markets,  
5 and regulatory issues in telecommunications. Furthermore, my analysis and testimony in  
6 the Frontier/Verizon proceeding before the CPUC in 2015, to address the proposed  
7 Frontier purchase of the Verizon network and customer base, provides me with expertise  
8 directly related to this proposed transaction which seeks to restore former Verizon  
9 properties acquired by Frontier Communications (and more) back to Verizon. A more  
10 detailed description of my background and experience in telecommunications and utility  
11 regulation is provided on Exhibit DB-1.

12 **Q.7: Do you have other professional qualifications?**

13 A.7: Yes. In 1984 I was designated as a Chartered Financial Analyst by the Institute of  
14 Chartered Financial Analysts (“ICFA”), which later became the CFA Institute. The CFA  
15 Institute is a global organization that provides finance education and certification  
16 programs for investment professionals. The CFA Institute has defined and organized the  
17 body of knowledge for financial analysts to include ethical and professional standards,  
18 accounting, statistics and analysis, economics, fixed income securities, equity securities,  
19 and portfolio management.

20 **Q.8: What is the purpose of your testimony?**

21 A.8: I have been asked by TURN to analyze the proposed acquisition of Frontier  
22 Communications Corporation (Frontier) by Verizon Communications (Verizon) under the  
23 California Public Utilities Code Section 854, as laid out in the Assigned Commissioner

1 Scoping Memo and Ruling issued January 13, 2025. In particular, I will address whether  
2 the proposed transaction will provide short-term and long-term economic benefits to  
3 ratepayers, competitive implications of the proposed transaction, whether the proposed  
4 transaction maintains or improves the financial condition of the resulting public utility,  
5 whether the proposed transaction maintains or improves quality of service to ratepayers,  
6 implications of the proposed transaction for both union and nonunion employees, whether  
7 the proposed transaction is beneficial on an overall basis to state and local economies and  
8 the communities in the area served by the resulting public utility, and implications for  
9 Frontier’s carrier of last resort obligations. The Assigned Commissioner Scoping Memo  
10 and Ruling states that the term “ratepayer” in this application is considered “to be  
11 customers of Frontier”<sup>1</sup> thereby not including Verizon Wireless customers in California.  
12 In addition, I will address the adequacy of commitments the Joint Applicants have made  
13 in seeking approval of the Joint Application.<sup>2</sup>

14 **Q.9: It appears that the Scoping Memo finds that “benefits” from the proposed**  
15 **transaction are to be determined or otherwise considered. For example, Issue 2.a. is**  
16 **whether the proposed transaction provides “short-term and long-term economic**  
17 **benefits to ratepayers”. Also, what “public benefits will be realized as a result of the**  
18 **proposed transaction”. What definition of “benefit” do you use in your**

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<sup>1</sup> Assigned Commissioner Scoping Memo and Ruling, Application 24-10-006, dated January 13, 2025, at footnote 1. (“Scoping Memo”).

<sup>2</sup> Joint Application for Approval of the Transfer of Control of Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California Inc. (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U7167 C), and Frontier Communications of America, Inc. (U 5429 C) Pursuant to California Public Utilities Code Section 854, Application 24-10-006, dated October 18, 2025. (“Joint Application”).

1           **consideration of the proposed transaction and the Joint Applicants’ recitation of**  
2           **“benefits”?**

3    A.9: I am not an attorney, and this doesn’t constitute a legal opinion or interpretation. I use  
4           the term “benefit” in the comparative sense where I seek to determine what is better for  
5           ratepayers, what do Frontier’s California ratepayers gain over and above what they are  
6           receiving today from Frontier. To make a comparison like this specific information for  
7           Frontier’s California service areas is required for a) what does Frontier do or provide  
8           today serving California ratepayers, and b) what does Verizon commit to do or provide  
9           over and above that level of operation or performance for the Frontier service areas in  
10          California. The assessment of benefit must be concrete and specific to these service areas  
11          and not generalized corporate aspirations.

## 12    **II. SUMMARY OF CONCLUSIONS AND RECOMMENDATIONS**

13    **Q.10: Please summarize your conclusions and recommendations to the Commission.**

14    A.10: The benefits claimed by Joint Applicants in their testimonies are largely aspirational in  
15          nature. Verizon’s description of benefits is a thin showing, relying on assertions without  
16          California-specific supporting terms. Collecting the individual claimed benefits together  
17          as Verizon has done, from a total-company perspective, does not transform the individual  
18          conclusions of little or no “public benefit” into an overall conclusion that there would be  
19          collectively, on a net basis, substantial affirmative public benefits to support Commission  
20          approval.

21                 Specifically, Verizon has not made a concrete showing of how it will improve and  
22                 extend fiber optic facilities and improve service. Verizon has made little to no showing of  
23                 “public benefits” in California stemming directly from the proposed transaction, that

1 would not have occurred but for the proposed transaction. Verizon has provided little if  
2 any concrete demonstration of better customer service, fewer service outages, or  
3 expanded broadband availability (fiber or Fixed Wireless Access (FWA)) that could  
4 reasonably be expected to result from the transaction for consumers in Frontier  
5 Communications' California service area who do not have access to broadband service  
6 and are experiencing repeat service troubles. Benefit from availability of Verizon's  
7 bundled services and features would accrue only to the Frontier consumers that have fiber  
8 or FWA broadband, not the entire base of Frontier consumers because many Frontier  
9 customers today are not served with modern broadband facilities.

10 To the extent Verizon is suggesting Frontier consumers in California benefit from  
11 availability of Verizon's Fixed Wireless Access, Verizon is doing that today without the  
12 proposed transaction. Whether FWA (which relies on 5G/4G LTE coverage) can and  
13 will extend to and benefit Frontier's large rural customer base has not been demonstrated  
14 by Verizon.

15 Instead, there is risk and uncertainty with the change of control and change of  
16 operating systems from Frontier to Verizon. Whether Frontier consumers will realize  
17 benefits from Verizon's financial strength relative to the counterfactual of how Frontier  
18 would have invested in broadband for Frontier consumers is unknowable, but Frontier did  
19 have financial plans to continue operating without the proposed transaction.

20 Finally, Verizon does not propose any specific, measurable and enforceable  
21 promises or commitments to make concrete its aspirational benefit claims. The value of  
22 concrete, measurable and enforceable commitments was demonstrated in the last Frontier  
23 proceeding when the Commission conditioned its approval of Frontier's emergence from

1 bankruptcy with specific broadband deployment, maintenance and other commitments.  
2 California would not have the broadband deployment it does have in the Frontier  
3 California service areas without the deployment conditions required by the Commission  
4 in that case. The Commission should not approve this proposed transaction without  
5 similar conditions to ensure public benefit from deploying modern broadband facilities to  
6 areas that have been neglected from an investment perspective for a long time.

7 Verizon advances its investment capacity as a substantial public benefit for  
8 Frontier ratepayers in California. But claimed public benefit from Verizon's investment  
9 capacity is hollow without specific, measurable and enforceable commitments to expand  
10 broadband facilities and connections in Frontier's California service areas.

11 Verizon also is rightly proud of its telecommunications networking capacity,  
12 management capacity, and operating practices and tools. But it has not compared those  
13 capacities to those of Frontier who also operates a "cutting edge" fiber network with a  
14 rapid and efficient fiber deployment model, to identify any public benefits that would not  
15 occur but for the transaction to benefit Frontier ratepayers. Verizon is rightly proud of its  
16 services and service bundles. But it has not provided specific, measurable and  
17 enforceable promises and commitments to extend modern broadband facilities to the  
18 large number of Frontier ratepayers in California so that all Frontier service areas – rural  
19 or urban, economically or otherwise disadvantaged or not – can benefit from service  
20 bundles and modern broadband services. Such conditions should be required by the  
21 Commission prior to any approval of the proposed transaction.

1 **III. ORIGINATION OF PROPOSED TRANSACTION**

2 **Q.11: Please provide a high-level description of your understanding of the origination of**  
3 **the proposed transaction.**

4 A.11: According to Frontier Communications’ Preliminary Proxy Statement<sup>3</sup>, in October 2023,  
5 there was a public call from a large shareholder for the company to sell itself to maximize  
6 shareholder value. After this, in December 2023 members of Frontier Management held a  
7 management presentation for representatives of Verizon who were one of three parties  
8 engaged in transaction discussions. These discussions were broken off among all parties  
9 including Verizon in early March 2024. On July 9, 2024, Verizon made an unsolicited  
10 outreach to a member of the Strategic Review Committee to indicate interest in  
11 reengaging with Frontier regarding a potential transaction, while Frontier was still  
12 engaged with “Party E”. On July 24, 2024, the Strategic Review Committee decided to  
13 pursue a sale of the company to “provide superior value to the Company’s stockholders”<sup>4</sup>  
14 relative to joint venture transactions. Verizon’s continued review of due diligence  
15 materials and meetings between and among Frontier management and each company’s  
16 financial and legal advisors culminated in the transaction and Merger Agreement that was  
17 announced on September 4, 2024.

18 Now, the Joint Applicants have brought this proposed transaction before the  
19 California Public Utilities Commission because the subsidiaries of the Joint Applicants  
20 are certificated public utilities in California. Additionally, the Joint Applicants must  
21 obtain regulatory approvals from other state regulators, the Federal Communications

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<sup>3</sup> SEC Schedule 14A, Preliminary Proxy Statement, September 27, 2024, at page 32.  
<https://d18rn0p25nwr6d.cloudfront.net/CIK-0000020520/3491d69e-c62b-410e-ba66-167cb219d633.pdf>

<sup>4</sup> Preliminary Proxy Statement, at page 38.

1 Commission (FCC), and the Department of Justice/Federal Trade Commission under the  
2 requirements of the federal Hart-Scott-Rodino Act (HSR).

#### 3 **IV. THE HART-SCOTT-RODINO PREMERGER NOTIFICATION PROGRAM**

4 **Q.12: Please describe your understanding of the Hart-Scott-Rodino (“HSR”) Premerger**  
5 **Notification Program and the further detailed information regarding the proposed**  
6 **transaction that is provided by each of the Joint Applicant’s HSR filings under that**  
7 **program.**

8 A.12: The Premerger Notification Program became effective in 1978 upon effectiveness of final  
9 rules pursuant to the Hart-Scott-Rodino Antitrust Improvement Act of 1976.<sup>5</sup> “The Hart-  
10 Scott-Rodino Act established the federal premerger notification program, which provides  
11 the FTC and the Department of Justice with information about large mergers and  
12 acquisitions before they occur. The parties to certain proposed transactions must submit  
13 premerger notification to the FTC and DOJ.”<sup>6</sup> Corporate documents are included with the  
14 notification, including studies, surveys, analyses and reports and related emails. Often  
15 these documents are power point presentations prepared by senior management and their  
16 departments, and corporate advisors for the company’s board of directors regarding due  
17 diligence analysis and information, market studies, financing alternatives, and other  
18 studies and presentations consisting of multiple pages and sections. I consider reviewing  
19 these documents and the underlying supporting financial modeling to be *crucial* to a  
20 regulator’s ability to assess financial and public interest components of a proposed  
21 transaction. There is no clearer communication and presentation of the goals and

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<sup>5</sup> <https://www.ftc.gov/sites/default/files/attachments/premerger-introductory-guides/guide1.pdf>

<sup>6</sup> <https://www.ftc.gov/enforcement/premerger-notification-program>

1 rationale for the transaction than these communications between and among senior  
2 management and the board of directors for both Frontier and Verizon. The information  
3 communicated is highly confidential and is the ultimate source of comprehensive and  
4 transparent (internal) communication regarding corporate strategy and the proposed  
5 transaction, in contrast to other explanatory information, which is created for public  
6 utility commission regulatory filings, public disclosure, investor relations and for other  
7 purposes. For these reasons my testimony and analysis will be based in substantial part  
8 on these HSR documents and the financial modeling presented in these documents.<sup>7</sup>

9 **Q.13: Are there constraints on your use of the individual Verizon and Frontier HSR**  
10 **filings in this testimony?**

11 A.13: Yes. The Hart-Scott-Rodino (“HSR”) documents filed by each party to the proposed  
12 transaction are considered to contain confidential information that is not to be disclosed  
13 to the other party at this point in the corresponding federal case. Accordingly, separate  
14 versions of confidential testimony are necessary to accommodate the reference to each  
15 party’s HSR documents and to adhere to applicable federal rules. Verizon may not see  
16 Frontier’s Highly Confidential HSR information, and vice versa.

17 **Q.14: Have Verizon and Frontier separately provided TURN with access to their**  
18 **respective HSR filings?**

19 A.14: Yes. Verizon and Frontier have separately provided their respective HSR filings in  
20 response to TURN 1.3, largely without redaction, subject to Lawyers Only  
21 confidentiality. The HSR documents provided by each of the Joint Applicants to TURN

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<sup>7</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3); Exh. DB-3-FR-CLO (Frontier HRS Confidential Lawyers Only Response to TURN DR 1.3).

1 are an invaluable resource to assess the benefits each company seeks from the proposed  
2 transaction. TURN's review of the HSR documents has also helped TURN understand  
3 the extent to which economic, service quality and other consumer benefits would be  
4 provided to Frontier's customers in California and how that factored into Verizon's and  
5 Frontier's evaluation of the proposed transaction.

6 **Q.15: Will you refer to these HSR documents where relevant to the issues laid out by the**  
7 **Assigned Commissioner in the Scoping Memo at pages 3 and 4?**

8 A.15: Yes. I will reference the HSR documents within my discussions of: whether the  
9 proposed transaction will provide short-term and long-term economic benefits to  
10 ratepayers, competitive implications of the proposed transaction, whether the proposed  
11 transaction maintains or improves the financial condition of the resulting public utility,  
12 whether the proposed transaction maintains or improves quality of service to ratepayers,  
13 implications of the proposed transaction for both union and nonunion employees, whether  
14 the proposed transaction is beneficial on an overall basis to state and local economies and  
15 the communities in the area served by the resulting public utility, and implications for  
16 Frontier's carrier of last resort obligations.

## 17 **V. THE JOINT APPLICANTS AND THE PROPOSED TRANSACTION**

18 **Q.16: Does the proposed transaction in some respects amount to a re-acquisition by**  
19 **Verizon of the local exchange areas it formerly operated?**

20 A.16: Yes, particularly for California. Verizon sold its local exchange operations in 14 states  
21 (not including California) to Frontier in 2010. Verizon later sold its local exchange  
22 operations in California, Texas and Florida to Frontier in 2015. Frontier later sold its  
23 northwest state operations to what became Zipy Fiber. Now after nearly ten years

1 Verizon is reacquiring the local exchange operations it sold to Frontier (minus the  
2 northwest states) as Frontier emerged from bankruptcy with a new corporate strategy to  
3 build fiber as quickly as possible in the new Frontier footprint.

4 **Q.17: What does Frontier tell the investment community in its most recent corporate**  
5 **report regarding its financial and operational progress and achievements since**  
6 **emergence from bankruptcy and what does that mean for California?**

7 A.17: Due to the pending transaction with Verizon, Frontier no longer provides financial  
8 outlooks or hosts quarterly earnings conference calls.<sup>8</sup> However Frontier did present a  
9 “2024 Overview Presentation”<sup>9</sup> in February 2025 that details the company’s progress  
10 since emergence from bankruptcy. The Frontier CEO states on page 3:

11 2024 was the best year of fiber growth in company history. Over the past  
12 four years, we have cemented our position as the largest pure-play fiber  
13 provider in the country, earned industry-leading customer service ratings  
14 and returned the company to sustainable revenue and EBITDA [Earnings  
15 Before Interest, Taxes, Depreciation and Amortization] growth. These  
16 incredible achievements reflect the talent of our entire team. Our legacy  
17 will endure in the fiber network we’ve built together.

18 There are numerous achievements highlighted in this review of 2024, which Frontier  
19 calls “another record year”:

- 20 • Record fiber broadband net additions<sup>10</sup>
- 21 • Cumulative \$597 million in cost savings<sup>11</sup>

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<sup>8</sup> “Frontier to Report First Quarter 2025 Earnings on April 29, 2025”. <https://investor.frontier.com/news/news-details/2025/Frontier-to-Report-First-Quarter-2025-Earnings-on-April-29-2025/default.aspx>

<sup>9</sup> “Frontier 2024 Overview Presentation”, February 2025, [https://s201.q4cdn.com/129601114/files/doc\\_financials/2024/q4/Frontier-2024-Overview-Presentation.pdf](https://s201.q4cdn.com/129601114/files/doc_financials/2024/q4/Frontier-2024-Overview-Presentation.pdf) .

<sup>10</sup> *Id.*, page 5.

<sup>11</sup> *Id.*, page 5 and 21.

- 1 • Record high, industry-leading full-year fiber NPS (net promoter score)<sup>12</sup>,  
2 where high scores indicate customer satisfaction and loyalty, improved to  
3 7x higher than closest cable competitor<sup>13</sup>
- 4 • Revenue growth for first time in more than 15 years<sup>14</sup>
- 5 • Fiber acceleration driving record revenue and adjusted EBITDA growth<sup>15</sup>
- 6 • Used fiber securitization, future source of funding and debt refinancing<sup>16</sup>
- 7 • Eclipsed target base penetration rate of 45%<sup>17</sup>
- 8 • Exceeding gigabit speeds and earning patent awards from Fiber Labs<sup>18</sup>
- 9 • Gaining operational efficiencies<sup>19</sup>

10 These achievements are for Frontier nationwide across all entities. Verizon is acquiring a  
11 successful operation that pared debt through bankruptcy, developed a rapid and efficient  
12 fiber deployment model that provides increasing speeds (up to 7 gigabit) and satisfies  
13 customers, gained substantial cost efficiencies, reaped the rewards of these initiatives and  
14 reversed revenue and earnings trends to significant growth, gained experience using fiber  
15 securitization as a source of funding, and is earning patent awards and recognition for  
16 innovation. Announcement of the proposed transaction made clear “Frontier brings a  
17 complementary cutting-edge fiber network.”<sup>20</sup>

18 This represents the starting point the Commission should consider in determining  
19 whether the proposed transaction provides public benefits to Frontier’s ratepayers in

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<sup>12</sup> *Id.*, page 5 and 7.

<sup>13</sup> *Id.*, page 20. According to New Street Research, “the improvement in Frontier’s NPS over the last twelve months has been astonishing. It has climbed from being the lowest in the group to being double the average, and the gap between Frontier and others is widening.”

<sup>14</sup> *Id.*, page 6.

<sup>15</sup> *Id.*, page 6, 22 and 23. See also, Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_0000257).

<sup>16</sup> “Frontier 2024 Overview Presentation”, February 2025, page 14,  
[https://s201.q4cdn.com/129601114/files/doc\\_financials/2024/q4/Frontier-2024-Overview-Presentation.pdf](https://s201.q4cdn.com/129601114/files/doc_financials/2024/q4/Frontier-2024-Overview-Presentation.pdf) .

<sup>17</sup> *Id.*, page 17.

<sup>18</sup> *Id.*, page 18.

<sup>19</sup> *Id.*, page 21.

<sup>20</sup> Joint Application, page 14.

1 California that would not occur but for the transaction. Indeed, Verizon states it “will  
2 build on Frontier’s post-bankruptcy efforts since April 2021 to deliver better service,  
3 increase value, and offer more choice to current Frontier customers.”<sup>21</sup>

4 **Q.18: Please provide a high-level description of the implications of the proposed**  
5 **transaction.**

6 A.18: Verizon reported \$135 billion in operating revenues in 2024 of which \$102.9 billion (or  
7 76%)<sup>22</sup> were attributable to Verizon Consumer Group. The Verizon Consumer Group:

8 segment provides consumer-focused wireless and wireline  
9 communications services and products. Our wireless services are provided  
10 across one of the most extensive wireless networks in the United States  
11 (U.S.) under the Verizon family of brands and through wholesale and  
12 other arrangements. We also provide fixed wireless access (FWA)  
13 broadband through our fifth-generation (5G) or fourth-generation (4G)  
14 Long-Term Evolution (LTE) networks as an alternative to traditional  
15 landline internet access. Our wireline services are provided in nine states  
16 in the Mid-Atlantic and Northeastern U.S., as well as Washington D.C.,  
17 over our 100% fiber-optic network through our Verizon Fios product  
18 portfolio and over a traditional copper-based network to customers who  
19 are not served by Fios<sup>23</sup>.

20 At the highest level, Verizon seeks to compete across more of the United States with  
21 converged service bundles – wireless and internet access services bundled with other  
22 features including content – also offered by the largest cable companies – Comcast and  
23 Charter. Charter and Comcast both have MVNO agreements with Verizon Wireless and  
24 are successfully bundling their internet and content offerings with MVNO-based<sup>24</sup>

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<sup>21</sup> Joint Application, page 3. (*emphasis added*.)

<sup>22</sup> Verizon SEC Form 10-K Annual Report, 2024, page 4.

<sup>23</sup> *Id.*

<sup>24</sup> “MVNO” is “mobile virtual network operator” meaning that the cable companies (or other entities) do not have their own wireless network but resell the wireless services of other providers such as AT&T Wireless, Verizon Wireless, T-Mobile, or other wireless providers. Footnote 79 to the Aron Opening Testimony quotes Verizon’s Chairman and CEO: “we treat [MVNO customers] as really important large enterprise customers”. “We’re losing less than our fair share to their gains which tells you that for us [MVNO is] a good business.”

1 wireless offerings. Charter and Comcast are the largest cable companies in the U.S., and  
2 each serves a larger geography with internet access service than does Verizon with its  
3 ILEC operations and Fios service. Thus, by acquiring Frontier’s “complementary,  
4 cutting-edge fiber network”, Verizon expands the footprint in which it can bundle its  
5 fiber optic internet access offerings with its wireless services and other features such as  
6 content.<sup>25</sup> This direction is referred to as “convergence” where wireline and wireless  
7 networks are managed and marketed as one. Verizon’s strategy<sup>26</sup> is to **[BEGIN**

8 **VERIZON CONFIDENTIAL LAWYERS ONLY]** [REDACTED]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

12 [REDACTED]

13 [REDACTED]

14 [REDACTED] **[END VERIZON**

15 **CONFIDENTIAL LAWYERS ONLY]** As Verizon puts it in its Opening Testimony,  
16 “Customers who bundle mobility service with fiber home broadband are also the most  
17 loyal, so Verizon benefits from less churn with these customers.”<sup>27</sup>

18 Frontier Communications reported \$5.9 billion in revenue in 2024 of which 57%  
19 is attributable to fiber optic services and 42% is “related to copper products.”<sup>28</sup> After  
20 emergence from bankruptcy in 2021, Frontier has adopted a “fiber first” strategy and

<sup>25</sup> But this combined Verizon/Frontier footprint is still significantly smaller than the Charter or Comcast footprints.

<sup>26</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000677).

<sup>27</sup> Opening Testimony for Verizon Communications Inc., Panel of Tom Nugent, Paul Sullivan and Paul B. Vasington, page 6, line 20.

<sup>28</sup> Frontier Communications SEC Form 10-K Annual Report, 2024, page 2.

1 targeted passing 10 million locations with fiber by 2026. Frontier witness Ellis states that  
2 Frontier is on track to meet this goal.<sup>29</sup> Frontier is the largest independent “pure play”  
3 fiber optic provider<sup>30</sup> available to acquire, thus providing Verizon potentially with the  
4 largest expansion of fiber footprint possible in a single transaction. There are no material  
5 overlaps of Verizon and Frontier incumbent local exchange service areas, with “de  
6 minimis” fiber optic overlaps of perhaps 100 locations.<sup>31</sup>

7 Verizon’s strategic focus is further illustrated in Verizon’s announcement of the  
8 proposed transaction.<sup>32</sup> Verizon intends to expand its converged “mobile + home”  
9 offerings in “22 new states” over this expanded fiber footprint.<sup>33</sup> Verizon sees an  
10 estimated 1 million “joint subscriber opportunity” which also provides a “50% postpaid  
11 mobility churn improvement”.<sup>34</sup> Reduced churn is very financially beneficial to fiber and  
12 wireless providers<sup>35</sup>, which Verizon has quantified: **[BEGIN VERIZON**

13 **CONFIDENTIAL LAWYERS ONLY]** [REDACTED]

14 [REDACTED]

15 [REDACTED] **[END VERIZON CONFIDENTIAL LAWYERS ONLY]**

<sup>29</sup> Testimony of Allison M. Ellis on behalf of Frontier Communications, January 24, 2025, page 9, line 9.

<sup>30</sup> Frontier 2024 Overview Presentation, February 2025, page 24.  
[https://s201.q4cdn.com/129601114/files/doc\\_financials/2024/q4/Frontier-2024-Overview-Presentation.pdf](https://s201.q4cdn.com/129601114/files/doc_financials/2024/q4/Frontier-2024-Overview-Presentation.pdf)

<sup>31</sup> In the Matter of Frontier Communications Parent, Inc. Transferor and Verizon Communications Inc., Transferee, Joint Application for Consent to Transfer Control of Domestic and International Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended; Before the Federal Communications Commission, dated October 11, 2024, at page 9, footnote 9.

<sup>32</sup> “Verizon to acquire Frontier: Expands fiber network to accelerate offering of premium broadband and mobility services to more customers nationwide”, September 5, 2024, at page 5. (“Verizon’s Transaction Announcement”)  
[https://www.verizon.com/about/sites/default/files/2024-09/VZ\\_Presentation\\_090524\\_FINAL.pdf](https://www.verizon.com/about/sites/default/files/2024-09/VZ_Presentation_090524_FINAL.pdf)

<sup>33</sup> Verizon Transaction Announcement, page 7.

<sup>34</sup> Verizon Transaction Announcement, page 7.

<sup>35</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000584).

1 Verizon and Frontier announced this proposed transaction to shareholders and the  
2 public on September 5, 2024. Verizon has stated that it expects to meet transaction  
3 closing conditions including “customary regulatory approvals and other customary  
4 closing conditions” and expects to close the transaction within 18 months<sup>36</sup> (March  
5 2026). Verizon is paying \$38.50 per share (all cash) to Frontier Communications’  
6 shareholders. Frontier’s debt will be assumed by Verizon and is expected to be refinanced  
7 by Verizon. Verizon states it expects a “modest increase of pro forma net unsecured  
8 [debt] leverage of 0.2x – 0.3x at closing.” Verizon will inherit Frontier’s Net Operating  
9 Loss carryforwards for tax purposes which will be available to offset future taxes.  
10 Verizon expects “at least \$500M of run-rate operating cost synergies by year 3.” Verizon  
11 states it will maintain capital allocation priorities, commits to maintaining an “industry-  
12 leading dividend and continued de-leveraging.”

## 13 VI. COMPETITIVE IMPLICATIONS OF THE PROPOSED TRANSACTION

14 **Q.19: What does Verizon state regarding whether the proposed transaction, if approved,**  
15 **would adversely affect competition?**

16 A.19: Verizon states it is not an incumbent local exchange provider anywhere in California, and  
17 Frontier is not a mobile wireless provider so there is no reduction in competition.<sup>37</sup>  
18 Verizon goes on to state “the transaction will not impact competition for services  
19 currently provided by either of the applicants in any geographic area.”<sup>38</sup> The Aron  
20 testimony on behalf of Verizon concludes “there are no meaningful concerns that the

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<sup>36</sup> Verizon Transaction Announcement, page 4.

<sup>37</sup> Panel Testimony (Vasington), page 34, line 1.

<sup>38</sup> Panel Testimony (Vasington), page 35, line 5.

1 proposed Transaction would have adverse competitive effects on consumers or  
2 businesses in urban/suburban, rural, or tribal areas of California.”<sup>39</sup>

3 **Q.20: Please comment on this assessment.**

4 A.20: It may be true as far as it goes but it does not reach the impact on competition considered  
5 by Verizon in deciding to pursue the acquisition of Frontier Communications and agree  
6 to the proposed transaction. These impacts are clearly primary objectives of the proposed  
7 transaction and are described throughout Verizon’s HSR documents.

8 **Q.21: Joint Applicants state “cable companies are Frontier’s main competitors; these  
9 entities are able to bundle their service offerings in easy packages at competitive  
10 price points and provide customers with home broadband and mobile wireless  
11 service, which Frontier does not offer.”<sup>40</sup> Do you agree that cable companies are  
12 Frontier’s main competitors?**

13 A.21: Yes, and they are also Verizon’s main significant competitors. There is a large gap  
14 between the largest competitors (the cable company and telephone company in a  
15 particular area) and other smaller competitors.<sup>41</sup> Verizon cites a recent CNET article<sup>42</sup> in  
16 the Application to demonstrate it “offers one of the highest-rated Internet and mobile  
17 bundles, according to industry experts.” This article allows the reader to search specific  
18 zip codes for the top bundle providers in specific categories. CNET states “our team of  
19 editors compiled this subjective list of providers based on factors that typically include

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<sup>39</sup> Opening Testimony of Debra J. Aron on behalf of Verizon Communications, January 24, 2025, page 9, line 17.

<sup>40</sup> Joint Application, page 17.

<sup>41</sup> See for example, Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000636).

<sup>42</sup> Joint Application, footnote 27, Best Internet and Mobile Bundles of 2024, CNET, <https://www.cnet.com/home/internet/best-internet-and-mobile-bundles/> (last visited April 26, 2025).

1 customer satisfaction reviews, FCC data and our own exclusive CNET provider  
2 reviews.”<sup>43</sup> CNET identifies the following categories of “Best Internet and Mobile  
3 Bundles for 2025”: “Best internet and mobile bundle discount” – Verizon Fios; “Best for  
4 adding multiple mobile lines” – Xfinity; “Best for internet and two mobile lines” –  
5 Spectrum; “Best cable internet bundle with unlimited mobile data” – Mediacom; and  
6 “Best bundle for mobile hot spot data” – Optimum.<sup>44</sup> Below is a table showing the “best  
7 internet and mobile bundle” for larger randomly selected larger Frontier cities in  
8 California. Only cable companies show up as an available provider of mobile/internet  
9 bundles. Fios does not show availability because Verizon sold its Fios operations in  
10 California to Frontier in 2015. Frontier doesn’t show availability because it does not  
11 have a wireless offering. Beyond that the zip code search in each city shows only one  
12 internet/mobile service bundler listed in the table below: either Spectrum or Xfinity. This  
13 demonstrates Verizon’s point that Frontier’s (and Verizon’s) main competitor for  
14 converged wireless/internet bundles is the cable provider operating in each city – the  
15 largest of which nationally is either Spectrum or Xfinity (Charter or Comcast).

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<sup>43</sup> *Id.*

<sup>44</sup> *Id.*

Frontier California				
City	Zip Code	County	Cable Company	Bundle
Big Bear Lake	92315	San Bernadino	Spectrum	"Best for Internet and Two Mobile Lines"
Kernville	93238	Kern	Mediacom	"Best Cable Internet Bundle with Unlimited Mobile Data"
Mammoth Lakes	93546	Mono	Optimum	"Best Bundle for Mobile Hotspot Data"
Sea Ranch	95480	Sonoma	Xfinity	"Best for Adding Multiple Lines"
Azuza	91702	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Chino	91710	san bernadino	Spectrum	"Best for Internet and Two Mobile Lines"
Claremont	91784	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Covina	91723	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Huntington Beach	92648	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Indio	92202	Riverside	Spectrum	"Best for Internet and Two Mobile Lines"
Laguna Beach	92656	Orange	Medicom	"Best Cable Internet Bundle with Unlimited Mobile Data"
Long Beach	90802	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Malibu	90264	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Los Gatos	95032	Santa Clara	Xfinity	"Best for Adding Multiple Lines"
Palm Springs	92262	Riverside	Spectrum	"Best for Internet and Two Mobile Lines"
Ontario	91761	Riverside	Spectrum	"Best for Internet and Two Mobile Lines"
Santa Monica	90406	Los Angeles	Spectrum	"Best for Internet and Two Mobile Lines"
Santa Barbara	93108	Santa Barbara	Spectrum	"Best for Internet and Two Mobile Lines"
Yucca Valley	92286	San Bernadino	Spectrum	"Best for Internet and Two Mobile Lines"
Thousand Oaks	91358	Ventura	Spectrum	"Best for Internet and Two Mobile Lines"

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**Q.22: What benefit does the proposed transaction provide Verizon in its ability to provide converged wireless/internet service bundles?**

A.22: The proposed transaction would enhance Verizon’s ability to match wireless/internet service bundles currently offered by cable companies such as Comcast and Spectrum where facilities permit. Verizon assesses<sup>45</sup> **[BEGIN VERIZON CONFIDENTIAL**

**LAWYERS ONLY]** [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**[END VERIZON CONFIDENTIAL LAWYERS ONLY]**

<sup>45</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000636).

1 The proposed transaction was considered, structured and approved by the Boards  
2 of each respective company to benefit company shareholders. In the context of who  
3 benefits from the proposed transaction it would be Verizon that would reap substantial  
4 prospective benefit. The Panel Testimony states the “transaction significantly expands  
5 Verizon’s fiber footprint ....”<sup>46</sup> This benefits Verizon by providing ability to expand  
6 convergence, bundle, increase revenues, reduce churn, and otherwise compete with Cable  
7 companies are main competitors. Verizon states<sup>47</sup> Frontier **[BEGIN VERIZON**

8 **CONFIDENTIAL LAWYERS ONLY]** [REDACTED]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

12 [REDACTED]

13 [REDACTED]

14 [REDACTED]

15 [REDACTED]

16 [REDACTED]

17 [REDACTED] **[END VERIZON CONFIDENTIAL LAWYERS**

18 **ONLY]**

19 Frontier presents its perspective on convergence<sup>48</sup> **[BEGIN VERIZON**

20 **CONFIDENTIAL LAWYERS ONLY]** [REDACTED]

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<sup>46</sup> Panel Testimony, page 6, line 5.

<sup>47</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000354, 356, 539, 542).

<sup>48</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000144).

1 [REDACTED]  
2 [REDACTED]  
3 [REDACTED]  
4 [REDACTED]  
5 [REDACTED]  
6 [REDACTED]  
7 [REDACTED]  
8 [REDACTED] [END VERIZON CONFIDENTIAL

9 LAWYERS ONLY] Verizon’s expanded ability to provide converged, bundled services  
10 to a larger broadband footprint provides significant competitive benefit to Verizon.

11 **VII. MAINTENANCE OR IMPROVEMENT OF SERVICE QUALITY**

12 **Q.23: The Scoping Memo asks does the proposed transaction maintain or improve the**  
13 **quality of service to Frontier’s consumers in California. What does Verizon state**  
14 **regarding how the proposed transaction will improve or maintain service quality?**

15 A.23: The Joint Application states “fiber deployment results in service improvements, for both  
16 voice and broadband services” which is repeated in the Verizon Opening Testimony.<sup>49</sup>  
17 Verizon’s Opening Testimony further states the proposed transaction “will produce  
18 substantial benefits for California consumers by bringing resources and award-winning  
19 industry expertise to bear in enhancing Frontier’s fiber network and expanding consumer  
20 choices”<sup>50</sup> and that the “transaction will facilitate broadband deployment”.<sup>51</sup> Verizon  
21 states it “will utilize its innovative tools and technology to further improve Frontier’s

<sup>49</sup> Joint Application, page 18, and Panel Testimony (Sullivan), page 10, lines 8.

<sup>50</sup> Panel Testimony (Sullivan), page 9, lines 2-4

<sup>51</sup> *Id.*, line 25.

1 network reliability by deploying systems that aim to identify network problems on a  
2 prospective basis and resolve them rapidly if they do occur.”<sup>52</sup> Verizon states it will  
3 implement

4 “Verizon’s Network Reliability Program comprehensively and proactively  
5 addresses key infrastructure functions that support its network centers.  
6 Under this program, Verizon performs monthly and annual tests and  
7 routines on back-up power systems, including batteries and generators, to  
8 ensure they are operational for emergency situations.”<sup>53</sup>

9 Verizon makes general statements such as “the proposed Transaction will maintain or  
10 improve the quality of service to public utility ratepayers in the state and will create new  
11 opportunities for broadband expansion.”<sup>54</sup> Finally, Verizon states it “will conduct an in-  
12 depth audit of Frontier’s fiber and copper networks and will implement some or all of the  
13 measures described above, as needed, to align the networks with Verizon’s standards,  
14 which will benefit Frontier customers in the California footprint. As part of this review,  
15 Verizon will determine how best to address Frontier’s service quality and compliance  
16 with General Order 133’s service metrics.”<sup>55</sup>

17 **Q.24: Did Verizon provide any further information on operational assessments specific to**  
18 **California performed during Verizon’s due diligence review, or during integration**  
19 **planning that has been ongoing since announcement of the proposed transaction?**

20 A.24: TURN requested this further information via TURN 2.27.<sup>56</sup> Verizon provided general  
21 statements rather than specific information or initial findings gained through due

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<sup>52</sup> Panel Testimony (Sullivan), page 10, lines 24-27.

<sup>53</sup> Panel Testimony (Sullivan), page 11, lines 6-10.

<sup>54</sup> Panel Testimony (Sullivan), page 38, line 4.

<sup>55</sup> Panel Testimony (Sullivan), page 13, line 2.

<sup>56</sup> Exh. DB-4 (Verizon Response to TURN DR 2.27).

1 diligence and ongoing integration planning. For example, Verizon stated it “will ensure  
2 that Frontier’s network in California, including those portions served by copper facilities,  
3 is healthy and will deploy the resources necessary to ensure that Frontier customers who  
4 are served by that network receive quality service.”<sup>57</sup> Also, “Verizon’s Network  
5 Reliability Program will be introduced in California to comprehensively and proactively  
6 address key infrastructure functions that support its network centers.”<sup>58</sup> Also, “Verizon  
7 utilizes multiple centralized network operations centers (also referred to as network  
8 management centers) for remote administration, surveillance, and maintenance of  
9 Verizon’s central offices, technical facilities, and field locations, to ensure consistent  
10 quality of service for its customers.”<sup>59</sup> And, “the technology that Verizon will bring to  
11 fiber and copper networks in California results in fewer customer calls regarding service  
12 issues, and Verizon’s tools ensure that more problems get resolved without dispatches.”<sup>60</sup>

13 **Q.25: Verizon states that it “will utilize its innovative tools and technology to further  
14 improve Frontier’s network reliability by deploying systems that aim to identify  
15 network problems on a prospective basis and resolve them rapidly if they do  
16 occur<sup>61</sup>.” Has Verizon provided information which supports this assertion in its  
17 Panel Testimony, and demonstrates incremental benefit over and above what  
18 Frontier is doing currently?**

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<sup>57</sup> *Id.*

<sup>58</sup> *Id.*

<sup>59</sup> *Id.*

<sup>60</sup> *Id.*

<sup>61</sup> Panel Testimony (Sullivan), page 10, line 25.

1 A.25: No. Verizon witness Paul Sullivan discusses some examples from pages 10-12 of the  
2 Panel Testimony, but those examples tend to be related to core backbone networks (not  
3 local distribution networks) or to fiber optic networks rather than copper distribution  
4 networks. For example, Verizon’s discussion of network surveillance and troubleshooting  
5 tools at page 11 refers to Fios practices, without discussion or comparison of what  
6 network surveillance and troubleshooting tools Frontier may or may not be using for its  
7 fiber optic networks in California. Furthermore, there is no comparison between what  
8 Verizon avers it will do versus what Frontier is doing today with its own management  
9 tools and technology. Note that Frontier has won awards for innovation and has been  
10 awarded patents as well.<sup>62</sup> There is no analysis or showing of incremental benefit over  
11 and above Frontier’s current network management practices.

12 **Q.26: Do Verizon’s statements demonstrate concrete public benefits for Frontier**  
13 **ratepayers in California?**

14 A.26: No, at best it is aspirational and general. It does not compare what Verizon proposes to  
15 do versus what Frontier does operationally today in California. It does not define what  
16 resources Frontier has today in California seeking to provide quality service or state what  
17 additional resources Verizon will bring to bear to improve quality of service. It does not  
18 provide comparative information on what network reliability program Frontier operates  
19 today in California and provide comparative information on how Verizon’s Network  
20 Reliability Program is different and better. Since Frontier acquired its California  
21 operations in toto from Verizon the resources and approach may be similar such that  
22 there is little or no incremental benefit to be expected. Verizon does not provide any

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<sup>62</sup> “Frontier 2024 Overview Presentation”, February 2025, page 17.

1 comparative information on Frontier’s organization of centralized network operations  
2 centers and what additional resources or different organization Verizon will bring to  
3 improve quality of service over and above what Frontier delivers today. Since Frontier  
4 acquired its California operations in toto from Verizon the resources and organization  
5 may be similar such that there is little or no incremental benefit to be expected. Verizon  
6 has not demonstrated what Frontier’s “network standards” are or compared them to  
7 Verizon’s “network standards” so any gap between the standards and its impact or  
8 materiality in California is assumed and unknown. In fact, Verizon stated in its  
9 announcement of the proposed transaction that Frontier’s network is a “cutting-edge fiber  
10 network”<sup>63</sup> which suggests that there should not be much difference in the network  
11 standards between the two companies. Furthermore, since Frontier acquired its California  
12 operations in toto from Verizon the network and network standards may be similar such  
13 that there is little or no incremental benefit to be expected.

14 **Q.27: How much information does Verizon provide regarding the “in-depth audit”?**

15 A.27: The Verizon testimony provides no description or further detail regarding the “in-depth  
16 audit”. Data request responses about the “in-depth audit” include Verizon’s response to  
17 Cal Advocates DR 2.7<sup>64</sup> and CETF DR 1.14<sup>65</sup>. Cal Advocates DR 2.7.2 asked Verizon to  
18 describe with specificity the meaning of “Verizon standards” in the context of the “in-  
19 depth” and Verizon’s response was ““Verizon standards’ does not have a specific  
20 definition but refers generally to the expectations that Verizon seeks to achieve in  
21 managing its networks, which include compliance with legal and regulatory requirements

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<sup>63</sup> Verizon Transaction Announcement, page 4.

<sup>64</sup> Exh. DB-5 (Verizon Response to Cal Advocates DR 2.7).

<sup>65</sup> Exh. DB-6 (Verizon Response to CETF DR 1.14).

1 and achieving positive customer experience.”<sup>66</sup> Cal Advocates DR 2.7.3 also asked  
2 Verizon to “describe and provide supporting documentation for the intended audit of  
3 Frontier’s copper and fiber networks, explaining what actions will be undertaken to audit  
4 Frontier’s copper and fiber networks and what changes to Frontier’s copper and fiber  
5 networks may result from the audit.”<sup>67</sup> Verizon’s response provided no documentation  
6 and states:

7 After the closing of the Transaction, Verizon will complete a full analysis  
8 and review of Frontier’s facilities in California and take necessary steps to  
9 ensure the network meets Verizon’s standards. This analysis will include,  
10 but not be limited to, a review of Frontier’s service performance results,  
11 including the metrics found in GO 133, a review of Frontier’s internal  
12 operational metrics, and a review of Frontier’s network reliability. Based  
13 on the findings of the assessment, Verizon will take the necessary actions  
14 to ensure that Verizon standards and those of the Commission are met or  
15 exceeded. Actions could take the form of process or procedural changes,  
16 network upgrades, and/or network enhancements.<sup>68</sup>

17 CETF DR 1.14(b) asked “what ‘Verizon standards’ will be used to improve service  
18 quality for the Frontier network”<sup>69</sup>. Verizon’s response was

19 “Verizon standards” does not have a specific definition, but refers generally  
20 to the expectations that Verizon seeks to achieve in managing its networks,  
21 which include compliance with legal and regulatory requirements and  
22 achieving a positive customer experience. Actions could take the form of  
23 process or procedural changes, network upgrades, and/or network  
24 enhancements. In addition, after the close of the Transaction, Verizon will  
25 aim to improve the quality of service in the Frontier service area by utilizing  
26 its extensive field work in the network every day to monitor and report any  
27 plant conditions that need attention. Our current practice has our field teams  
28 inspect the conditions in their T-Zone, a term of art describing a minimum of  
29 one pole section in either direction from the plant section where they are  
30 working. If there are any plant conditions identified, the field technician

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<sup>66</sup> Exh. DB-5 (Verizon Response to Cal Advocates DR 2.7).

<sup>67</sup> Exh. DB-5 (Verizon Response to Cal Advocates DR 2.7).

<sup>68</sup> Exh. DB-5 (Verizon Response to Cal Advocates DR 2.7).

<sup>69</sup> Exh. DB-6 (Verizon Response to CETF DR 1.14).

1 would either remediate immediately or report the condition for further  
2 action.<sup>70</sup>

3 **Q.28: Does reliance on a future undefined “in-depth audit” demonstrate concrete public**  
4 **benefit from improved quality of service for Frontier ratepayers in California?**

5 A.28: No. The Commission is deprived of any information regarding the state of Frontier’s  
6 network in California to aid it in determining whether and what improvements to  
7 Frontier’s fiber and copper networks will likely result from the proposed transaction.  
8 Verizon conducted extensive due diligence review of Frontier’s networks and operations  
9 beginning in January 2024, which effort has intensified since the transaction was  
10 announced with joint integration planning between Verizon and Frontier teams. Verizon  
11 is learning more every day that the integration planning proceeds about Frontier’s  
12 network and operations. Verizon also formerly owned and operated the Frontier  
13 California service areas for many years. Yet none of this learning is provided to the  
14 Commission in testimony or data request responses and remains hidden behind the post-  
15 closing “in-depth audit”. This approach prevents the Commission and TURN or any  
16 other intervenors from gaining any understanding of the Frontier California ILECs’  
17 network issues perceived by Verizon’s network managers and going forward implications  
18 for consumers. It seems unlikely to me that Verizon would make an acquisition of this  
19 size without having a pretty good understanding of the general state of network facilities,  
20 and remediation steps that might be necessary to install modern broadband network  
21 facilities.

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<sup>70</sup> Exh. DB-6 (Verizon Response to CETF DR 1.14).

1 Furthermore, Verizon provides no description of the nature of its “audit”, whether  
2 any kind of report will be produced from the “audit”, what the nature of the report—  
3 written or otherwise— might be if one is produced, and whether the “audit” report of the  
4 condition of Frontier’s California networks and facilities (particularly copper network  
5 facilities) will be provided to the Commission. The Commission should not be deferred  
6 by Verizon from any of the insights Verizon has gained from its due diligence and  
7 integration planning to date by vague reference to an “audit” which may or may not result  
8 in information the Commission can review and act upon. In particular, the Commission  
9 cannot assess the public benefits to be gained under Verizon ownership and operation,  
10 over and above Frontier’s current operations.

11 **Q.29: How does Verizon describe the service quality benefits of fiber optic technology for**  
12 **internet access?**

13 A.29: Verizon states “the fiber services of both Verizon and Frontier are known for their 99.9%  
14 reliability and high speeds.”<sup>71</sup> Verizon provides an extended discussion of the service  
15 quality benefits of fiber optic deployment in response to Cal Advocates DR 2.6. where it  
16 states:

17 Fiber is a proven technology that has been embraced around the world. It  
18 is immune to many environmental factors that affect copper cable,  
19 including electromagnetic and radio-frequency interference. It is less  
20 susceptible to temperature fluctuations. It can be submerged in water. It is  
21 lightweight, thin, and more durable than copper. It can support signal  
22 transmission at significantly greater bandwidths. Very little signal loss  
23 occurs during transmission of signals over fiber-optic cable, and data can  
24 move at higher speeds over greater distances. Fiber also can support  
25 advanced broadband services that are not available over copper. Unlike  
26 copper, Verizon’s PON (“Passive Optical Network”) fiber facilities do not  
27 require mid-span equipment or electronics (e.g., repeaters, terminals,

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<sup>71</sup> Panel Testimony (Sullivan), page 12, line 27.

1 remotes, etc.). Fiber also is less susceptible to environmental risks that  
2 interfere with copper electrical circuits, such as lightning and moisture.

3 The absence of active electronics in the field means that fiber not only is  
4 less likely to experience outages during weather events, but also during  
5 public safety emergencies. Fiber lines generally are more durable, do not  
6 corrode, have a much longer lifespan and require fewer repairs than  
7 copper lines. Fiber also has performance advantages, as it is much less  
8 sensitive to distance limitations than copper and is not affected by  
9 electromagnetic radiation, electrical interference, noise, or crosstalk. In  
10 addition to—and partly as a result of—these advantages, fiber is capable  
11 of transmitting substantially more data than copper, allowing customers to  
12 utilize data and video services at higher speeds. At the same time, fiber  
13 networks are more energy-efficient because they use laser light—not an  
14 electrical signal—reducing energy consumption and resulting in a greener  
15 network.

16 Furthermore, after fiber facilities are in place, future upgrades require only  
17 a change in the terminal equipment in the central office or the equipment  
18 at the customer premises to add additional capacity, without engaging in  
19 expensive upgrades to the distribution network. In other words, fiber is  
20 future proof, as speeds for broadband and video services can be increased  
21 simply by changing the electronics at either end of the existing fiber cable.  
22 The FCC and state commissions have recognized the advantages of  
23 fiber.<sup>72</sup>

24 Further fiber deployment by Verizon in Frontier’s California service areas clearly will  
25 have a manifold impact in improving service quality for Frontier consumers presently  
26 served by copper network facilities. In particular there will be fewer active electronics in  
27 the field (repeaters, terminals, remotes) as they are removed in favor of deploying  
28 additional fiber which removes their risk of causing service quality problems and out of  
29 service conditions. Verizon provided data from New York as an example of the effect  
30 that these advantages fiber deployment has on service reliability and repair time.<sup>73</sup>

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<sup>72</sup> Exh. DB-7 (Verizon Response to Cal Advocates DR 2.6).

<sup>73</sup> Exh. DB-7 (Verizon Response to Cal Advocates DR 2.6). Referring to, Exh. DB-8-VZ-C (Confidential Exhibit 13 submitted in response to Cal Advocates DR 2.6).

1 **Q.30: Does further deployment of fiber optic facilities benefit public safety and emergency**  
2 **response?**

3 A.30: Yes. Verizon states “the absence of active electronics in the field means that fiber not  
4 only is less likely to experience outages during weather events, but also during public  
5 safety emergencies.”<sup>74</sup> A Verizon commitment to further deployment of fiber optic  
6 facilities would aid network resiliency and extend benefits of the Commission’s  
7 Emergency Disaster Relief Program.<sup>75</sup>

8 **Q.31: How does Verizon describe the consumer benefits of fiber optic technology for**  
9 **internet access over and above Verizon’s Fixed Wireless Access service?**

10 A.31: Verizon details the benefits of fiber optic technology over wireless technology as follows:

11 FTTP is the most robust method for delivering home broadband services,  
12 even when compared to Verizon’ Fixed Wireless Access (“FWA”)  
13 services, which are becoming increasingly popular with consumers  
14 without access to broadband whose only broadband option is a copper-  
15 delivered service (e.g., DSL or copper-coaxial cable modem service).  
16 Verizon has been and will continue to expand its FTTP network, including  
17 in areas where its FWA service is available. Fiber can deliver top-end  
18 speeds that FWA is unlikely to reach, and does not face the variabilities  
19 that fixed wireless service do. For example, wireless airwaves are less  
20 efficient at transmitting data than light through glass (fiber) and areal  
21 variability impacts radio transmissions far more than fiber, which is a  
22 controllable medium. Fixed wireless services can also face capacity  
23 constraints since they share a network for mobility, which is not the case  
24 with FTTP home broadband. For these reasons, Verizon is committed to  
25 FTTP ....<sup>76</sup>

26 **Q.32: What further information does Frontier provide regarding the benefits of fiber**  
27 **optic technology to provide better service quality?**

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<sup>74</sup> Exh. DB-7 (Verizon Response to Cal Advocates DR 2.6).

<sup>75</sup> Decision Adopting Wireline Provider Resiliency Strategies, D.21-02-029, issued February 18, 2021, Order Instituting Rulemaking Regarding Emergency Disaster Relief Program, Rulemaking 18-03-011.

<sup>76</sup> Panel Testimony (Vasington), page 6, line 25 to page 7, line 5.

1 A.32: Frontier states the following in its Compliance Report for D.21-04-008, Ordering  
2 Paragraph 4(e)<sup>77</sup>:

3 The most long-lasting method to improve quality of the network is to  
4 modernize it by building fiber optic facilities. Frontier's Building Gigabit  
5 America program focuses on building out fiber to the premise facilities. A  
6 fiber telecommunications network is a state-of-the-art infrastructure that  
7 modernizes the network and offers several benefits over traditional copper  
8 networks. Fiber networks eliminates the risk of electrical interference,  
9 which can result in network downtime. Fiber is also much more durable  
10 and resistant to environmental factors such as temperature, moisture, and  
11 corrosion, ensuring the network remains operational in harsh conditions.

12 **Q.33: Do you agree with these assessments of the positive impact on service quality from  
13 fiber optic deployment?**

14 A.33: Yes, I agree with these assessments, and I have no reason to doubt that consumers in  
15 Frontier's service areas in California have a similar general assessment. This also  
16 demonstrates why it is important to the Commission to be sure the proposed transaction  
17 results in extension of fiber optic technology to as many Californians as possible that are  
18 not served via fiber optic technology in Frontier's service areas today. The Commission  
19 should require specific, measurable and enforceable conditions for Verizon to expand  
20 fiber optic facilities to more locations presently (or prospectively considering BEAD  
21 grants) unserved by fiber optic facilities in Frontier's service areas in California.

22 **Q.34: Does the Verizon testimony address service quality issues with Frontier's copper  
23 network facilities in California?**

24 A.34: No, I did not see anywhere in the Verizon testimony or data request responses where  
25 Verizon addressed specific measures to address service quality issues over copper

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<sup>77</sup> Quarterly Compliance Report dated November 25, 2024, page 23, in compliance with Ordering Paragraph 4(e) of California Public Utilities Commission Decision No. D.21-04-008 <https://www.cpuc.ca.gov/-/media/cpuc-website/divisions/communications-division/documents/licensing-compliance/frontier-transfer-proceeding/frontier-quarter-3--2024.pdf>.

1 networking. However, this is important to address because many Frontier consumers  
2 have only copper facilities available for their communications services, as shown by  
3 these calculations using confidential data from Cal Advocates DRs 3.21<sup>78</sup>, 3.22<sup>79</sup>, 3.23<sup>80</sup>  
4 and 3.24<sup>81</sup> as of December 31, 2024 for each of the three Frontier California ILECs  
5 separately. This suggests there would be significant disparity among and between the  
6 customers in Frontier service areas passed with fiber optic facilities versus customers in  
7 areas passed only with copper network facilities, given the notable maintenance  
8 differences between fiber optic cable and copper facilities.

9 **[BEGIN FRONTIER CONFIDENTIAL]**



10 **[END FRONTIER CONFIDENTIAL]**

11 The percentage of non-residential locations passed by fiber optic facilities is indicated to  
12 be:

13 **[BEGIN FRONTIER CONFIDENTIAL]**



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<sup>78</sup> Exh. DB-9-FR-C (Frontier Response to Cal Advocates DR 3.21).

<sup>79</sup> Exh. DB-10-FR-C (Frontier Response to Cal Advocates DR 3.22).

<sup>80</sup> Exh. DB-11-FR-C (Frontier Response to Cal Advocates DR 3.23).

<sup>81</sup> Exh. DB-12-FR-C (Frontier Response to Cal Advocates DR 3.24).

1 **[END FRONTIER CONFIDENTIAL]**

2 Frontier states in response to Cal Advocates DR 2.7<sup>82</sup> that service quality metrics are  
3 “reported internally and at the Director/Local Manager level.” Service Quality metrics  
4 are reported separately for fiber installations, copper installations, fiber repairs, and  
5 copper repairs. Frontier’s response to Cal Advocates DR 2.8<sup>83</sup> provides monthly metric  
6 data by Director or Local Manager for out of service mean time to repair, appointments  
7 met, repeat troubles occurring within 7 days of repair, 14 days of repair, and 30 days of  
8 repair separately for fiber installations, copper installations, fiber repairs, and copper  
9 repairs. Those results can be analyzed for disparities by Director or Local Manager,  
10 particularly for copper repairs. The response provided does not identify the specific  
11 geography covered by each Director or Local Manager, but with that information the  
12 geography experiencing the most persistently higher repeat trouble rates can be focused  
13 on. Frontier’s trouble codes provided in response to Cal Advocates DR 2.28<sup>84</sup> can also  
14 be used to sort repair data and direct maintenance and upgrade activity to most common  
15 root causes and most common geographies for trouble reports on copper. Verizon should  
16 continue, fund and improve if possible, the process used by Frontier to rank wire centers  
17 according to chronic troubles and out of service conditions to identify wire centers that  
18 are trouble prone and require capital and maintenance funding to meet the Commission’s  
19 service quality standards.

20 **Q.35: Does Frontier have a “Copper Rehab Program” in California?**

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<sup>82</sup> Exh. DB-5 (Frontier Response to Cal Advocates DR 2.7).

<sup>83</sup> Exh. DB-13-FR-C (Frontier Response to Cal Advocates DR 2.8).

<sup>84</sup> Exh. DB-14-FR-C (Frontier Response to Cal Advocates DR 2.28).

1 A.35: Yes. Frontier identified and described this program in response to Cal Advocates DR

2 2.43<sup>85</sup>. Frontier stated the program

3 tracks trouble areas and aids in identifying copper plant for repair and  
4 replacement. The Copper Rehab Program is a preventative maintenance  
5 program used to identify, track, monitor and measure the repair and  
6 replacement of defective copper outside plant. The Copper Rehab program  
7 proactively identifies facilities with the highest potential for reduction in  
8 customer trouble and associated operating costs, and it tracks funding for  
9 cable repair or replacement. A technician is dispatched to test and isolate  
10 the trouble area, and if appropriate, repair the damaged plant. If the repair  
11 is complex or requires capital, a work package is sent to the engineering  
12 team to determine an acceptable solution.

13 Frontier's response regarding the program to TURN 2.3<sup>86</sup> states

14 Frontier's copper rehab program identifies potential copper repairs based  
15 on trouble tickets reported. The Company's operations team evaluates the  
16 copper trouble tickets and identifies areas where there are a high level of  
17 tickets. A work order is submitted to evaluate the copper plant in the area  
18 of such tickets and to identify copper plant facilities needing repairs or  
19 replacement, what repairs are needed, and the exact location of repairs.  
20 The operations team then enters a work ticket that goes to Frontier's  
21 construction or to an external contractor to complete the necessary repairs,  
22 such as splicing. Frontier does not track copper rehab expense by trouble  
23 area, or by technician...

24 Verizon should review, continue and improve this program and report on resulting  
25 service quality impacts measured against agreed metrics such as the Commission's  
26 service quality metrics and internal metrics used by Verizon.

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<sup>85</sup> Exh. DB-15 (Frontier Response to Cal Advocates DR 2.43).

<sup>86</sup> Exh. DB-16 (Frontier Response to TURN DR 2.3).

1 **VIII. OVERALL BENEFIT TO STATE AND LOCAL ECONOMIES AND**  
2 **COMMUNITIES IN THE AREAS SERVED BY FRONTIER**

3 **Q.36: Please summarize your understanding of the overall benefits for state and local**  
4 **economies and communities in the area served by Frontier that the Joint Applicants**  
5 **state will occur if the proposed transaction is approved.**

6 A.36: In the Joint Application, Verizon states Frontier ratepayers in California will see  
7 “Verizon’s dedication to promoting education, small businesses, public safety, and  
8 cutting-edge new technologies in their communities.”<sup>87</sup> Verizon addresses this question  
9 from page 19 to 23 of its Panel Testimony. Verizon avers “it will bring its local focus and  
10 track record of good corporate citizenship and investing in the communities in which it  
11 operates to wireline services and potential customers in Frontier territories.”<sup>88</sup> Verizon  
12 identifies several laudable programs and nonprofit programs that it and its employees  
13 support and notes Verizon Wireless’ deployment of a Wireless Emergency  
14 Communications Center for public use during the wildfire emergencies in Southern  
15 California earlier this year.<sup>89</sup> Verizon states it will not change the participation of the  
16 Frontier California ILECs in the CPUC’s public purpose or universal service programs  
17 such as California Advanced Services Fund/Federal Funding Account, California High-  
18 Cost Fund B, California Lifeline Fund and others.<sup>90</sup> Verizon states approval of the  
19 transaction will further the principles and goals of the Commission’s Environmental and

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<sup>87</sup> Joint Application, page 3.

<sup>88</sup> Panel Testimony (Vasington), page 19, line 21.

<sup>89</sup> Panel Testimony (Vasington), page 19, line 26 to page 20, line 20.

<sup>90</sup> *Id.*, page 20, lines 21-27.

1 Social Justice Action Plan.<sup>91</sup> The program which appears to me to be most likely to  
2 provide benefit over and above what Frontier may be doing today is the Verizon  
3 Innovative Learning program.<sup>92</sup> Verizon states its commitment to protect the  
4 environment by seeking a “path to operational net zero”, focusing on “two key drivers: 1)  
5 maximizing the energy efficiency of our networks and facilities; and 2) transitioning to  
6 renewable energy”.<sup>93</sup> Improving energy efficiency includes “as Verizon migrates some  
7 copper based services to fiber technologies, we decommission switches and activate  
8 newer edge network platforms. Our fiber-delivered broadband services are at least 100  
9 times more efficient on a kilowatt hour (KwH) per gigabyte basis than copper-delivered  
10 broadband services.”<sup>94</sup> Finally Verizon states it is one of the largest corporate green bond  
11 issuers in the country, which are primarily allocated “to virtual power purchase  
12 agreements for new renewable energy projects.”<sup>95</sup> Verizon should report to the  
13 Commission on how and where it could use its expertise in green bonds in California to  
14 improve energy efficiency of its networks – particularly copper networks in rural areas.

15 **Q.37: What does Frontier state regarding the benefit on an overall basis to state and local**  
16 **economies and the communities in the Frontier service areas in California?**

17 A.37: Frontier has brief observations that Verizon is well positioned to identify the needs of the  
18 various communities in the Frontier California footprint due to its wireless operations and  
19 historical ownership of Frontier California.<sup>96</sup> Frontier also states “it is well documented

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<sup>91</sup> *Id.*, page 21, line 1.

<sup>92</sup> *Id.*, page 21, lines 9-13.

<sup>93</sup> *Id.*, page 22.

<sup>94</sup> *Id.*, lines 7-11.

<sup>95</sup> *Id.*, page 23, line 18.

<sup>96</sup> Testimony of Allison M. Ellis on behalf of Frontier Communications, January 24, 2025, page 22, lines 4-6.

1 that increased access to fiber creates the conditions necessary for economic growth of  
2 individuals and communities. Through Verizon’s financial strength, capital resources,  
3 and the associated network improvements, its ownership is likely to improve economic  
4 conditions in the communities Frontier serves and in the state as a whole.”<sup>97</sup> Verizon  
5 should ensure these benefits are realized using its financial strength to commit to specific,  
6 measurable and enforceable modern broadband deployment conditions.

7 **Q.38: Has Verizon demonstrated that increased investment will occur in Frontier’s**  
8 **California service areas beyond what would occur in the absence of the proposed**  
9 **transaction?**

10 A.38: No. Verizon states the transaction will “ensure that Frontier’s current planned buildout is  
11 completed (if not completed by Frontier by closing)” and “provide financial resources to  
12 consider future fiber deployment.”<sup>98</sup> Verizon states “it possesses the financial standing  
13 and expertise necessary to optimize the Frontier network”.<sup>99</sup> This is generic to Frontier  
14 Communications at large, with no specific plans or commitments stated by Verizon for  
15 fiber deployment in California, post-transaction. Elsewhere, Verizon states it “will further  
16 the principles and goals of the Commissions’ Environmental and Social Justice Action  
17 Plan. The Transaction will help ensure that Frontier’s current planned buildout is  
18 completed (if not otherwise completed by Frontier by closing) and provide financial  
19 resources to consider future fiber deployment. This includes in rural and low-income  
20 areas.”<sup>100</sup> But Verizon makes no specific, concrete, measurable and enforceable

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<sup>97</sup> Id., lines 6-12.

<sup>98</sup> Panel Testimony (Vasington), page 7, line 21. (emphasis added.)

<sup>99</sup>Panel Testimony (Vasington), page 8, line 17.

<sup>100</sup> Panel Testimony (Vasington), page 21, lines 1-5. (emphasis added.)

1 commitments to continue deploying fiber optic facilities for the benefit of consumers and  
2 communities in Frontier’s California service areas. Verizon claims financial strength as a  
3 benefit leading to increased fiber network deployment yet misses the obvious opportunity  
4 to state what that financial strength will mean in tangible terms for Frontier consumers in  
5 California. In my opinion, the claim that Verizon as the corporate parent will share its  
6 “financial strength” with some Verizon affiliates is vague and at most aspirational.

7 **Q.39: Does Verizon commit to further expanding broadband deployment in Frontier’s**  
8 **California service areas, especially in areas presently served with copper network**  
9 **facilities?**

10 A.39: No. Specific, concrete, measurable and enforceable commitments are necessary here  
11 consistent with Verizon’s observation that the transaction provides financial resources to  
12 meet the Commission’s ESJ principles and goals in rural and low-income areas. Review  
13 of Frontier’s confidential responses to Cal Advocates DRs 3.21<sup>101</sup> and 3.22<sup>102</sup> confirms  
14 that there are many wire centers lacking fiber deployment. Without such commitments,  
15 Verizon’s claim that the corporate parent’s financial strength is a public benefit lacks any  
16 meaningful connection or commitment for the betterment of voice and broadband  
17 services in the Frontier service areas in California.

18 **Q.40: Will the proposed transaction affect any Verizon or Frontier commitments to**  
19 **deploy fiber using government funding such as Broadband Equity, Access and**  
20 **Deployment Funding?**

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<sup>101</sup> Exh. DB-9-FR-C (Frontier Response to Cal Advocates DR 3.21).

<sup>102</sup> Exh. DB-10-FR-C (Frontier Response to Cal Advocates DR 3.22).

1 A.40: Verizon states “the transaction will not impact either company’s plans under NTIA’s  
2 Broadband Equity, Access, and Deployment (“BEAD”) program—both companies are  
3 evaluating BEAD and other broadband subsidy opportunities independently of one  
4 another and, following closing, Verizon will honor all commitments Frontier has made in  
5 any broadband grant or deployment programs, including BEAD and the California  
6 Advanced Services Fund (“CASF”) grant and the Federal Funding Account (“FFA”)   
7 programs.” While the clarity is appreciated, this is no more than a commitment to  
8 continue the status quo, as to actions and commitments by one or both of the Joint  
9 Applicants commenced prior to closing of the transaction. Furthermore, it does not  
10 include a commitment to seek BEAD funds in California.

11 **Q.41: Beyond that, is it reasonable to expect the BEAD program will be sufficient to**  
12 **extend fiber in Frontier’s rural areas to address customer service concerns from the**  
13 **digital divide, and reduce the need for Frontier or Verizon funding of fiber optic**  
14 **deployment to meet community needs?**

15 A.41: No. Verizon and Frontier have said Verizon will honor and continue any BEAD or  
16 similar grants secured to support broadband build-out with public funds. However, first,  
17 Frontier and/or Verizon must submit applications to secure BEAD funding. Verizon’s  
18 stance on applications for BEAD funding to improve broadband availability in Frontier’s  
19 California service territory is not known. In my view, all sources of funding for  
20 improved networks and services should be pursued. Second, the future direction of  
21 BEAD grant funding is not clear at this point considering changing policy perspectives in  
22 Congress and the executive branch. The National Telecommunications and Information  
23 Administration recently issued a “Notice of Programmatic Waiver” and extended the

1 deadline for states to submit their plans for BEAD spending plans given that it is  
2 considering changes to BEAD rules including walking back preference for fiber  
3 facilities.<sup>103</sup> Thus, it appears to me that the Commission at this time cannot depend on  
4 federal funding streams under BEAD for broadband deployment in unserved areas in  
5 Frontier’s service area in California. Also, I believe it is extremely unlikely that  
6 additional funding for broadband expansion in rural areas will be provided from the  
7 Federal Universal Service Fund under programs like the Rural Digital Opportunity Fund  
8 (RDOF). The Federal Universal Service Fund (FUSF) structure is viewed as  
9 unsustainable by many in the industry and in Congress due to its reliance on assessment  
10 of a shrinking base of revenues to generate an expanding amount of funding for  
11 broadband deployment. The future of the FUSF or a replacement program like the FUSF  
12 is unclear and it appears to me that the Commission cannot depend on continued  
13 availability of programs funded by FUSF for broadband deployment in unserved areas in  
14 California.

15 **Q.42: Please describe Verizon’s Fixed Wireless Access service as a broadband option in**  
16 **Frontier’s service areas in California.**

17 A.42: According to Verizon, 5G Home is its 5G-based fixed wireless access service and LTE  
18 Home is its 4G LTE-based fixed wireless access service.<sup>104</sup> Fixed Wireless Access  
19 connects a radio base station on a pole, building or tower to the subscriber unit at the

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<sup>103</sup> In pertinent part, the “Notice of Programmatic Waiver from the Department of Commerce’s National Telecommunications and Information Administration states “A comprehensive review of the BEAD Program is underway, and a Policy Notice will be issued to improve and streamline the program, necessitating additional time for Eligible Entities to submit their Final Proposal to NTIA.”  
[https://broadbandusa.ntia.doc.gov/sites/default/files/2025-04/BEAD\\_Programmatic\\_Waiver\\_of\\_Final\\_Proposal\\_Deadline\\_Requirements.pdf](https://broadbandusa.ntia.doc.gov/sites/default/files/2025-04/BEAD_Programmatic_Waiver_of_Final_Proposal_Deadline_Requirements.pdf)

<sup>104</sup> Panel Testimony (Nugent), page 15, footnote 17.

1 subscriber's premise to provide a wireless radio link for communications instead of a  
2 fiber or copper physical plant connection. The Fixed Wireless Access service can be  
3 available in areas with adequate 5G and 4G LTE signal strength. Verizon states it "will  
4 continue to make mobile wireless service available to customers in Frontier's territory, *as*  
5 *well as offer fixed wireless in parts of Frontier's territory.*"<sup>105</sup> Verizon describes how it  
6 determines availability of Fixed Wireless Access<sup>106</sup> as follows:

7 Verizon plans and engineers its wireless network for mobility, and FWA is  
8 a secondary business case that uses excess capacity available from the  
9 mobile network. In order to determine where FWA is available, Verizon  
10 first determines its coverage area from a base station that has excess  
11 capacity, which includes every location within the area served by that base  
12 station. Then Verizon determines which locations are "open for sale,"  
13 which means that the location meets all criteria for qualification, including  
14 minimum signal threshold. The final criteria is "total capacity," which is  
15 the total number of FWA subscribers that the network can support from  
16 that node. Capacity changes in real time as customers churn off the  
17 network, Verizon builds new sites, or makes site adjustments. Base  
18 stations do not have the same amount of capacity; they depend on several  
19 factors, such as spectrum availability, backhaul, subscriber locations, etc.  
20 Some can support 40-50 customers; some may be 10-15 customers. As  
21 subscribing customers are added in a given area, the availability changes  
22 and may even close if the total capacity is filled. The availability and  
23 capacity of Verizon's FWA services may change over time as Verizon  
24 deploys more radio frequency spectrum, base stations, and backhaul  
25 facilities, and more customers subscribe to the service.

26 The "excess capacity" is that which is "beyond capacity needed for expected mobility  
27 demand".<sup>107</sup>

28 **Q.43: To what extent can the Commission rely on Verizon's Fixed Wireless Access for**  
29 **public benefit to consumers in Frontier's service areas in California?**

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<sup>105</sup> Panel Testimony (Vasington), page 25, line 7. (*emphasis added.*)

<sup>106</sup> Panel Testimony (Vasington), page 26, lines 15-29.

<sup>107</sup> Panel Testimony (Vasington), page 26, line 11.

1 A.43: Fixed Wireless Access is becoming a popular service for those consumers within  
2 Verizon’s 5G and 4G LTE footprint that can gain the minimum signal threshold, or more,  
3 for service. However, it is a “secondary business case” and thus cannot be planned on by  
4 the Commission from that standpoint. Verizon has a “mobility first” policy, so FWA is  
5 available until that capacity is needed for mobility and is “necessarily limited by the  
6 extent of excess capacity in the Verizon mobile wireless network”.<sup>108</sup> Verizon states  
7 “There is no plan to provide fixed wireless service to all of the locations in Frontier’s  
8 California service territory. Even in the communities where Verizon offers fixed wireless  
9 service today, there is no plan to provide fixed wireless service to all locations in those  
10 communities.”<sup>109</sup> Furthermore, it is based on shared radio spectrum which means that the  
11 more subscribers that are using FWA in a particular area the more internet speeds will  
12 slow down; just like the shared capacity associated with some cable internet services  
13 where the internet speeds slows down as more consumers start streaming services after  
14 dinner. Verizon states “FWA is a compelling alternative for many customers in copper-  
15 served areas” which Verizon defines as “*those served with DSL over copper telephone*  
16 *lines or copper coaxial cable modem service*, whether those customers are Verizon  
17 customers or not. This will not change due to the Transaction.”<sup>110</sup> These are crucial  
18 points. FWA has similar geographic coverage limitations to DSL and thus serves as a  
19 potentially better internet option for those who are *already within the footprint* of copper-  
20 based internet services. These limitations mean FWA is not useful to the Commission to  
21 extend broadband service to less populated areas currently served only by copper

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<sup>108</sup> *Id.*, page 27, line 21.

<sup>109</sup> Exh. DB-17 (Verizon Response to CETF Data Request 1.10).

<sup>110</sup> *Id.*, line 24. (*Emphasis added.*)

1 landlines (or perhaps satellite) that are unserved or underserved with broadband service.  
2 Also, as described in the section of my testimony on COLR obligations, FWA is not a  
3 suitable replacement for COLR service, for example, it does not provide dispatchable  
4 location information for emergency response. There is no public benefit in the context of  
5 this proceeding from Verizon's offering FWA to Frontier consumers in California since  
6 Verizon is offering (and is already able to offer) FWA without the proposed transaction.

7 **Q.44: Is there mapping available for the Commission to determine the edges of the radio**  
8 **coverage areas where Fixed Wireless Access can be expected to be available in**  
9 **Frontier's service areas in California?**

10 A.44: There is no such mapping provided by the Joint Applicants. Data request TURN 2.13 to  
11 Verizon<sup>111</sup> asked for mapping showing current Fixed Wireless Access service coverage.  
12 Verizon's response provided a link for the FCC's National Broadband Map which  
13 doesn't provide accurate or suitable information for determining FWA service  
14 availability.<sup>112</sup> The National Broadband Map specifically disclaims this use of the map  
15 for indoor wireless availability purposes.

16 Mobile providers generate the 3G, 4G LTE, and 5G-NR coverage areas  
17 shown on the map using propagation modeling, where the models include  
18 certain common settings for consistency. The coverage areas are meant to  
19 represent the areas where a user should be able to establish a mobile  
20 connection, *either outdoors or moving in a vehicle*, and achieve certain  
21 upload and download speeds. *Please note that the map does not include*  
22 *information on the availability of mobile wireless broadband service while*  
23 *indoors*. Moreover, because the coverage map is based on propagation  
24 modeling, a user's actual, on-the-ground experience may vary due to  
25 factors such as the end-user device used to connect to the network, cell site  
26 capacity, and terrain. The coverage maps on mobile wireless service  
27 providers' websites may be based on different parameters and

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<sup>111</sup> Exh. DB-18 (Verizon Response to TURN DR 2.13).

<sup>112</sup> *Id.*

1 assumptions, such as service availability provided through roaming  
2 agreements, and therefore may differ from the information shown here.<sup>113</sup>

3 Verizon must demonstrate the edges of FWA connectivity based on its minimum signal  
4 threshold as used for identifying which locations are “open for FWA sale” before the  
5 Commission can rely on it as infrastructure for broadband connectivity in Frontier’s  
6 service areas in California. Absent definition of those areas, the Commission should not  
7 give much weight to FWA availability as a benefit from the proposed transaction since  
8 Verizon can provide FWA without the transaction and it has failed to demonstrate the  
9 edges of FWA availability in Frontier’s service areas to evaluate the extent of any  
10 potential benefit to Frontier ratepayers. The Commission is familiar with wireless service  
11 issues, including perhaps most recently in the AT&T COLR withdrawal case where the  
12 Commission found “many comments at public participation hearings and on the Docket  
13 Card ... call into question whether the companies are able to offer service to every  
14 potential customer that requests it, given the gaps in these wireless providers’ coverage  
15 due to changes in terrain, dense foliage, geographic or structural obstacles and other  
16 characteristics that limit wireless signal propagation.”<sup>114</sup> These issues are generic to  
17 wireless radio services not specific to AT&T Wireless, so they will no doubt come up in  
18 the public participation hearings scheduled for this matter. The Commission will need to  
19 consider these issues here to assess the extent of Verizon’s averred public benefits from  
20 bundling wireless service, provision of Verizon Forward over FWA, and the coverage  
21 extent of FWA in Frontier’s service areas in California.

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<sup>113</sup> FCC National Broadband Map/About; <https://broadbandmap.fcc.gov/about?version=jun2024> (*Emphasis added.*)

<sup>114</sup> Decision Dismissing with Prejudice the Application of AT&T California to Withdraw as Carrier of Last Resort; Decision 24-06-024, June 20, 2024; Application 23-03-003, page 18, and related footnotes. (“AT&T COLR Withdrawal Decision”)

1 **Q.45: Do you intend for your recommendation to the Commission that the proposed**  
2 **transaction should not be approved absent specific, concrete and enforceable**  
3 **commitments for fiber deployment to mean that Verizon must lock in fiber**  
4 **deployment in the form of exact expenditures, timetables and locations of fiber or**  
5 **FWA deployment?**

6 A.45: I do not and would not recommend that Verizon's fiber deployment commitment be  
7 stated in exact expenditures, timetables and deployment locations. My recommendation  
8 is better understood as seeking a commitment by Verizon to upgrade a certain number of  
9 locations to modern broadband facilities (whether fiber or wireless) within a certain time  
10 frame. Within that overall commitment, the particular technology, locations and project  
11 time frames might vary. Verizon should commit to fund and build any deployments  
12 planned by Frontier which are not completed in 2025 as well as further broadband  
13 deployments to upgrade Frontier's network. Verizon's commitment to fulfill any Frontier  
14 RDOF or other binding, subsidized build commitments would just change the provider. A  
15 central Verizon claim of benefit to Frontier consumers in California is that it will bring  
16 financial investment capacity and operating resources. Net synergies from the proposed  
17 transaction are also a source of benefit to Frontier consumers in California. But that  
18 financial capacity and pool of operating resources from synergies is not beneficial to  
19 California if it is not specifically committed to stand behind and fund the upgrade of  
20 facilities in California to improve the reliability of Frontier's network for voice service  
21 and offer broadband connections that meet modern needs, such as for education,  
22 telehealth, work from home, and economic development.

1 **Q.46: Do you intend with this recommendation to require Verizon to expand fiber optic**  
2 **broadband facilities in areas where other providers are building with public funds**  
3 **such as RDOF or BEAD?**

4 A.46: No. I do not recommend that Verizon should be required to duplicate facilities where  
5 BEAD is supporting broadband deployment, or to expand network facilities in areas  
6 where RDOF subsidy funding has resulted in commitments for construction of broadband  
7 facilities. Verizon’s broadband deployment commitments in California should focus on  
8 areas where there is no BEAD or RDOF funding awarded to other companies. Similarly,  
9 if Verizon has deployed FWA to particular locations and areas within Frontier’s service  
10 areas in California, it is not necessary for the Commission to require deployment of fiber  
11 optic facilities to those locations – although Verizon should not be precluded from doing  
12 so to cover the instance where capacity used for FWA will need to revert to use for  
13 “mobility first”.

14 **Q.47: Do you intend with this recommendation that Verizon be required to deploy fiber to**  
15 **every rural location in Frontier’s California service areas?**

16 A.47: No. Verizon’s fiber deployment commitments should focus on what can reasonably be  
17 accomplished in a reasonable set period such as 3-5 years. The most challenging  
18 locations to serve may not fit into that commitment, but that is not a valid reason to not  
19 be working to serve a significant number of customers that presently do not have access  
20 to the modern reliable voice and internet services provided by fiber optic facilities.

21 **Q.48: Do you recommend that the Commission rely on satellite services such as Starlink to**  
22 **provide broadband services for consumers in Frontier’s service areas in California,**

1           **and obviate the need for specific, measurable and enforceable commitments from**  
2           **Verizon to deploy fiber optic broadband facilities?**

3   A.48: No. The Commission should not rely on satellite services such as Starlink for broadband  
4           services on a broad scale in Frontier’s service areas in California. Satellite services such  
5           as Starlink are expensive and less reliable than fiber and, up to the present, have been an  
6           option used for cases where it is prohibitively expensive to deploy fiber. Moreover, these  
7           services are radio services which rely on shared capacity such that the more people who  
8           subscribe in a particular area, the more internet speeds and performance slow down  
9           accordingly.

10   **A. Verizon’s Transaction Synergies**

11   **Q.49: Please define and describe “synergies” in the context of this proposed transaction.**

12   A.49: Conceptually synergies are the benefits achieved when an acquiring company merges  
13           operations of an acquired company with its own operations. These synergies consist of  
14           two types – cost synergies and revenue synergies. Cost synergies stem from reduced total  
15           operating costs from efficiencies or elimination of redundancies from merging two  
16           company’s operations which were designed to stand alone. Revenue synergies similarly  
17           are gained from the combination of the two company operations.

18   **Q.50: What revenue synergies does Verizon estimate from the proposed transaction?**

19   A.50: Verizon doesn’t mention or describe synergies it expects from the proposed transaction  
20           anywhere I could find in the Joint Application or its testimony. Verizon’s Transaction  
21           Announcement briefly mentions “mobile & home cross-sell benefits” and “opportunity to  
22           generate revenue synergies from mobile + home convergence benefits”, plus “at least

1 \$500M run rate Operating Cost Synergies by Year 3”.<sup>115</sup> However,<sup>116</sup> [BEGIN

2 VERIZON CONFIDENTIAL LAWYERS ONLY] [REDACTED]

3 [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 [REDACTED]

7 [REDACTED] [END VERIZON CONFIDENTIAL LAWYERS ONLY] Frontier estimates

8 revenue synergies<sup>117</sup> of [BEGIN FRONTIER CONFIDENTIAL LAWYERS ONLY]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

12 [REDACTED]

13 [REDACTED]

14 [REDACTED] [END FRONTIER CONFIDENTIAL LAWYERS

15 ONLY] The Commission should consider this specific information and compare the

16 synergy sources when it considers the importance of revenue synergies to determine

17 whether the Joint Applicants have shown substantial public benefits as necessary to

18 approve the proposed transaction, and as a resource for broadband deployment

19 commitments.

20 **Q.51: What cost synergies does Verizon estimate?**

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<sup>115</sup> Verizon Transaction Announcement, at page 9.

<sup>116</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000584) (internal citation omitted).

<sup>117</sup> Exh. DB-3-FR-CLO (Frontier HSR Confidential Lawyers Only Response to TURN 1.3: 4d-1, page 73).

1 A.51: The Verizon Transaction Announcement included a page on synergies, where Verizon  
2 states an “opportunity” for “at least \$500M Run-rate Operating Cost Synergies by Year  
3 3.”<sup>118</sup> The cost synergies come from “network integration, 3rd party contract synergies,  
4 customer experience improvements, go-to-market savings including marketing and  
5 advertising and increased efficiencies, and savings from duplicative functions and other  
6 efficiencies in the wholesale and small business groups.”<sup>119</sup> However, Verizon devoted  
7 substantial analysis to cost synergies as documented in its HSR filings.<sup>120</sup> The  
8 documentation emphasizes the importance of the “at least” qualifier. [**BEGIN**  
9 **VERIZON CONFIDENTIAL LAWYERS ONLY**] [REDACTED]  
10 [REDACTED] [**END**  
11 **VERIZON CONFIDENTIAL LAWYERS ONLY**] Frontier also estimated  
12 synergies<sup>121</sup>: [**BEGIN FRONTIER CONFIDENTIAL LAWYERS ONLY**] [REDACTED]  
13 [REDACTED]  
14 [REDACTED]  
15 [REDACTED]  
16 [REDACTED] [**END FRONTIER CONFIDENTIAL LAWYERS ONLY**] So Verizon  
17 estimates [**BEGIN VERIZON CONFIDENTIAL LAWYERS ONLY**] [REDACTED]  
18 [REDACTED]  
19 [REDACTED] [**END VERIZON**

<sup>118</sup> Verizon Transaction Announcement, page 8.

<sup>119</sup> Verizon Transaction Announcement, page 9.

<sup>120</sup> See for example, Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000529). See also, Exh. DB-20-VZ-C (Confidential Attachments 3 and 4 to Verizon Response to Cal Advocates 1.6).

<sup>121</sup> Exh. DB-3-FR-CLO (Frontier HSR Confidential Lawyers Only Response to TURN 1.3: 4d-1, at pages 73 and 81).

1 **CONFIDENTIAL LAWYERS ONLY**] while Frontier estimates [**BEGIN FRONTIER**

2 **CONFIDENTIAL LAWYERS ONLY**] [REDACTED]

3 [REDACTED] [**END FRONTIER**

4 **CONFIDENTIAL LAWYERS ONLY**] Verizon estimates<sup>122</sup> [**BEGIN VERIZON**

5 **CONFIDENTIAL LAWYERS ONLY**] [REDACTED]

6 [REDACTED]

7 [REDACTED]

8 [REDACTED]

9 [**END VERIZON CONFIDENTIAL LAWYERS ONLY**] Frontier also identifies<sup>123</sup>

10 [**BEGIN FRONTIER CONFIDENTIAL LAWYERS ONLY**] [REDACTED]

11 [REDACTED]

12 [**END FRONTIER CONFIDENTIAL LAWYERS ONLY**] The Commission should

13 consider this specific information when it considers the importance of cost synergies to

14 evaluate whether the Joint Applicants have shown substantial public benefits including

15 use of resources derived from synergies to support further broadband deployment,

16 necessary to approve the proposed transaction.

17 **Q.52: Will there be opportunities for the public to communicate directly with the**  
18 **Commission on the proposed transaction, and express their views on the present**  
19 **state of their communications services, and where Verizon should plan to invest for**  
20 **better service quality and further broadband deployment?**

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<sup>122</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: VZ\_TURN\_00000577).

<sup>123</sup> Exh. DB-3-FR-CLO (Frontier HSR Confidential Lawyers Only Response to TURN 1.3: 4d-1, at pages 89).

1 A.52: Yes. The Commission has scheduled Public Participation Hearings to allow comment on  
2 the proposed transaction and individual and community needs for communications  
3 services. Six in-person Public Participation Hearings are currently scheduled, along with  
4 two virtual hearings. The public input from these hearings will be useful to the  
5 Commission and the parties for considering specific broadband deployment  
6 commitments.

7 **Q.53: Does Verizon propose to bring its “Business Continuity and Event Management**  
8 **Framework” to Frontier’s service areas in California?**

9 A.53: It appears Verizon does propose to do so. “Verizon maintains a plan for its copper and  
10 fiber facilities regarding continuity of operations and continuity of management,  
11 including alerting lists and alternate temporary locations deemed necessary to facilitate  
12 the installation, maintenance, and restoration of critical telecommunications and  
13 information services under conditions ranging from local emergencies to more  
14 widespread disasters.”<sup>124</sup> However, absent from this discussion are several things. First,  
15 it is not specified where the people to operate and make this framework go are located –  
16 in California or somewhere out of state. The second item absent from the discussion is  
17 how wireless services are handled. Also, it is not described or mentioned whether the  
18 framework complies with the Commission’s Emergency Disaster Relief Program  
19 established in Commission decisions D.20-07-011 (wireless providers) and D.21-02-029  
20 (wireline providers), including submission of Communications Resiliency plans and  
21 Emergency Operations plans. Comparing Frontier’s service area map<sup>125</sup> provided in the

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<sup>124</sup> Panel Testimony (Sullivan), page 11, lines 14-19.

<sup>125</sup> Joint Application, page 5.

1 Joint Application to the Commission’s Fire Threat Map<sup>126</sup> showing Tier 2 and Tier 3 fire  
2 threat areas indicates that much of Frontier’s service area in California is in areas with  
3 elevated or extreme fire threat. This demonstrates the importance of emergency  
4 communications, coordination and local resources.

## 5 IX. CARRIER OF LAST RESORT OBLIGATIONS

### 6 Q.54: What is the definition of “Carrier of Last Resort” in California?

7 A.54: According to the Commission, “The definition of a COLR is ‘A local exchange service  
8 provider that stands ready to provide basic service to any customer requesting such  
9 service within a specified area. To be a COLR, the provider must meet Commission-  
10 approved qualifications.’ A COLR is required to provide all elements of basic service,  
11 including:

- 12 • Offering customers the ability to place and receive voice-grade calls over all
- 13 distances utilizing the public switched telephone network or successor network;
- 14 • Free access to 9-1-1/Enhanced (E) 9-1-1 service;
- 15 • Access to directory services;
- 16 • Billing Provisions;
- 17 • Access to 800 and 8YY Toll-Free Services;
- 18 • Access to Telephone Relay Service as provided for in Pub. Util. Code, § 2881;
- 19 • Free access to customer service for information about Universal Lifeline
- 20 Telephone Service (ULTS) service activation, service termination, service repair
- 21 and bill inquiries;
- 22 • One-time free blocking for information services, and one-time billing adjustments
- 23 for charges incurred inadvertently, mistakenly, or without authorization; and
- 24 • Access to operator services.

25 Additional requirements of COLRs include participation in California LifeLine.”<sup>127</sup> The

26 Joint Application notes the Commission is considering reforms to the COLR rules in

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<sup>126</sup> CPUC Fire Threat Map, Adopted by the California Public Utilities Commission (Revised August 19, 2021).  
[https://files.cpuc.ca.gov/safety/fire-  
threat\\_map/2021/CPUC%20Fire%20Threat%20Map\\_v.3\\_08.19.2021.Letter%20Size.pdf](https://files.cpuc.ca.gov/safety/fire-threat_map/2021/CPUC%20Fire%20Threat%20Map_v.3_08.19.2021.Letter%20Size.pdf)

<sup>127</sup> Decision Dismissing with Prejudice the Application of AT&T California to Withdraw as Carrier of Last Resort; Decision 24-06-024, June 20, 2024; Application 23-03-003, footnote 1.

1 R.24-06-012, so the scope and nature of the COLR requirements may change during the  
2 pendency of this proceeding.<sup>128</sup>

3 **Q.55: Is access to emergency services an important component of the basic service under**  
4 **COLR?**

5 A.55: Yes. Free access to 911 emergency response services is a required element of basic  
6 service. The important role of 911 emergency access in preserving life, health and  
7 property of individuals and communities has been demonstrated beyond any question,  
8 especially in recent years. Emergency response communication is important both  
9 directions, both the ability to call emergency responders and the ability to receive  
10 emergency alerts from public safety agencies. The 911 community is transitioning to  
11 “Next Generation 911” which is Internet Protocol based, rather than TDM (Time  
12 Division Multiplexing, the protocol used on copper switched networks). NG911 provides  
13 the basis for emergency responders to receive emergency communications including text,  
14 voice, video, data, and images. It has been developed to use the modern capabilities of  
15 fiber optic networking. As described earlier, fiber optic networks have important benefits  
16 for reliability during power outages. Verizon states in response to Cal Advocates DR 2.6  
17 that “the absence of active electronics in the field means that fiber not only is less likely  
18 to experience outages during weather events, but also during public safety  
19 emergencies.”<sup>129</sup>

20 **Q.56: How important is any additional reliability from fiber optic facilities for emergency**  
21 **communications in Frontier’s service areas in California?**

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<sup>128</sup> Joint Application, footnote 12.

<sup>129</sup> Exh. DB-7 (Verizon Response to Cal Advocates DR 2.6).

1 A.56: It appears to be very important. Comparing the state map of Frontier’s service areas in  
2 California with the Tier 2 and Tier 3 High Fire Threat Districts map showing higher risk  
3 and extreme risk (respectively) of utility related wildfires, and where the CPUC has  
4 stricter fire-safety regulations, indicates a substantial overlap of Frontier’s service areas  
5 and Tier 2 and Tier 3 High Fire Threat Districts. As discussed above, to the extent  
6 Frontier operates copper network facilities in these districts the foregoing suggests  
7 significant benefit for public safety in extending fiber optic deployment as a result of the  
8 proposed transaction.

9 **Q.57: Does Verizon’s Fixed Wireless Access meet FCC rules on emergency response**  
10 **requirements for dispatchable locations, which is defined as “[a] location delivered**  
11 **to the PSAP with a 911 call that consists of the validated street address of the calling**  
12 **party, plus additional information such as suite, apartment or similar information**  
13 **necessary to adequately identify the location of the calling party...”<sup>130</sup>?**

14 A.57: No. Verizon states these requirements are not applicable to Fixed Wireless Access  
15 service but apply to interconnected Voice over Internet Protocol (“VoIP”) and other  
16 services.<sup>131</sup>

17 **Q.58: Question 20 in the Scoping Memo asks how would the proposed transaction impact**  
18 **existing COLR service. Verizon states “the proposed Transaction will not impact**  
19 **compliance with existing COLR service requirements.”<sup>132</sup> Verizon further states it**  
20 **“will continue to provide basic voice telecommunications services under Frontier’s**

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<sup>130</sup> See, FCC rules at 47 C.F.R. § 9.3. However, Verizon states it has agreed to an implementation schedule with the California Office of Emergency Services to initiate location-based routing for wireless 911 calls “in accordance with FCC regulations”. Exh. DB-19 (Verizon’s Response to TURN DR 2.30).

<sup>131</sup> Exh. DB-21 (Verizon’s Response to TURN 2.5).

<sup>132</sup> Panel Direct Testimony (Vasington), page 37, line 27.

1 **California Operating Subsidiaries’ existing certifications and will meet applicable**  
2 **COLR and other obligations associated with the public purpose and universal**  
3 **service programs.”<sup>133</sup> Is this a sufficient response to the question posed in the**  
4 **Scoping Memo?**

5 A.58: No. There are significant concerns about the Carrier of Last Resort obligation in  
6 California which came to a head in AT&T’s petition<sup>134</sup> to withdraw as carrier of last  
7 resort in areas where “voice alternatives” exist. A main argument by AT&T for  
8 withdrawal from the COLR obligation is a contention “that the Commission’s COLR  
9 Rules require AT&T to retain outdated copper-based landline facilities that are expensive  
10 to maintain”.<sup>135</sup> Notably these alternative voice providers cited by AT&T are not  
11 Carriers of Last Resort.<sup>136</sup> While dismissing AT&T’s Petition the Commission stated  
12 “given the age of its COLR rules, as well as changes in the marketplace, it is appropriate  
13 for the Commission to consider whether its COLR rules should be revised, and, if so,  
14 how the rules should be revised” and the Commission issued an Order Instituting  
15 Rulemaking.<sup>137</sup> Verizon is not presently a Carrier of Last Resort in California. Verizon  
16 proposes to acquire a significant copper network from Frontier in California and its  
17 sparse statements about COLR do not clarify how the proposed transaction would affect  
18 COLR service in Frontier’s service areas in California. Verizon’s plans for copper

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<sup>133</sup> Panel Direct Testimony (Vasington), page 23, line 5.

<sup>134</sup> Application of Pacific Bell Telephone Company d/b/a AT&T California (U1001C) for Targeted Relief from its Carrier of Last Resort Obligation and Certain Associated Tariff Obligations; Application 23-03-003.

<sup>135</sup> AT&T COLR Withdrawal Decision, page 22.

<sup>136</sup> AT&T COLR Withdrawal Decision, footnote 12.

<sup>137</sup> *Id.*, page 24. Rulemaking 24-06-012 was opened on June 20, 2024 to consider changes to the Commission’s Carrier of Last Resort rules.

1 network decommissioning in California are not known. CETF asked Verizon if it  
2 intend[s] to retire the Frontier copper network in California, and if so, what parts and  
3 when.”<sup>138</sup> Verizon’s response was “No final and definite decisions have yet been made on  
4 detailed measures to be taken by Verizon in the Frontier service area following the  
5 closing of the proposed Transaction, including measures related to the subject matter of  
6 this request. Such decisions may be influenced by the results of review and analysis that  
7 cannot be conducted prior to closing.”<sup>139</sup> CETF also asked “does Verizon intend to give  
8 up Carrier of Last Resort designations in any particular Frontier service areas, should the  
9 Application be granted.”<sup>140</sup> Verizon responded it “will work to continue to comply with  
10 applicable requirements for Frontier’s California Operating Subsidiaries and will work to  
11 meet any applicable COLR and other obligations associated with the public purpose and  
12 universal service programs.”<sup>141</sup> These responses are too general and non-specific for the  
13 Commission to rely on. Verizon appears to have been less direct than AT&T in its public  
14 statements with references to “eliminating legacy network elements” and “discontinuing  
15 or migrating legacy services”<sup>142</sup> rather than “exiting” the copper network. The lack of  
16 information from Verizon on its planning for decommissioning copper networks in both  
17 its existing service areas and the Frontier service areas it proposes to acquire is  
18 concerning especially for a large state like California with extensive copper network  
19 facilities.

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<sup>138</sup> Exh. DB-6 (Verizon’s Response to CETF Data Request 1.14 to Verizon).

<sup>139</sup> *Id.*

<sup>140</sup> *Id.*

<sup>141</sup> *Id.*

<sup>142</sup> Verizon SEC Form 10-K Annual Report, 2024, at page 25.

1 **Q.59: Is the importance of Carrier of Last Resort (COLR) reflected in the fact there is**  
2 **discussion of “copper decommissioning” in the HSR materials provided by Verizon**  
3 **and Frontier?**

4 A.59: In my opinion, yes. Frontier provided<sup>143</sup> [**BEGIN FRONTIER CONFIDENTIAL**

5 **LAWYERS ONLY]** [REDACTED]  
6 [REDACTED]  
7 [REDACTED]  
8 [REDACTED]  
9 [REDACTED]  
10 [REDACTED]  
11 [REDACTED]  
12 [REDACTED]  
13 [REDACTED]  
14 [REDACTED]  
15 [REDACTED]  
16 [REDACTED]  
17 [REDACTED]  
18 [REDACTED]

<sup>143</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002250-0002262)).

<sup>144</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002251)).

<sup>145</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002251)).

<sup>146</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002251)).

<sup>147</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002254)).

<sup>148</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002254)).

1 [REDACTED]

2 [REDACTED] [END FRONTIER

3 CONFIDENTIAL LAWYERS ONLY]

4 **Q.60: Did Verizon provide information on plans for copper decommissioning?**

5 A.60: No. Various confidential HSR documents reference copper decommissioning initiatives  
6 or status, but no plans are visible in those documents for Verizon as a whole or California  
7 specifically. Verizon only indicated it learned<sup>151</sup> [BEGIN VERIZON

8 CONFIDENTIAL LAWYERS ONLY] [REDACTED]

9 [REDACTED] [END VERIZON CONFIDENTIAL LAWYERS ONLY]

10 **Q.61: Should the Commission have information on Verizon’s plans for copper**  
11 **decommissioning in California and in other states with copper networks?**

12 A.61: Yes. This planning information is very important for the Commission to assess how Joint  
13 Applicants intend to adhere to their COLR obligations and the extent to which copper  
14 decommissioning would be accomplished by expanding fiber optics or other technology  
15 to replace the services provided over the copper networks, and over what schedule.  
16 Frontier and Verizon have an important carrier of last resort (COLR) obligation in  
17 California to provide reliable landline service and that this has important implications for  
18 Frontier’s California telephone customers in the event of decommissioning copper  
19 networks by Verizon.

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<sup>149</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002256)).

<sup>150</sup> Exh. DB-22-FR-CLO (Frontier HSR Highly Confidential Response CD DR 1.1 (FTR\_CD\_0002259)).

<sup>151</sup> Exh. DB-2-VZ-CLO (Verizon HSR Confidential Lawyers Only Response to TURN 1.3: HSR VZ\_TURN\_00000243).

1 **Q.62: Do you use “copper decommissioning” and “network migration” or**  
2 **“transformation” synonymously?**

3 A.62: No. “Network Migration” or “transformation” refers to the FCC process used for  
4 transitioning customers from the copper network to fiber optic networks. I understand  
5 the FCC’s network transformation process has been in place for more than ten years and  
6 has been used by Verizon numerous times – but the key distinction is that it has been  
7 used to migrate customers from copper facilities to fiber optic facilities and services. The  
8 degree to which Verizon might, post-transaction, take steps to migrate customers’ service  
9 in Frontier’s California areas from copper lines to fiber lines, will depend first on whether  
10 fiber connections have been deployed. Verizon’s position that it will not commit to  
11 upgrade more of Frontier’s copper network to fiber, other than covered by Frontier’s  
12 receipt of RDOF or similar federal or state funds, presents a future risk to Frontier  
13 consumers who depend on voice service provisioned only over copper. If Verizon were to  
14 turn off or “decommission” copper networks in California despite the lack of replacement  
15 fiber connections or identification of adequate alternatives, it would put the now-Verizon  
16 ILEC’s consumers at risk of loss of basic telephone service, in conflict with the COLR  
17 obligation. Verizon’s silence on this subject should concern the Commission.

18 **X. FINANCIAL BENEFITS FROM THE PROPOSED TRANSACTION**

19 **Q.63: How does Verizon state it will improve the financial condition of Frontier**  
20 **Communications if the proposed transaction is approved?**

21 A.63: Verizon references Frontier’s Building Gigabit America plan emerging from bankruptcy  
22 and indicates Frontier spent more than \$1.9 billion in California to deploy fiber to more  
23 than 500,000 locations. Verizon states Frontier’s debt levels may place limitations on

1 Frontier’s ability to aggressively continue its fiber expansion after 2026.<sup>152</sup> Verizon  
2 states it has a large market capitalization, large revenues, and large free cash flow and  
3 that it will “leverage[e] its significant financial strength, capital resources ... [to] build on  
4 Frontier’s post-bankruptcy efforts to deliver better service, increase value and offer more  
5 choice to current Frontier customers.”<sup>153</sup>

6 **Q.64: Does Verizon extend this discussion to include specific commitments to applying**  
7 **these capital resources and financial strength to extending the broadband footprint**  
8 **in Frontier’s service areas in California?**

9 A.64: No, Verizon makes no specific commitments to further deploy broadband in California.  
10 Verizon states it “will continue to look for opportunities to accelerate its ongoing Fios  
11 builds”<sup>154</sup> but says nothing specific regarding further broadband deployment in Frontier’s  
12 service areas in California. Verizon states “expanding Verizon’s fiber footprint is  
13 important to the company” but provides no specific commitment to expand that fiber  
14 footprint in Frontier’s service areas in California to provide Frontier consumers the  
15 advantage of Verizon’s financial strength and resources. Verizon claims financial  
16 strength as a benefit leading to increased fiber network deployment yet misses the  
17 obvious opportunity to state what that financial strength will mean in tangible terms for  
18 Frontier consumers in California. Specific, concrete, measurable and enforceable  
19 commitments are necessary here consistent with Verizon’s observation that the  
20 transaction provides financial resources to provide public benefit, and to meet the

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<sup>152</sup> Joint Application, page 3-4.

<sup>153</sup> Panel Testimony (Vasington), page 8, lines 17-23.

<sup>154</sup> Panel Testimony (Vasington), page 7, line 13.

1 Commission’s ESJ principles and goals in rural and low-income areas, among other  
2 things.

3 **XI. SHORT TERM AND LONG-TERM ECONOMIC BENEFITS TO RATEPAYERS**

4 **Q.65: Please summarize your understanding of the short term and long term benefits the**  
5 **Joint Applicants state will occur for Frontier ratepayers if the proposed transaction**  
6 **is approved.**

7 A.65: Verizon states it will offer its service plans to current Frontier customers as a result of the  
8 proposed transaction, including its voluntary, nationwide low-income broadband plan  
9 (Verizon Forward) and bundled service options.<sup>155</sup> “Consumers in the Frontier territories  
10 will have access to the full range of Verizon service plans *for which they are eligible*.”<sup>156</sup>  
11 Verizon states Verizon Forward customers can take the same services available to all  
12 customers. Verizon allows personalization of plan features and components within the  
13 broadband service bundle with added amenities and expanded choices including different  
14 content choices and certain forms of free Wi-Fi.<sup>157</sup> Verizon discounts bundles of home  
15 broadband (fiber or FWA), mobile wireless and other services offering savings up to  
16 \$300 per year, adding that these bundles are highly rated in the industry.<sup>158</sup> Frontier is  
17 not able to offer a bundle that includes mobile wireless services. Verizon states it will  
18 offer consistent pricing rather than offering introductory rates for new customers.  
19 Verizon states “the Transaction will be seamless to Frontier’s customers.”<sup>159</sup> Finally,

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<sup>155</sup> Joint Application, page 10.

<sup>156</sup> Panel Testimony (Vasington), page 30, lines 18-21 (*emphasis added*).

<sup>157</sup> Joint Application, page 12.

<sup>158</sup> Joint Application, page 12.

<sup>159</sup> Panel Testimony (Vasington), page 33, line 10.

1 Verizon indicates it “will utilize its innovative tools and technologies to further improve  
2 Frontier’s network reliability by deploying systems that aim to identify network problems  
3 on a prospective basis and resolve them rapidly if they do occur.”<sup>160</sup>

4 **Q.66: Is the Verizon Forward broadband low-income plan beneficial?**

5 A.66: Yes. I applaud the fact that, in the wake of the termination of the FCC’s Affordable  
6 Connectivity Benefit, Verizon stepped up to voluntarily create its own Verizon Forward  
7 program to offer qualifying low-income households discounted broadband service. It  
8 certainly is beneficial for those eligible customers that have access to fiber broadband  
9 service or certain Verizon Wireless internet access services at a reduced cost. However,  
10 it should be noted that it is only available where a broadband connection (fiber or FWA)  
11 is available.<sup>161</sup> Verizon Forward benefits will not be available to consumers served by  
12 copper network facilities or outside 4G LTE or 5G coverage areas until those facilities  
13 are upgraded to fiber or FWA. Also, it should be noted that Frontier presently offers  
14 broadband plans to qualifying low-income households – Frontier Fundamental Simply  
15 Internet and Affordable Broadband.<sup>162</sup> Frontier also committed to participating in  
16 California and federal lifeline programs as part of award of Federal Funding Account  
17 grants from the CPUC.<sup>163</sup> These considerations limit the incremental benefit to Frontier

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<sup>160</sup> Joint Application, page 13.

<sup>161</sup> Exh. DB-23 (Verizon Response to TURN DR 2.18), where it states “Verizon Forward is available to Fios Internet and FWA customers who meet the eligibility criteria.”

<sup>162</sup> Panel Testimony (Vasington), page 31, footnote 28.

<sup>163</sup> See for example, Resolution T-17833, Approves ten applications for grants up to \$95,172,296, from the Last Mile Federal Funding Account in Alpine, Modoc, Riverside, Santa Barbara, and Tulare counties, providing service to 13,585 unserved locations, August 22, 2014. Appendix N indicates Frontier offers a low-income plan for \$29.99 per month for 100/100 Mbps.

1 consumers in California service areas. Ms. Ashley Salas addresses lifeline matters more  
2 broadly in her testimony on behalf of TURN.

3 **Q.67: Verizon states new and existing customers in Frontier territories “will benefit from**  
4 **added amenities and expanded choices”<sup>164</sup> as well as bundled service options. Does**  
5 **this provide a substantial public benefit for consumers in Frontier’s service areas in**  
6 **California?**

7 A.67: The benefit is limited by the reach of broadband facilities. Verizon projects that Frontier  
8 customers might benefit post-transaction from new bundling options that could provide  
9 savings of about \$300 per year.<sup>165</sup> The Frontier customer who already has a Frontier fiber  
10 connection would be able to switch wireless carriers to Verizon (or add existing Verizon  
11 wireless service) to create a bundle for savings, according to Verizon. However, the  
12 actual realizable benefit to Frontier customers in California is limited by the reach of  
13 fiber optic broadband deployed in California by Frontier and Verizon, and by the reach of  
14 Verizon Fixed Wireless Access which requires 5G or 4G LTE capacity and speeds.  
15 Verizon’s projected multi-service bundle and estimate of annual “savings” would not  
16 benefit customers who cannot take the bundle option.

17 Frontier customers who are served by copper facilities – and thus cannot have a  
18 fiber optic internet service eligible for bundling – would not benefit from these bundling  
19 options. These Frontier customers (locations without fiber in California estimated below)  
20 will not be unable to purchase the services individually at full price, making the prospect  
21 of savings from the purchase of a bundle an illusory benefit for many. Further, the size of

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<sup>164</sup> Panel Testimony (Vasington), page 33, line 2.

<sup>165</sup> Panel Testimony (Vasington), page 32, line 23.

1 any benefit from bundling wireless and fiber optic internet access is limited by both the  
2 reach of current and any planned fiber facilities in Frontier’s California operations, as  
3 well as the reach of Verizon’s 5G and 4G LTE service coverage. Verizon has not  
4 demonstrated that this level of wireless service and coverage extends to those Frontier  
5 customers in California that have fiber optic internet service available. Verizon’s premise  
6 of \$300 of annual savings from bundling presumes the availability of both types of  
7 service. Any public benefit from the proposed transaction for Frontier subscribers in  
8 California from Verizon’s service plans and bundling options is limited by these factors –  
9 unless and until Verizon commits to expanding Frontier’s fiber footprint and does so on  
10 an expeditious schedule.

11 **Q.68: How many locations in Frontier’s California service areas are not passed by**  
12 **Frontier fiber optic facilities?**

13 A.68: This can be calculated from Frontier’s responses to Cal Advocates DRs 3.21<sup>166</sup>, 3.22<sup>167</sup>,  
14 3.23<sup>168</sup> and 3.24<sup>169</sup> where it provides the total number of subscriber locations passed by  
15 Frontier’s facilities (all services, all technologies), for each of its three California ILECs  
16 in response to Cal Advocates DRs 3.21<sup>170</sup> and 3.22<sup>171</sup>, and the total number of subscriber

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<sup>166</sup> Exh. DB-9-FR-C (Frontier Response to Cal Advocates DR 3.21).

<sup>167</sup> Exh. DB-10-FR-C (Frontier Response to Cal Advocates DR 3.22).

<sup>168</sup> Exh. DB-11-FR-C (Frontier Response to Cal Advocates DR 3.23).

<sup>169</sup> Exh. DB-12-FR-C (Frontier Response to Cal Advocates DR 3.24).

<sup>170</sup> Exh. DB-9-FR-C (Frontier Response to Cal Advocates DR 3.21).

<sup>171</sup> Exh. DB-10-FR-C (Frontier Response to Cal Advocates DR 3.22).

1 locations passed by Frontier’s fiber optic facilities, for each of its three California ILECs  
2 in response to Cal Advocates DRs 3.23<sup>172</sup> and 3.24<sup>173</sup>, as of December 31, 2024.

3 The percentage of residential locations passed by fiber optic facilities is indicated to be:

4 **[BEGIN FRONTIER CONFIDENTIAL]**

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5 **[END FRONTIER CONFIDENTIAL]**

6 The percentage of non-residential locations passed by fiber optic facilities is indicated to  
7 be:

8 **[BEGIN FRONTIER CONFIDENTIAL]**

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9 **[END FRONTIER CONFIDENTIAL]**

## 10 XII. NECESSARY MITIGATION MEASURES AND ENFORCEMENT

11 **Q.69: Has Verizon proposed any enforceable commitments to prevent or mitigate adverse**  
12 **consequences from the proposed transaction?**

13 A.69: No. Verizon consistently throughout its testimony states that no conditions are necessary  
14 or appropriate for the proposed transaction.

15 **Q.70: In your review of the proposed transaction have you identified conditions to the**  
16 **proposed transaction that you recommend the Commission consider?**

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<sup>172</sup> Exh. DB-11-FR-C (Frontier Response to Cal Advocates DR 3.23).

<sup>173</sup> Exh. DB-12-FR-C (Frontier Response to Cal Advocates DR 3.24).

1 A.70: Yes. Verizon’s claims of public benefit are general, not specific to California, and are  
2 aspirational rather than specific, measurable and enforceable commitments. The  
3 Commission required specific, measurable and enforceable conditions in Frontier’s  
4 bankruptcy emergence case. Although there were some issues, those conditions had  
5 some positive results including significant broadband deployment and significant effort to  
6 improve service in troubled wire centers. The Commission should not approve this  
7 proposed transaction without similar conditions. These conditions include:

- 8 1. Verizon shall build on Frontier’s achievements post-bankruptcy in  
9 creating a cutting-edge fiber network with a rapid and efficient fiber  
10 deployment model that is complementary to Verizon’s wireless network.  
11 Verizon should make specific, concrete, measurable and enforceable  
12 commitments to use its financial strength in California to deploy modern  
13 broadband facilities to additional locations in Frontier’s service area over a  
14 three-to-five-year period following closing of the transaction. This  
15 commitment should parallel the structure of the settlement agreement  
16 among Frontier, Cal Advocates, TURN and CWA in paragraph A.  
17 Expenditure Commitments (paragraphs 1 and 2), paragraph B. Service  
18 Improvement Commitments (paragraphs 3, 4, 5, 6, and 9), paragraph C.  
19 Broadband Services Expansion (paragraphs 17 as updated to current, 19 as  
20 updated to remove the Verizon Agreement commitments, detailed plan as  
21 required in paragraph 20, progress reports per paragraph 21, targeted  
22 expenditures as in paragraph 22 including use of Verizon’s backhaul

- 1 facilities for wireless service) and paragraph F. Miscellaneous provisions  
2 as deemed applicable.
- 3 2. Verizon should seek BEAD funds under applicable deadlines to deploy  
4 modern broadband facilities to additional location in California to help  
5 meet this commitment.
- 6 3. Verizon should produce its “in-depth network audit” to the Commission  
7 within six months of closing the transaction to identify trouble-prone wire  
8 centers and outside plant facilities with chronic troubles and investment  
9 plans to address and remedy those service quality troubles with  
10 maintenance and upgrades. This report shall include an assessment of  
11 Frontier’s “Copper Rehab Program” and identification of any steps, tools  
12 and processes and necessary increased funding Verizon will use to  
13 improve the program’s ability to deliver improved service quality to  
14 Frontier’s ratepayers. This audit and report shall include review,  
15 continuation, funding and improvement of the process used by Frontier to  
16 rank wire centers according to chronic troubles and out of service  
17 conditions to identify wire centers that are trouble prone and require  
18 capital and maintenance funding to meet the Commission’s service quality  
19 standards. Verizon shall report regularly to the Commission on service  
20 quality impacts from its management and improvement of the Copper  
21 Rehab Program and the troubled wire center ranking program using the  
22 Commissions’ GO 133D service quality metrics as updated by the  
23 Commission in its current proceeding. The Audit report shall also

1 consider and address paragraph B. Service Improvement Commitments  
2 (paragraphs 3, 4, 5, 6, and 9) of the settlement agreement among Frontier,  
3 Cal Advocates, TURN and CWA.

- 4 4. Verizon shall provide a proposal to the Commission within six months of  
5 closing on how and where Verizon’s experience with “green bonds” can  
6 be used appropriately in California to finance improvement of energy  
7 efficiency of its networks – particularly copper networks in rural areas.

8 **Q.71: The Conditions you propose to the Commission above references the settlement**  
9 **agreement from Frontier’s bankruptcy emergence reorganization case before the**  
10 **Commission. Does your reference to this settlement agreement indicate you believe**  
11 **Frontier has complied with the conditions in that settlement agreement?**

12 A.71: No. I used the settlement conditions from the previous settlement for purposes of  
13 structure. The structure of the previous settlement addresses matters that remain crucial  
14 for the Commission to address to ensure that the proposed transaction results in public  
15 benefit for Frontier’s ratepayers in California. There may still be some concerns  
16 regarding Frontier’s compliance with the previous settlement that should be addressed by  
17 the Commission in this matter notwithstanding my use of the structure of the previous  
18 settlement for my recommendations.

19 **Q.72: Does this conclude your Direct Testimony?**

20 A.72: Yes.

**EXHIBIT DB-1**

### **General**

Mr. Brevitz is an independent regulatory consultant with decades of experience in national regulation of public utilities, state regulation of public utilities, regulatory policy at the state commission level, determination of just, reasonable and non-discriminatory rates, and determination of revenue requirements in regulatory proceedings. Mr. Brevitz has significant experience in a wide variety of utility regulatory matters including financial, industry and technical analysis of proposed mergers and acquisitions in light of net benefit to the public regulatory standards, utility bankruptcy reorganizations, competition policy and economic analysis, broadband internet access, affiliate service charges and contracts and related cost allocations, cost allocations and revenue requirements, wholesale and retail service quality metrics and measurements. Mr. Brevitz's consulting practice focuses on technical assistance to state utility commissions, consumer advocate offices and organizations, state attorneys general offices, and national telecommunications regulatory bodies.

### **Professional Designations**

Mr. Brevitz achieved designation as **Chartered Financial Analyst** from the CFA Institute (formerly the Institute of Chartered Financial Analysts) in 1984. The CFA Institute is the organization which has defined and organized a body of knowledge important for all investment professionals. The general areas of knowledge are ethical and professional standards, accounting, statistics and analysis, economics, fixed income securities, equity securities, and portfolio management.

Mr. Brevitz has been designated as a **Senior Fellow** by the Public Utility Research Center at the University of Florida. This designation is reserved for knowledgeable and experienced professionals who foster strong ties to academia, industry, and government, who embody PURC's values of respect, integrity, effectiveness and expertise, and who support PURC's mission to contribute to the development and availability of efficient utility services through research, education, and service. Mr. Brevitz regularly lectured at PURC's semi-annual Utility Regulation and Strategy Training Programs at the University of Florida. These programs are a collaboration between PURC and the World Bank to provide comprehensive training in utility practices for commissioners and staff of national utility regulatory agencies across the world.

### **Work History and Recent Relevant Experience**

#### **Brevitz Consulting Services**

- **October 2024 to Present – California Public Utilities Commission Consideration of the Joint Application of Verizon Communications and Frontier Communications for Approval of Transfer of Control:** Mr. Brevitz is assisting The Utility Reform Network in its participation in proceeding A.24-10-006 by providing expert consulting services the extent to which the proposed merger and acquisition of Frontier Communications by Verizon Communications meets the requirements of Section 854 of the Public Utility Code or otherwise requires mitigation or modification to earn Commission approval.
- **September 2024 to Present – California Public Utilities Commission Consideration of Changes to the Commission's Carrier of Last Resort Rules:** Mr. Brevitz is supporting The Utility Reform Network submission of proposals for change to the Commission's carrier of last resort rules in Rulemaking 24-06-012 as prompted in part by AT&T Communications'

application to be relieved of its COLR obligations and associated tariff obligations. Mr. Brevitz has assisted the TURN team in drafting portions of three sets of comments in the Rulemaking including the definition of “basic service”.

- **July 2023 to February 2024 – Performance Audit of the Kansas 911 System:** Brevitz Consulting Services performed an Audit of the Kansas 911 System under K.S.A. 12-5377(c), which requires an audit of the 911 system at least once every five years to determine the status of 911 service implementation, whether the moneys received by PSAPs are being used appropriately, and whether the amount of moneys collected through the act are adequate. The Performance Audit Report was provided to the Legislature’s Post Audit Committee and to other House and Senate Utilities committees based on subject area jurisdiction, where Mr. Brevitz presented the Audit Report.
- **June 2023 to Current – CenturyLink/Lumen (CTL) Request for Competitive Classification and modified Alternative Form of Regulation (AFOR):** Mr. Brevitz provided expert services to the Washington Attorney General’s Public Counsel Unit (PCU) regarding CenturyLink’s request for competitive classification based on statutory factors the Washington Utilities and Transportation Commission must consider, proposed by CTL to replace its present AFOR. CenturyLink/Lumen combines the former Qwest territories with United Telephone and CenturyLink territories and thus serves most of the state’s rural and urban population. Mr. Brevitz evaluated the company’s Competition Study to consider whether the company’s services are subject to effective competition, whether customers have reasonable alternatives in the event the company withdraws service, and whether the company has a captive customer base. This evaluation addressed crucial issues regarding definition of the “relevant market” based on both geographic and product/service dimensions including whether wireless service is a “comparable substitute” for landline service. Mr. Brevitz presented testimony to the Commission on behalf of PCU urging the Commission to reject the proposed settlement between CTL and WUTC staff. The Commission adopted the reasoning in this testimony to reject the proposed settlement. The parties are presently attempting to reach a revised settlement to account for the Commission’s concerns expressed in its Order.
- **August 2022 – March 2023 – Expert Witness Services for Brightridge Communications:** Mr. Brevitz provided expert witness services to Brightridge Communications including a Report filed in the US District Court for the Eastern District of Tennessee in Brightridge’s complaint against CenturyLink. The complaint stemmed from Brightridge’s placement of fiber optic cables on joint use utility poles in the Brightridge service area which are subject to a Joint Use Agreement executed in 1980. The Report included a review of industry documents and technology contemporaneous to the 1980 agreement, telephone technology being placed at that time by rural independent telephone companies, and provisions of the Joint Use Agreement which permit Brightridge to place fiber optic cables on joint use poles.
- **August 2022 to May 2023 – Request for Approval of Distribution Rate Increase and Rate Design Changes by Central Maine Power Company:** on behalf of the Maine Office of Public Advocate Mr. Brevitz led an audit team which reviewed the testimony and rate case filing by Central Maine Power, propounded and analyzed company responses to information requests, participated in Commission Technical Conferences and produced prefiled testimony on the subjects of pole attachment costs and revenues, broadband programs, proper regulatory treatment and allocation of affiliated interest costs and charges, and response to proposed future

recovery of capital expenditures under certain adjustment mechanisms and programs. These included a proposed capital adjustment mechanism for EV Charger projects, Energy Storage projects, TOU metering system upgrades, Active Network Management, distributed energy resources costs and other capital investment items and initiatives.

- **April 2022 to August 2022 – Investigation of Central Maine Power Company Management Issues and Related Ratemaking and Performance Incentive Mechanisms:** on behalf of the Maine Office of Public Advocate Mr. Brevitz led an audit team which reviewed Avangrid testimony in the matter, prepared information requests and evaluated the responses, and participated in the Maine Public Utilities Commission’s Technical Conference. Subjects included close review and update of the Liberty Report, issues regarding affiliate transactions and charges, service quality, operational metrics, and capital budgeting. This proceeding was paused during the pendency of CMP’s rate case filing.
- **2012 to Current – Strategic Broadband Planning for Cities, Counties and other Local Stakeholders:** as a subcontractor for Magellan Advisors (now Entrust Solutions) and on behalf of numerous local government clients Mr. Brevitz performs a variety of tasks including project management, policy analysis related to 5G deployment, broadband policy analysis, community needs assessment and stakeholder engagement, business models for broadband infrastructure deployment, broadband and infrastructure funding, financial projections and writing broadband strategic plans.
- **December 2021 – March 2022 – Strategic Broadband Plan for the State of Florida:** on behalf of the Public Utilities Research Center at the University of Florida Mr. Brevitz is a member of a team contracted by the State of Florida’s Office of Broadband to create a strategic broadband plan for the state which will be used to direct state and federal broadband funding. As a member of the team Mr. Brevitz has interviewed numerous local officials and stakeholders regarding barriers to broadband deployment and the local status of broadband, evaluated various broadband technologies deployed in Florida, considered strategies and actions to remove barriers to broadband availability and adoption, and strategies to foster collaboration and cooperation among local and state stakeholders to expand broadband availability. The strategic broadband plan will be provided to the Florida Office of Broadband in May for its submission to the Florida Legislature and Governor in June.
- **August 2020 to December 2020 – Evaluation of Frontier Application for Approval of Corporate Reorganization out of Bankruptcy on behalf of TURN:** Mr. Brevitz assisted TURN in assessing Frontier Communications Corporation’s application for approval of its corporate restructuring out of bankruptcy (Application 20-05-010). Mr. Brevitz’s testimony on behalf of TURN addressed Frontier’s financial condition, and financial modeling and projections, Frontier’s network infrastructure, capital expenditure capacity and plans for broadband deployment, quality of service concerns, ownership and governance concerns, and Frontier’s “virtual separation” plans. Mr. Brevitz assisted TURN counsel in the negotiation of a stipulation to address intervenor concerns which the Commission ultimately largely accepted.
- **August 2020 – Review of Proposed Telecommunications Licenses, Laws and Regulations of the Telecommunications Agency, Government of Guyana:** Mr. Brevitz assisted the Public Utility Research Center at University of Florida in assessing service quality, regulation of accounting, universal service obligations, quality of service, interconnection and number

portability through licensing of telecommunications providers, setting regulatory fees and other matters related to licensing of telecommunications providers by the Government of Guyana. Mr. Brevitz drafted sections of the report which was delivered to the Telecommunications Agency by PURC.

- **March – May, 2020 – Big Rivers Electric Cooperative (BREC) Application for Approval To Modify Its MRSM Tariff, Cease Deferring Depreciation Expenses, Establish Regulatory Assets, and Amortize Regulatory Assets:** Mr. Brevitz assisted the Kentucky Attorney General’s Office of Rate Intervention in analyzing proposed inclusion in rate base and revenue requirements of several items which had been deferred pursuant to BREC’s “Load Loss Mitigation Plan”, including costs of several power plants no longer “used and useful” for revenue requirements purposes. Mr. Brevitz also analyzed the interest savings from achieving investment grade credit ratings which BREC averred would occur in the future. The case was resolved by stipulation among the parties.
- **May, 2019 to February 2020 – Maine Water Company Acquisition by SJW Group and Emera Maine Acquisition by ENMAX Corporation:** Mr. Brevitz assisted the Maine Office of the Public Advocate by analyzing the complex financial and operational considerations associated with these two proposed mergers under the Maine Statutes which require demonstration of “net benefit” to consumers served by the public utility, from the proposed merger transaction. Mr. Brevitz has filed direct testimony as required in each of the cases and participated in technical conferences and settlement discussions in each case to identify conditions which may be necessary or appropriate for any Maine PUC approval of the proposed transactions.
- **November, 2019 – PURC Coursework Delivered to the Regulatory Authority of Bermuda, Hamilton, Bermuda:** on behalf of the Public Utility Research Center at the University of Florida, Dr. Ted Kury and Mr. Brevitz presented courses to commissioners, directors and staff of the Regulatory Authority of Bermuda as well as officials from ministries and the Department of Public Works. Mr. Brevitz’s subjects were Fundamentals of Regulatory Systems, Strategies and Key Lessons in Strengthening the Organization, Evolution of ICT Networking, Pricing in ICT, Incentive Regulation and Price Cap Regulation, Case Study in Design and Implementation of Hybrid Systems, Non-price Aspects of Utility Regulation, Universal Service and Access Policies.
- **April, 2019 – PURC Coursework Delivered to the Uganda Communications Commission, Kampala, Uganda:** on behalf of the Public Utility Research Center at the University of Florida, Dr. Mark Jamison and David Brevitz presented course work to UCC Commissioners, UCC staff and members of Parliament on subjects pertaining to the UCC’s jurisdictional duties: telecommunications, postal services, broadcasting and radio spectrum. Mr. Brevitz’s subjects were Functioning of Economic Regulation, Competition in ICT Markets, Issues in Interconnection and Service Quality, Regulations for Content, Competition in Postal Service, Common Carrier Obligations for Postal Services, Case Studies on Markets with Weak Competition, Net Neutrality and Over the Top Services, and Use of Regulatory Sandboxes to Address Convergence Issues.

- **December 2018 – PURC Coursework Delivered to National Broadcasting and Telecommunications Commission of Thailand, Bangkok Thailand:** on behalf of the Public Utility Research Center at the University of Florida, Dr. Mark Jamison and Mr. Brevitz presented courses to staff of the NBTC. Mr. Brevitz's subjects were Market Competition Fundamentals, Issues in Interconnection and Facility Access, Retail Price Controls, Universal Service and Access Policies, and Internet of Things.
- **August 2018 – December 2018 – Maine Water Company:** Mr. Brevitz assisted the Maine Office of Public Advocate in assessing whether the proposed merger of SJW Group and Maine Water Company's parent – Connecticut Water Service if approved by the Maine Public Utilities Commission would result in total benefits flowing from the transaction are equal to or greater than the detriments or risks resulting from the transaction for both ratepayers and shareholders. Concerns were raised regarding implications of the proposed merger on MWC capital structure, financing and credit ratings, cost allocations and transaction costs and their recovery from ratepayers. The proposed merger was ultimately withdrawn by the Joint Applicants.
- **June 2018 to February 2019 – Performance Audit of the Kansas 911 System:** Brevitz Consulting Services performed an Audit of the Kansas 911 System under K.S.A. 12-5377(c), which requires an audit of the 911 system at least once every five years to determine the status of 911 service implementation, whether the moneys received by PSAPs are being used appropriately, and whether the amount of moneys collected through the act are adequate. The Performance Audit Report was provided to the Legislature's Post Audit Committee, and to the Senate and House Utilities committees based on subject area jurisdiction.
- **January 2017 – May 2017 – Consolidated Communications Request for Approval of Reorganization:** On behalf of the Maine Office of the Public Advocate Mr. Brevitz provided Direct Testimony before the Maine Public Utilities Commission regarding Consolidated Communications' proposed acquisition of FairPoint Communications. This testimony assessed whether the Joint Applicants demonstrated that there was "no net harm" to ratepayers. The testimony provided analysis of the Joint Applicants' financial modeling and projections, financial metrics and financing costs, Consolidated's due diligence investigations, and the Maine network and service quality.
- **May 2017 – February 2018, Legal and Regulatory Services to the Eastern Caribbean Telecommunications Authority:** Mr. Brevitz provided legal and regulatory support in evaluation of regulatory instruments to address the challenges posed in the ECTEL Contracting States by the merger of Columbus International plc and Cable & Wireless Communications, combined under the same brand name "FLOW", and subsequent acquisition of that entity by Liberty Global, and the effects of those mergers and acquisition on the now wholly-owned subsidiaries operating in the ECTEL Contracting States of Grenada, St. Vincent and the Grenadines, and Saint Lucia.
- **January 2015 to Present, Review of Refinancing/Reorganization Applications before the Maine Public Utilities Commission on behalf of the Maine Office of Public Advocate:** Mr. Brevitz has provided various financial and technical analyses of the Acquisition of Maine Water Company by SJW Group in Docket No. 2018-00112; Oxford Networks Refinancing application in Case No. 2016-00142; FairPoint Provider of Last Resort Service Quality Indices in Case Nos. 2014-00376 and 2016-00175; FairPoint's proposed new CLEC operation; the Gas Natural

Inc./Bangor Natural Gas reorganization and refinancing in Case No. 2016-00030; and the Gas Natural Inc./First Reserve Merger in Case No. 2016-00282.

- **July 2015 to January 2016, Rural Local Exchange Company Revenue Requirement and Rate of Return Issues, Utah Office of Consumer Services:** Mr. Brevitz assisted the OCS in examination of RLEC revenue requirement and rate of return issues to ensure prudent use of Utah Universal Service Funds (UUSF), and that by extension the UUSF statewide assessment is appropriate and cost based. Mr. Brevitz provided analysis and testimony regarding the appropriate return on equity and overall rate of return to be used in three separate cases before the Utah Public Service Commission to determine revenue requirements for UUSF purposes.
- **June – December 2015, Analysis and Testimony on Behalf of The Utility Reform Network Regarding the Proposed Acquisition of Verizon Local Exchange Operations in California by Frontier Communications:** On behalf of TURN, Mr. Brevitz analyzed filing information, data request responses, Verizon and Frontier SEC filings and information, and other industry information regarding the transaction proposed by Frontier Communications and Verizon-California to sell Verizon California's incumbent local exchange lines of business and related assets to Frontier Communications. Mr. Brevitz provided Direct and Surrebuttal testimonies to evaluate the proposed transaction against statutory criteria in Section 854(b) of the Public Utilities Code in California. In particular, Mr. Brevitz evaluated the evolution and development of the proposed transaction, Frontier's risk profile, transaction financing, financial modeling and projections associated with the proposed transaction, Frontier revenues, competition and growth prospects, the proposed transactions impact on the Commission's ability to regulate effectively, employee transfer matters, and presence of mitigation measures to prevent significant adverse consequences.
- **March - April 2015, Communications Coursework Delivered to Uganda Communications Commission for PURC:** Mr. Brevitz developed and delivered course content for the Uganda Communications Commission as part of a training program delivered by the University of Florida's Public Utility Research Center. The coursework addressed Interconnection Strategies and Pricing (Economics of interconnection pricing, interconnection laws, and methods of managing disputes); Service Quality in Telecommunications (quality parameters, relative importance of quality measurements, and enforcement strategies); Regulations for Content (models for content regulation and enforcement, industry and customer strategies, content and net neutrality, must carry and other access issues); Competition on Postal Services (forms of competition, economics, and downstream access); and Common Carrier Obligations for Postal Services (service quality assurance, frequency of collection and delivery, coverage requirements, access points, and enforcement).
- **March 2012 to January 2016, Rural Local Exchange Company Revenue Requirement Issues, Utah Office of Consumer Services:** Mr. Brevitz assisted the OCS in examination of RLEC revenue requirement issues to ensure prudent use of Utah Universal Service Funds, and that by extension the UUSF statewide assessment is appropriate and cost based. Mr. Brevitz reviewed and analyzed issues such as employee and officer compensation issues; allocations between regulated and non-regulated operations; affiliate and related party transactions; implications and impacts of the FCC's Mega-Order on intercarrier compensation and the Federal Universal Service Fund; and appropriate state regulatory treatment of expenditures for Fiber to the Home programs.

- **December 2013 to August 2014 – FairPoint Communications Request for MUSF Support, Maine Office of Public Advocate:** Mr. Brevitz led the project team to assess on behalf of the Public Advocate FairPoint’s proposal to obtain \$67 million in new, original funding from the Maine Universal Service Fund. Mr. Brevitz provided extensive testimony on the subjects of the transition of the network to Internet Protocol, FairPoint’s network technology, FairPoint’s business segment and revenue strategies, FairPoint’s organization and history in Northern New England, FairPoint’s development of and cutover to back office support systems, FairPoint’s financial history and current financial structure as well as certain revenue requirement adjustments.
- **September 2013 – February 2014, Big Rivers Electric Corporation Alcan Rate Case, Kentucky Office of Attorney General:** On behalf of the Kentucky Attorney General’s Office of Rate Intervention, Mr. Brevitz provided direct testimony before the Kentucky Public Service Commission addressing the regulatory issues and difficult transition period caused by departure of two aluminum smelters comprising 70% of BREC’s load. Mr. Brevitz addressed BREC’s debt leverage, BREC’s Corrective Plan with the RUS, BREC’s Load Concentration and Mitigation Plan, BREC’s financial projections, and BREC’s mission. Mr. Brevitz assisted in the presentation of a Member Benefit Analysis based on Net Present Value techniques, and provided recommendation that costs of excess capacity be disallowed based on the nexus of “used and useful” regulatory requirements and the Commission’s duty to set fair, just and reasonable rates.
- **January – August, 2013, Big Rivers Electric Corporation Century Aluminum Rate Case, Kentucky Office of Attorney General:** On behalf of the Kentucky Attorney General’s Office of Rate Intervention, Mr. Brevitz provided direct testimony before the Kentucky Public Service Commission addressing the regulatory issues and difficult transition period caused by departure of two aluminum smelters comprising 70% of BREC’s load. Mr. Brevitz addressed BREC’s debt leverage, BREC’s Corrective Plan with the RUS, BREC’s Load Concentration and Mitigation Plan, BREC’s financial projections, and BREC’s mission. Mr. Brevitz provided recommendation that costs of excess capacity be disallowed based on the nexus of “used and useful” regulatory requirements and the Commission’s duty to set fair, just and reasonable rates.
- **May – August, 2012, Investigation into Service Standards Relating to Provider of Last Resort Service Pursuant to P.L. 2011, Ch. 623, Section A-23, on behalf of the Maine Office of Public Advocate:** Mr. Brevitz provided testimony in Docket No. 2012-00173 to analyze and address appropriate service quality standards for FairPoint Communications’ Provider of Last Resort service, as required by the Maine Legislature’s passage of “An Act to Reform Telecommunications Regulation”. In particular, Mr. Brevitz provided recommendations to the Commission regarding which service standards should be retained as applicable to “POLR service”, as well as establishment of performance benchmarks and financial amounts to be “at risk”.
- **March 2012 to June 2013, Kansas Statewide Broadband Initiatives, Department of Commerce:** Mr. Brevitz assisted the Kansas Department of Commerce’s Kansas Statewide Broadband Initiative’s Broadband Mapping effort under NTIA auspices. Mr. Brevitz worked with the University of Kansas’s Data Access and Support Center and provided expertise and assistance in the areas of broadband research and analysis, service provider relations, data

collection, data validation and verification, best practices, and overcoming challenges and barriers.

- **August 2011 to June 2013, Utilities Division Staff, Kansas Corporation Commission:** Mr. Brevitz assisted KCC staff and the Commission in assessing policy and financial impacts on Kansas rural Local Exchange Carriers, larger Price Cap carriers and Kansas consumers of the FCC's actions regarding the Federal Universal Service Fund and Intercarrier Compensation, which culminated in the FCC's November 18, 2011 Report and Order. Mr. Brevitz also evaluated revenue requirement and policy issues pertaining to rural Local Exchange Carriers of management compensation, use of RUS loan funds for Fiber to the Home, how Kansas Universal Service Funds are expended, and questions regarding RLEC affiliates and subsidiary relationships. Mr. Brevitz also analyzed broadband deployment in Kansas through the FCC Form 477 data filed by each service provider in the state twice a year.
- **October 2011 to December 2011, Vermont E911 Board:** Mr. Brevitz performed an analysis of Vermont rural local exchange carrier and FairPoint Communications tariffs and charges for E911 service elements to the Vermont E911 Board, as compared to tariffs and charges for the same elements in the remaining 49 states. The analysis was provided in a Report which identified "best practices" in E911 tariffing and charges and estimated the cost savings to the Vermont E911 Board and Vermont citizens from adopting these best practices.
- **July 2010 to February 2011, Project Leader, Florida Statewide Strategic Broadband Planning:** Mr. Brevitz led the Public Utility Research Center project team to study government use of broadband capabilities, study assets and services used by government in Florida for broadband capability, and recommend options for the State of Florida to optimize use of government fiber optic and other assets, from a State of Florida enterprise perspective, for current and future broadband capabilities needed by governmental entities. The project culminated in the report on "Strategic Planning for Florida Governmental Broadband Capabilities" containing analysis and options provided to Florida policymakers, available at:  
  
[http://bear.warrington.ufl.edu/centers/purc/docs/papers/1111\\_Brevitz\\_Strategic\\_Planning\\_for.pdf](http://bear.warrington.ufl.edu/centers/purc/docs/papers/1111_Brevitz_Strategic_Planning_for.pdf)
- **February 2010 to December 2012, Statewide Toll Free Calling Plan Proposal:** Mr. Brevitz assisted AARP in review of the proposed Statewide Toll Free Calling Plan rules before the Oklahoma Corporation Commission to draft and provide comments on the proposed rules on behalf of AARP. The proposed rules would significantly change intrastate intercarrier compensation (including elimination of access charges), eliminate long distance charges on consumers' bills (including Wide Area Calling Plans), revise facilities and signaling arrangements, and implement a telephone number-based assessment methodology.
- **March, 2008 to January 2011, FairPoint Communications Financial Monitoring docket:** Mr. Brevitz assisted the Maine Office of Public Advocate before the Maine Public Utilities Commission in Docket No. 2008-108 in monitoring compliance by FairPoint with financial and other commitments required by the PUC's conditional approval of the Verizon/FairPoint transaction. Mr. Brevitz also assisted OPA in other matters that arise from time to time pertaining to FairPoint, such as request for waiver of provisions of FairPoint's Performance Assurance Plan, and particularly operational and service quality problems caused by lack of proper performance of FairPoint's new Operational Support Systems (OSS), other back office systems and supporting business practices.

- **September 2006 to February 2013, Nevada Office of Attorney General, Bureau of Consumer Protection, Various Telecommunications Regulatory and Cost Recovery Plans:** Mr. Brevitz provided assistance to the Bureau of Consumer Protection regarding telecommunications matters generally, which include legislative proposals, merger and acquisition proposals, requests to increase rates for basic services, performance measurement and incentive plans, proposals to reclassify individual services as discretionary or competitive, proposals to introduce new services, requests to be designated as an Eligible Telecommunications Carrier (ETC), and other matters.
- **October 2009 to January 2011, FairPoint Communications Bankruptcy Proceeding:** Mr. Brevitz assisted the Maine Office of Public Advocate regarding the bankruptcy filing by FairPoint Communications in the US Bankruptcy Court (NY, NY). Mr. Brevitz reviewed filings by the company and parties to the proceeding, as well as financial and operational information pertaining to FairPoint's proposed reorganization.
- **January 1999 to June 2015, Kansas Corporation Commission Advisory Staff:** Mr. Brevitz served as advisor to the Commissioners on a variety of telecommunications technical and policy matters. Mr. Brevitz also served as advisor on electric industry matters, including cases involving structure/restructure of Westar Energy and Aquila.
- **March 2009 to June 2009, Nevada Office of Attorney General, Bureau of Consumer Protection:** Mr. Brevitz assisted the BCP in its review and assessment of AT&T Nevada's Performance Measurement Plan and related Performance Incentives Plan, and changes proposed by AT&T to the Plans. The Plans are designed by the Commission to be self-executing and to encourage competition and discourage discriminatory conduct.
- **February 2009 to June 2009, USAID Capacity Assessment and Development for the Department of Public Services Regulatory Commission of Armenia:** Mr. Brevitz was team leader for the project to conduct a telecom sector strategic analysis, legal and regulatory assessment, and human and institutional capacity assessment for the PSRC in Armenia, under the auspices of USAID and the Academy for Educational Development. The team consisted of three experts from the US, and local experts in Armenia. The team delivered a comprehensive Final Report to AED and USAID on May 31, 2009, which addressed government's plan for IT sector development, market structure and technological potential, the current telecommunications law and regulatory environment, current regulatory performance and priorities, overlapping responsibilities, performance gaps, and human and institutional capacity assessment regarding areas including independence, accountability, transparency, institutional characteristics, organizational structure, and financing and budget.
- **February 2009, Presentation to 36<sup>th</sup> PURC Annual Conference:** Mr. Brevitz presented on the subject of "Telecommunications Competition: Where is it and Where is it Going?" The presentation at the Public Utility Research Center, University of Florida, assessed market structure and the competitiveness of telecommunications markets from a consumer perspective.
- **December 2008 to June 2009, Kansas Corporation Commission Staff:** Mr. Brevitz assisted the Kansas Corporation Commission Utilities Division staff in Docket No. 08-GIMT-1023-GIT in its assessment of Sprint Nextel's petition to the Commission to bring Embarq's intrastate switched

access charges into parity with interstate rates. Mr. Brevitz filed testimony to assess Embarq's cost study in support of its intrastate switched access charges.

- **December 2008 to February 2010, Public Utilities Regulatory Authority of The Gambia:** Mr. Brevitz assisted the Public Utilities Regulatory Authority in The Gambia, under the auspices of the ITU, in the review of international wholesale and retail tariffs charged by the incumbent telecommunications company (GAMTEL) to mobile operators and retail customers to ensure that proposed rates are set at levels that are fair and not anticompetitive. Extensive individual consultations were held with stakeholders that culminated in further industry-wide consultations. In the course of this review, cost information for international wholesale and retail tariffs was reviewed and considered, retail rate benchmarking information was considered, the arrangement between GAMTEL and its affiliated mobile operator (GAMCEL) was reviewed vis-à-vis comparable arrangements with other mobile operators, and the results were provided in a consultative reports to PURA. Policy considerations based on enactment of the Information and Communications Act of 2008 were also addressed, especially including cost accounting and liberalization of the international gateway.
- **November 2008 to March 2009, Nevada Office of Attorney General, Bureau of Consumer Protection, Merger Application of Embarq and CenturyTel :** Mr. Brevitz provided assistance and testimony to the Bureau of Consumer Protection in the Embarq/CenturyTel merger case, addressing in filed testimony the subjects of financial viability, financial projections, debt leverage, synergies and customer benefits asserted to be associated with the proposed transaction. This case was resolved by stipulation among the parties.
- **November 2008, Presentation to NASUCA 2008 Annual Meeting:** Mr. Brevitz presented "Deregulation and Price Increases: the Hallmarks of a Competitive Market?" at the Annual Meeting in New Orleans, Louisiana, which addressed telecommunications market structure and the pattern of price increases following service deregulation.
- **May 2008 to September 2008, Unitil Corporation Acquisition of Northern Utilities:** Mr. Brevitz worked on behalf of the Maine Office of Public Advocate to address the financial, structural and transactional aspects of Unitil Corporation's proposed acquisition of NiSource's Northern Utilities gas distribution operations in Maine and New Hampshire, and also the Granite State Pipeline operation. Mr. Brevitz filed direct testimony containing recommendations and conditions designed to bring the proposed transaction to a level which would meet the "no net harm" standard for Commission approval of such transactions.
- **April – November, 2008, Maryland Office of People's Counsel, Verizon Alternative Regulation Plan:** Mr. Brevitz addressed the subjects of measurement and evaluation of telecommunications competition, how the level of competition has changed over the term of Verizon-Maryland's previous Alternative Regulation Plan, and the extent to which competition acts as an effective regulator in three rounds of prefiled expert testimony on behalf of the Maryland OPC in Case No. 9133 before the Maryland Public Service Commission. Mr. Brevitz used Verizon – MD data to construct a Herfindahl-Hirschman Index (HHI) which showed a highly concentrated duopolistic market structure, and an absence of effective competition. Mr. Brevitz evaluated the structure and impact on competition of Verizon's "Wholesale Advantage" program pertaining to CLECs subsequent to the demise of Unbundled Network Elements. Mr. Brevitz addressed many

competition related subjects such as substitutability of services including VoIP, wireless and cable services; ILEC migration strategies; marketplace behavior under duopoly in contrast to “perfect competition” constructs; and ILEC claims regarding line losses and competition.

- **January, 2008 to January, 2009, Big Rivers Electric Corporation “Unwind” Transaction:** Mr. Brevitz worked for the Kentucky Attorney General (Office of Rate Intervention) to assess the Big Rivers and E.ON joint application to “unwind” a previous lease transaction. The 1998 transactions were part of Big Rivers’ implementation of its bankruptcy reorganization, and included leasing Big Rivers’ generating facilities to E.ON’s predecessor for it to manage, operate and maintain; transferring responsibility to manage, operate and maintain two additional generating units owned by the City of Henderson (through Henderson Municipal Power & Light, or “HMPL”); purchasing by Big Rivers of a set amount of power at substantially fixed prices through a Power Purchase Agreement that it uses to serve the loads of its three member retail cooperatives; payment by LG&E Energy Marketing (“LEM”) to the US Rural Utilities Service (“RUS”) of monthly margin payments; and, providing a portion of two aluminum Smelters’ power needs at substantially fixed rates through power supply contracts between LEM and predecessors of Kenergy. Various other proposed agreements and approvals are also to be addressed in this matter. Direct testimony was filed in this matter on behalf of the Attorney General of Kentucky’s Office of Rate Intervention.
- **September 2007 - February 2008, Cable & Wireless/Barbados Price Caps:** Mr. Brevitz assisted the Fair Trading Commission and its staff in assessing the results of the first price cap plan for Cable & Wireless/Barbados, and in assessing the desirability of continuing a price cap for Cable & Wireless/Barbados, and related structural changes to better fit the revised price cap plan to current policies and conditions in Barbados. The assessment included consideration of actual financial results and future expected financial results and competitive conditions.
- **2007 to March, 2008, FairPoint/Verizon Merger/Acquisition of New England State Operations:** Mr. Brevitz worked on behalf of the Maine Office of Public Advocate to assess the proposed spin-off of Verizon operations in Maine, New Hampshire and Vermont and subsequent merger with and into FairPoint Communications, in a reverse Morris trust transaction. The assessment included evaluating financial projections of the company in support of financial viability of the proposed transaction; financial analyses associated with the proposed transaction performed by the company and investment advisors; and implications of resulting debt leverage and structure of the company as “high debt/high dividend”. The testimony also included assessment of risk factors associated with the proposed transaction and FairPoint’s operational execution risks. The Hearing Examiner’s Report and the Commission’s Final Order adopted Mr. Brevitz’s financial recommendations including substantial debt and dividend reduction.
- **2007 to March, 2008, FairPoint/Verizon Merger/Acquisition of New England State Operations:** Mr. Brevitz worked on behalf of the New Hampshire Office of Consumer Advocate to assess the proposed spin-off of Verizon operations in Maine, New Hampshire and Vermont and subsequent merger with and into FairPoint Communications, in a reverse Morris trust transaction. The assessment included evaluating financial projections of the company in support of financial viability of the proposed transaction; financial analyses associated with the proposed transaction performed by the company and investment advisors; and implications of resulting debt leverage and structure of the company as “high debt/high dividend”. The testimony also included assessment of risk factors associated with the proposed transaction and FairPoint’s operational execution risks.

The Commission made preliminary determinations in favor of Mr. Brevitz's financial recommendations, which were then reflected in the Commission's Final Order.

- **April 2007, PURC Advanced Training Course on Regulatory Economics and Process: Interconnection, Pricing and Competition:** Mr. Brevitz developed and presented three courses to members of the National Telecommunications Commission from Thailand. The courses covered accounting separation, case study on a rate proposal, and principles and practices for rate rebalancing.
- **January, 2007, 21<sup>st</sup> International Training Program on Utility Regulation:** Mr. Brevitz developed and presented training sessions on accounting separation, rate rebalancing (case study), and universal service obligations to the semi-annual training program for regulatory agency staff and commissioners worldwide. The training program is provided by the Public Utilities Research Center at the University of Florida in Gainesville.
- **2006-2008, Telecommunications Training for Regulatory Agency for Telecommunications (RATEL) in Serbia:** Mr. Brevitz assisted RATEL in implementation of new policies designed to open telecommunications markets in Serbia to competition. Issues being addressed include cost orientation of prices (rate rebalancing), universal service funds, interconnection, administrative procedures, internet telephony, and spectrum management.
- **2006-2007, Embarq UNE Loop Pricing Application:** Mr. Brevitz assisted the Bureau of Consumer Protection in the Nevada Attorney General's office in its assessment of Embarq's proposal to increase rates for the unbundled loop. This work included assessment of Embarq's proposed UNE loop cost model and its inputs, FCC orders which speak to TELRIC costing and UNE pricing, and use of the mapping program to support Embarq's proposed cost model.
- **"Assessing Pricing Behavior Under Deregulation":** Presentation at the NASUCA Mid-Year Meeting, June 14, 2006, Memphis Tennessee.
- **2006 Spin-off of Windstream from Alltel:** On behalf of the Kentucky Attorney General (Office of Rate Intervention), Mr. Brevitz formulated discovery, and analyzed and addressed information relevant to the proposed spin-off of the local telecommunications operations from Alltel Corporation and subsequent merger with Valor Communications. Prefiled testimony was provided before the Kentucky PSC addressing the excessive debt burden placed on "SpinCo" by Alltel; conflicting company claims regarding merger synergies; lack of basis for claimed increased buying power; and non-arms-length nature of decisions and transactions in the proposed spin-off.
- **2005 Rate and Revenue Requirement Review of Saco River and Pine Tree Telephone Companies:** On behalf of the Maine Public Advocate's Office, Mr. Brevitz addressed revenue requirement levels for both companies, including detailed review of expense levels and trends, expanded calling plan criteria and data, and detailed review of holding company organization and charges between affiliates.
- **2005 Price Deregulation of Basic Local Exchange Service:** On behalf of AARP, Mr. Brevitz provided comments before the Public Utilities Commission of Ohio regarding final rules to implement procedures for addressing price deregulation applications. The comments addressed the

need for effective competition to be demonstrated before approving price deregulation of BLES; market segmentation between stand-alone BLES and service bundles; barriers to entry; current competitive market conditions and whether “many sellers” exist; functionally equivalent and substitute services; and other related matters.

- **2005 Spin off of “LTD Holding Company” from Sprint Nextel:** On behalf of the Nevada Bureau of Consumer Protection, Mr. Brevitz led a team to analyze the proposed spin-off from a technical and public interest perspective under Nevada statutes. Issues addressed included: asset transfers to LTD Holding Co.; levels of debt to be placed on LTD Holding Co.; “normal” levels of debt for Sprint’s Local Telecommunications Division; financial and cost of capital implications of the spin off; impact on LTD’s ability to compete and other competitive trends; and accounting issues such as division of pension assets and pension liabilities.
- **“Telecommunications Convergence: On Duopoly?”:** Presentation at the NASUCA Mid-Year Meeting, June 15, 2005, New Orleans, Louisiana.
- **2005 Intrastate Deregulation Proposal of SBC Oklahoma:** On behalf of AARP, Mr. Brevitz filed testimony addressing SBC Oklahoma’s proposal to deregulate pricing of almost all intrastate services (E911 and access services were excepted). The testimony responded to SBC Oklahoma assertions regarding significant retail competition on a widespread basis, openness of markets, barriers to entry and exit, reasonable interchangeability of use of cellular and VoIP services for basic residential services, market share analysis, and competitive trends including CLEC responses to the elimination of UNE-P, access line losses. The testimony further analyzed the actions, opportunities, and competitive responses of SBC Oklahoma and its corporate affiliates, observed public safety deficiencies of cellular and VoIP services, and market trends converging on duopoly.
- **2004 to 2005: Alternative Regulation Plan Filing by Verizon Vermont:** Mr. Brevitz assisted the Vermont Department of Public Service in assessing matters included in the Vermont Public Service Board’s assessment of proposed changes to the Alternative Regulation Plan applicable to Verizon Vermont. Prefiled testimony addresses matters including assessment of competition and modes of competition, VoIP/wireless substitution, continuation of direct assignment practices under the FCC’s separations freeze, jurisdictional cost allocations, rate flexibility, and UNE availability and commercial agreements with CLECs.
- **2005 UNE Loop Cost Proceeding:** On behalf of the Arkansas Public Service Commission General Staff, Mr. Brevitz filed testimony which analyzed SBC Arkansas’ proposed increased UNE loop rates, and UNE loop model and shared and common cost model inputs and outputs, including fill factors, defective pairs, IDLC, DSL expenses, and retail related costs.
- **2004 Mass Market Switching Reviews under the FCC Triennial Review Order:** Separately for the Arkansas Public Service Commission staff, and the New Mexico Attorney General’s office, Mr. Brevitz provided analysis and two-step evaluation under the FCC’s Triennial Review Order (“TRO”) of impairment in access to local circuit switching for mass market customers. The evaluations were done on a granular, market-specific basis. The evaluations determined whether unbundled local circuit switching (and by extension, the UNE-Platform) must continue to be provided as an Unbundled Network Element by incumbent local exchange companies.

- **2004 OSIPTEL/Peru:** Worked with OSIPTEL (telecom regulator in Peru) to analyze barriers to competition in Peru. Presented workshop and training materials regarding the Economic Aspects of Competition Regulation for Public Utilities, which addressed concepts of market power, dominance, cross subsidies, essential facilities, ex ante versus ex post regulation, asymmetric regulation.
- **2003 to 2005: Cable & Wireless Rate Adjustment/Barbados Fair Trading Commission:** Mr. Brevitz advised the FTC and its staff regarding the application of C&W Barbados to increase domestic revenues and institute local measured service, and providing related analyses. The Company's filing was in part designed to enable Price Cap regulation, and opening the market to competitors. As such, Price Cap and competitive issues were necessarily considered along with revenue requirements and tariff/pricing issues.
- **2003 CenturyTel Rate Case/Arkansas PSC:** Mr. Brevitz led a team providing analysis and testimony on behalf of PSC staff in the CenturyTel of Northwest Arkansas rate case, in which the Company sought to treble local rates. Mr. Brevitz provided an analysis of CenturyTel of Northwest Arkansas' ("CNA") modernization programs and provision of DSL services from the perspective of basic local service ratepayers, and also addressed the local competition claims of the Company.
- **2002 Maryland Office of People's Counsel:** Maryland PSC's Case No. 8918 is to review Verizon's Price Cap regulatory plan, after Verizon had operated five or more years under it. Topics addressed included the proper productivity factor to use in the price Cap formula, and any necessary amendments to the structure of the price cap plan. Mr. Brevitz provided expert testimony on the proper formulation and terms for the price cap formula, competition, and other matters related to the extension of price cap regulation.
- **2001 Maine Office of Public Advocate–Verizon Maine 271 Review:** Review of Verizon's Section 271 filing before the Maine Public Service Commission, and Declaration filed on behalf of the Public Advocate which addresses Checklist Item #13 (Reciprocal Compensation), and Verizon's proposed performance measurement metrics and proposed Performance Assurance Plan.
- **2001 Vermont Department of Public Service–Verizon Vermont 271 Review:** Review of Verizon's Section 271 filing assertions of compliance with the "14 Point" competitive checklist and non-discrimination obligations of the Telecommunications Act of 1996, before the Vermont Public Service Board. Mr. Brevitz filed a Declaration on behalf of the DPS which addresses Checklist Item #13 (Reciprocal Compensation), and Verizon's proposed performance measurement metrics and proposed Performance Assurance Plan. Mr. Brevitz's work continued on behalf of the Department in Docket No. 6255, which worked through a series of workshops to evaluate appropriate carrier-to-carrier standards for use in Verizon-Vermont's territory, resulting in a stipulation approved by the Public Service Board.
- **2001 Public Utility Research Center (PURC)/University of Florida:** Presentation of two seminar modules and an interconnection case study as staff training for the Panamanian telecommunications regulatory body, ERSP. Mr. Brevitz developed course content and presentation materials for the seminar, under the auspices of PURC, on the topics of the "US Experience in Telecom Competition" and "Consumer Issues in Telecom Competition". These topics were presented by Mr. Brevitz in the seminar at Panama City, Panama on March 29-30, 2001.

- **2001-2002 Michigan Attorney General’s Office–Federal District Court Litigation Support:** Mr. Brevitz supported the Attorney General’s office in its defense of lawsuits by Ameritech and Verizon against the PSC and the Governor regarding recently passed state legislation. The state legislation eliminated the intrastate EUCL being charged by both companies, expanded local calling areas, and froze the application of the Price Cap Index for a period of time.
- **1999-2000 Delaware Public Service Commission Staff–Evaluation of Bell Atlantic-Delaware’s Collocation Tariff Filing:** On behalf of the Staff, Mr. Brevitz reviewed BA-Delaware’s Collocation tariff filing, and prefiled testimony on behalf of Delaware PSC staff. Issues addressed include non-discriminatory provisioning of collocation; collocation intervals; utilization of “best practices” for terms, conditions and pricing; and costing.
- **1999-2000 Vermont Department of Public Service–Evaluation of Carrier to Carrier Wholesale Quality of Service:** On behalf of the Vermont DPS, Mr. Brevitz was engaged in the review of quality of service standards related to Verizon’s wholesale activities of provisioning Unbundled Network Elements and resold services. The work effort was conducted within a workshop of the parties, and was drawn on the similar activity for BA-NY and a number of other states including Massachusetts and Virginia. Measures, standards and benchmarks were to be determined, along with an appropriate remedy plan in the event those items are not met by the incumbent carrier. This matter was resolved in the context of Verizon’s Section 271 case.
- **1999-2000 Vermont Department of Public Service–Investigation of Geographically Deaveraged Unbundled Network Prices:** On behalf of the Vermont DPS, Mr. Brevitz testified before the Vermont Public Service Board regarding the appropriateness and extent of geographic deaveraging of rates for Unbundled Network Elements (UNEs) in Vermont. In formulating these positions, it was necessary to consider FCC Orders, competitive policy implications, and related issues such as distribution of federal high cost support. The FCC had spotlighted the linkages between high cost support and geographic deaveraging determinations. Consequently the testimony also considered federal high cost support distribution implications and local rate impacts stemming from geographic deaveraging determinations to be made by the Board.
- **1999 Vermont Department of Public Service–Evaluation of Bell Atlantic Proposed Alternative Regulation Plan, Wholesale Quality of Service Standards, and Cost of Service:** Mr. Brevitz served as project manager and lead consultant in the DPS review of Bell Atlantic’s proposed Price Point Plan and proposed appropriate modifications. Those modifications included moving rate reductions forward to the inception of the plan, and aligning the plan more closely to the status of competition in Vermont by allowing streamlined regulation only for truly new services, not bundles of existing services. Mr. Brevitz also supported the immediate implementation of detailed wholesale quality of service standards along with a remedies structure. Mr. Brevitz addressed the cost of service issues of reciprocal compensation and local number portability, and proposed rate design changes to effect the return of \$16 million in excess revenues.
- **1998-99 Delaware Public Service Commission Geographic Deaveraging of Bell Atlantic UNE Loop Rates:** Mr. Brevitz worked for PSC staff to analyze cost and policy issues associated with geographic deaveraging of UNE loop rates. Methodology and policy to determine geographic zones was reviewed for BA-Del, and compared to all other Bell Atlantic states. BA-Del cost data was reviewed to assess closeness of fit between BA-Del’s proposed population of zones with existing

exchanges to the loop costs of those exchanges. After review of comments of interested parties, Mr. Brevitz prepared and submitted a report and recommendation to the PSC regarding modification of BA-Del's proposal to implement geographically deaveraged UNE loop rates. The PSC adopted the report and recommendation in its Order in the matter.

- **1998 Vermont Department of Public Service- Evaluation of Proposed Special Contracts for Toll and Centrex Services for Compliance with Imputation Requirements:** Mr. Brevitz worked for the DPS in this matter, which was an evaluation of four individual customer toll contracts, and two individual customer Centrex contracts, under the Vermont Public Service Board's price floor and imputation requirements. This evaluation included analysis of whether Bell Atlantic had appropriately followed the Board's imputation requirements; whether the imputed costs had been appropriately calculated and included all relevant costs; and, whether undue price discrimination would result from approval of Bell Atlantic's proposed prices. Mr. Brevitz analyzed the Company's filed testimony and costing information provided in support of the contract pricing; drafted staff discovery and analyzed responses of other parties in the matter; and, supported pre-filed rebuttal and surrebuttal testimony before the Board under cross examination. Hearings in this matter were held in November and December of 1998 and January 1999.
- **1998 Delaware Public Service Commission- Re-classification of Residential ISDN as "Competitive":** Mr. Brevitz worked for Delaware Public Service Commission staff in this case (Docket 98-005T), which was a filing by Bell Atlantic to move Residential ISDN ("R-ISDN") from the basic service classification to the competitive service classification, pursuant to the Telecommunications Technology Investment Act and related Commission rules to implement the Act. Bell Atlantic filed an application before the PSC stating that R-ISDN met the statutory and rule conditions for moving the service to the competitive class of services, along with market information in support of that statement. Mr. Brevitz analyzed the company's filing and the comments of other parties in the matter from an economic and public policy perspective, analyzed the Company's compliance with applicable provisions of the TTIA and Commission rules, drafted staff discovery and analyzed discovery responses of other parties, and presented testimony under cross examination before the Commission. The hearing in this matter was held July 9, 1998.
- **1997 Delaware Public Service Commission - Costing and Pricing of Residential ISDN Service:** Mr. Brevitz assisted the Delaware PSC staff in this case (Docket 96-009T) by reviewing the prefiled testimony of all parties; reviewing the cost studies supporting Bell Atlantic's proposed R-ISDN pricing; comparing those costs to Bell Atlantic's UNE rates and costs; reviewing Bell Atlantic's contribution analyses and demand forecasts for the R-ISDN service; reviewing and comparing two Bell Atlantic local usage studies (the second of which more than tripled the costs of the earlier study); providing an analytic report on the usage cost studies to PSC staff and rate counsel; assisting in the preparation and conduct of cross-examination; and assisting staff rate counsel in preparation of the brief in this matter. The hearing in this matter concluded in January 1998.
- **1997 Georgia Public Service Commission - Unbundled Network Elements Cost Study Review:** Mr. Brevitz was a lead consultant in this engagement. The GPSC opened a cost study docket to determine the cost basis for BellSouth UNE rates, following arbitration hearings involving BellSouth and several competitors. Introduced for the first time by BellSouth, and considered in the hearing was BellSouth's "TELRIC Calculator". Also considered in the hearing, as sponsored by AT&T/MCI was Hatfield Model Versions 3 and 4. Mr. Brevitz prepared and provided to GPSC

staff an “Issues Matrix” which listed the issues, party positions on the issues, and a suggested staff position. Also on behalf of GPSC staff, Mr. Brevitz analyzed cost inputs and outputs pertaining to both models. No testimony was provided in this matter as GPSC staff did not testify in the hearing. Hearings on the matter concluded in September 1997.

- **1995, 1996 and 1997 Wyoming Public Service Commission - Competition Rules:** Mr. Brevitz was the Project Manager and a lead consultant for this engagement. Mr. Brevitz assisted in writing and implementing comprehensive competition rules in Wyoming which consider the new 1995 Telecommunications Act in Wyoming and the 1996 Federal Telecommunications Act. These rules address interconnection/unbundling, universal service, service quality, price caps/alternative regulation, privacy, resale, intraLATA dialing parity, TSLRIC/cost study methods; access charge rate design; number portability, reciprocal compensation, rights-of-way and other matters.
- **1995 and 1996 Wyoming Public Service Commission - U S WEST Pricing Plan:** Mr. Brevitz was the Project Manager and a lead consultant for this engagement. Mr. Brevitz has evaluated and filed testimony regarding U S WEST’s pricing plan, competition issues, universal service and U S WEST cost study issues.
- **1996 Oklahoma Corporation Commission - Seminar on 1996 Federal Telecom Act:** Mr. Brevitz presented a seminar on the 1996 Federal Telecom Act to the Oklahoma Corporation Commission Staff.
- **1995 and 1996 Georgia Public Service Commission - Local Number Portability and Competition Policy:** Mr. Brevitz was the Project Manager and a lead consultant for this engagement. Mr. Brevitz assisted the GPSC in implementing rules related to the new 1995 Telecommunications Act in Georgia and the 1996 Federal Telecom Act. Mr. Brevitz was primarily involved in initiating and coordinating the Number Portability Task Force and guiding the industry workshop on permanent number portability. The PSC has accepted the industry workshop recommendation. As a result, Georgia will be one of the first states to implement full number portability. Assistance was also provided on other competition issues.
- **1996 California Public Service Commission - Pricing of Unbundled Elements and Resale services:** Mr. Brevitz assisted Sprint in the pricing (second) phase of the California Commission’s OANAD proceeding. Testimony was presented regarding proper pricing of unbundled network elements, given previous a PUC decision on UNE costs. The cost (first) phase involved the development of cost study principles, performance of TSLRIC cost studies of unbundled network elements by Pacific Bell and GTEC, and performance of avoided cost studies for retail services for resale.
- **1995 to 1996 Kansas Telecommunications Strategic Planning Committee - Kansas Corporation Commission:** Mr. Brevitz served as the Kansas Corporation Commission representative on this legislative committee, which was organized in mid-1994 to research and recommend any needed changes to the telecommunications statutes and state policies. The TSPC issued its final report to the Governor and the legislature in January 1996. Mr. Brevitz drafted the NTIA grant application for the Committee and worked with Legislative Research staff to draft the TSPC’s Report to the Kansas Legislature. Mr. Brevitz also drafted subsequent reports to the Kansas Legislature regarding telecommunications on behalf of the KCC.

- **1995 Chairperson of Kansas Corporation Commission Working Groups:** Mr. Brevitz was appointed to the Cost Studies and Universal Service Working Groups for the KCC's general competition investigation, subsequent to the KCC's May 1995 Phase I competition order. He was also active in other Task Forces including Unbundling, Number Portability and Local Resale.
- **Kansas Corporation Commission - Infrastructure/Competition Report:** Produced a special report on Kansas telecommunications infrastructure/competition issues which was provided to the 1995 Kansas legislature.
- **1994 Kansas Corporation Commission - Alternative Regulation Legislation:** In 1994 the Kansas Legislature passed House Bill 3039, which extended SWBT's "TeleKansas" alternative regulation plan for two years. Mr. Brevitz provided substantial assistance in negotiating the detailed provisions for the KCC's implementation of the bill.
- **Kansas Corporation Commission - Southwestern Bell Telephone Infrastructure Analysis:** Investigated SWBT's infrastructure/modernization budget and addressed construction requirements, tariffs, rates, terms and conditions for SWBT's provision of interactive television ("ITV") to all Kansas schools at deep discount prices for the benefit of the Kansas infrastructure and schools.

### **Work History**

#### **Independent Telecommunications Consultant, Brevitz Consulting Services**

Following a significant engagement with the Kansas Corporation Commission, extensive professional services have been provided to state public utility commissions, as indicated above under "Recent Relevant Experience".

A variety of duties and tasks have been performed for the Kansas Corporation Commission, including providing staff support for Statewide Strategic Telecommunications Planning Committee, composed of 17 members (legislators, state agency heads, private enterprise); assisting in KCC implementation of House Bill 3039 ("TeleKansas II", extension of alternative regulatory plan for Southwestern Bell Telephone); and providing analysis and testimony for communications general investigations into competition in the local exchange and other markets. Those general investigations included General Competition, Competitive Access Providers, Network Modernization, Universal Service, Quality of Service, and Access Charges.

#### **Kansas Consolidated Professional Resources - Director of Regulatory Affairs**

Duties included monitoring of and participating in state regulatory affairs on behalf of twenty independent local exchange companies in Kansas that compose the partnership of KCPR. Active participation in statewide industry committees in the areas of access charges, optional calling plans/EAS, educational interactive video, dual party relay systems and private line/special access merger.

#### **Kansas Corporation Commission - Chief of Telecommunications**

Duties included supervising the formulation of staff testimony and policy recommendations on matters such as long distance competition, access charges, telephone company rate cases, and deregulation of CPE and Inside Wiring; analyzing Federal Communications Commission and Divestiture court decisions; supervising and performing tariff analysis; and testifying before the Commission as necessary. SWBT's \$120 million "Divestiture rate case" was completed in this time period, as were several other large rate cases. Active member of the National Association of Regulatory Utility Commissioners (NARUC) Staff Committee on Communications.

Arizona Corporation Commission - Chief Rate Analyst - Telecommunications

Duties included supervision of staff and formulation of policy recommendations on telecommunications cases, along with production of analyses and testimony as required.

Kansas Corporation Commission - Economist - Research and Energy Analysis Division

Duties included research, analysis and production of casework and testimony regarding gas/electric and telecommunications matters. Matters addressed included revision of jurisdictional separations, deregulation of CPE and inside wire, Wolf Creek Nuclear Generating Plant Task Force, and divestiture of the Bell Operating Companies from AT&T.

**Education**

**Michigan State University - Graduate School of Business**

East Lansing, Michigan

Master's Degree in Business Administration-Finance.

**Michigan State University/James Madison College**

East Lansing, Michigan

Bachelor of Arts Degree in Justice, Morality and Constitutional Democracy.

**CONFIDENTIAL LAWYERS ONLY**

**EXHIBIT DB-2-VZ-CLO**

PROPRIETARY AND CONFIDENTIAL INFORMATION under federal and state law and Commission orders, including but not limited to, General Order (“GO”) 66-D, California Public Utilities Code §583, the California Public Records Act (“CPRA”), California Civil Code §3426 *et seq.*, and California Evidence Code §1060. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Verizon and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-2-VZ-CLO contains material that Verizon has identified as Lawyers Only confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments\\_to\\_Exhibit\\_DB-2-VZ-CLO.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Verizon’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Verizon’s narrative response and declaration.

**DECLARATION OF VERIZON REGARDING  
CONFIDENTIALITY OF BUSINESS INFORMATION**

I, Jane Whang, declare as follows:

On February 18, 2025, Verizon Communications Inc. (“Verizon”) submitted responses and data in response to “Data Request 01,” issued by The Utility Reform Network (“TURN”) on February 3, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Verizon’s response and related attachments include highly sensitive and confidential business information related to various categories of information, including the following:

- Documents promulgated in compliance with the Hart-Scott-Rodino Act (See Verizon Response to DR 01, question 3)

Verizon seeks confidential treatment of this information pursuant to federal and state law and Commissions orders, including but not limited to, General Order (“GO”) 66-D, California Public Utilities Code § 583, the California Public Records Act (“CPRA”), California Civil Code § 3426 *et. seq.*, and California Evidence Code § 1060 because the material includes information that is sensitive, confidential trade secrets, and the public interest in non-disclosure outweighs the public interest in disclosure.

GO 66-D, Section 3.2 directs information submitters seeking confidential treatment of information submitted to the Commission to: (i) designate relevant information as confidential; (ii) specify the basis for the Commission to provide confidential treatment with specific citations to the CPRA or Commission order; (iii) provide a declaration in support of the legal authority cited for confidential treatment; and (iv) provide contact information for individuals responsible for the potential release of information. This Declaration addresses all requirements set forth in GO 66-D to seek confidential treatment, and the enclosed information is not otherwise publicly available.

The Confidentially Marked Information is Prohibited from Disclosure by State Law

Government Code § 7927.705 (formerly § 6254(k)) establishes that records are exempt from disclosure where they are prohibited by federal or state law from disclosure, including but not limited to privileges under the Evidence Code. The Evidence Code recognizes that the owner of trade secrets has the privilege to prevent another from disclosing trade secrets. Evid. Code Sec. 1060. Under the California Uniform Trade Secrets Act, Civil Code Sec. 3426 *et. seq.*

(“CTSA”), information, including a “formula, pattern, compilation, program, device, method, technique, or process” that derives “actual or potential” independent economic value from not being generally known to the public and is the subject of reasonable efforts to maintain its secrecy qualifies for trade secret protection. Civil Code Sec. 3426.1(d).

The information and materials provided on February 18, 2025 in response to TURN Data Request 01 include highly proprietary information that could be used by a competitor in developing its business or marketing strategy and to gain a significant competitive advantage against Verizon. *See Whyte v. Schlage Lock Co.*, 101 Cal.App.4th 1443, 1456 (2002) (protecting such strategic documents where “information would be valuable if known by a competitor because it would allow the competitor to predict and counter” defendant’s “marketing strategy, plans and techniques”); *Timken Co. v. United States Customs Service*, 491 F. Supp. 557, 560 (D.D.C. 1980) (observing that release of materials disclosing marketing plans would allow competitors to modify their own marketing strategy and selectively underprice the competitor to “cause substantial competitive harm”).

Specifically, disclosure of the marked information and attachments provided in response to the Data Requests cited above would significantly and adversely affect Verizon’s competitive position by providing competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to undercut Verizon’s plans and decrease Verizon’s competitive advantage. Verizon’s competitors could leverage this information to make strategic financial, investment, operational, and business decisions to the detriment of Verizon and the public. If made public, these trade secrets would be compromised, and their use could facilitate unfair competition and harm to the competitive market.

This information is not ordinarily available to the public and Verizon has maintained reasonable secrecy efforts with regard to the material. *See, e.g., In re Providian Credit Card Cases*, 96 Cal. App. 4th 292, 308 (2002) (recognizing the importance of stamping documents as confidential in protecting trade secret status); *Morlife, Inc. v. Perry*, 56 Cal. App. 4th 1514, 1521 (1997) (internal citations omitted) (finding “reasonable efforts to maintain the secrecy” of trade secret information “by limiting circulation” of information); *U.S. Surgical Corp. v. Origin Medsystems, Inc.*, 27 U.S.P.Q.2d (BNA) 1526, 1530 (N.D. Cal. 1993) (protecting information as trade secret where it was only disclosed in confidential setting). In addition, financial information such as at issue in this Declaration has been routinely recognized as confidential by the Commission in various acquisition and merger cases. *See* D.02-12-12, 2002 Cal. PUC LEXIS 852, at \*12, Ordering Para. 4 (2002) (granting motion to file under seal financial details and acquisition agreement, which were claimed as trade secrets); D.17-11-026, 2017 Cal. PUC LEXIS 523, at \*21, Ordering Para. 2 (2017) (granting motion to file under seal financial information such as balance sheets); *see also* Gov. Code § 7927.605 (formerly § 6254.15) (“Nothing in this division requires the disclosure of . . . corporate financial records”). Further, the number of customers or connections that a provider serves has also been routinely recognized as confidential by the Commission on multiple occasions. *See* D.00-06-079, 2000 Cal. PUC LEXIS 645, at \*35 (2000).

It is Not in the Public Interest to Disclose the Materials

The CPRA balancing test protects information where “on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record.” *See* Gov. Code § 7922.000. This “public interest” balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife, Inc. v. Perry*, 56 Cal. App. 4th 1514, 1519-1520 (1997).

The public interest in nondisclosure of the marked information provided in response to the Data Requests cited above also outweighs the public interest in disclosure of the materials. Gov. Code § 7922.000 (formerly § 6255). The material includes information that, as noted above, could be used by competitors to gain a competitive advantage, in violation of policies recognized in the Government Code and California Trade Secrets Act.

Disclosure of the confidential information would provide little benefit and would harm the public interest by affecting companies’ decisions to operate under a regulatory framework in which they may not be able to protect their trade secrets and proprietary information. Therefore, on balance, the public interest in nondisclosure of the materials outweighs the public interest in disclosure of the documents. For the reasons cited, the Commission should not require or permit disclosure to the public any of information marked as confidential.

Contact Information

Pursuant to GO 66-D Section 3.2(d), the following individuals should be contacted by the Commission regarding the potential release of information per GO 66-D Section 5:

Jesús G. Román  
Verizon  
15505 Sand Canyon Ave.  
Irvine, California 92618  
Telephone: (805) 208-1187  
Email: [jesus.g.roman@verizon.com](mailto:jesus.g.roman@verizon.com)

Jane Whang  
Verizon  
360 Spear St.  
San Francisco, California 94105  
Telephone: (415) 778-1022  
Email: [jane.whang@verizon.com](mailto:jane.whang@verizon.com)

I have been designated by Karen Shipman, Assistant Secretary of Verizon Communications Inc., to submit this declaration. I declare on information and belief that the information provided herein is true and correct and, on that basis, so affirm.

Executed this 18th day of February 2025 at San Francisco, California,

/s/ Jane Whang  
Jane Whang  
*Attorney for Verizon*

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 01  
Issued by The Utility Reform Network**

**Response: February 18, 2025**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 01,” issued by the by The Utility Reform Network (“TURN”) on February 3, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 01 includes 3 principal questions.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

TURN submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California. Verizon

limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of the Commission, the California Code of Civil Procedure or Evidence Code, and any other

statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 01 shall be without prejudice to Verizon’s right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

**CONFIDENTIAL INFORMATION**

Verizon notes that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Verizon's Nondisclosure and Protective Agreement ("NDA") with TURN and the Center for Accessible Technology, confidentiality support provided herein, and/or the attached declaration requesting confidential treatment. Verizon also produces this confidential information pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's response is submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

3. *Please provide any documents promulgated in compliance with the Hart-Scott-Rodino Act.*

**Verizon Objection:** Verizon objects to this request to the extent that it seeks information on matters related to Verizon's operations outside of California on the grounds that the request is to that extent unduly broad and unreasonably burdensome in view of any arguable need for such information by the Commission in order to resolve the issues raised in this proceeding. Verizon also objects to this request on the grounds that it seeks information that is unlikely to be relevant to the issues in this proceeding.

**Verizon Response:** Subject to and without waiver of its objections, please see **Confidential Lawyers Only Exhibit 1.**

**CONFIDENTIAL LAWYERS ONLY EXHIBIT 1**

Bates-stamped Document No.

VZ TURN 00000001 – VZ TURN 00001981

**CONFIDENTIAL LAWYERS ONLY**

**EXHIBIT DB-3-FR-CLO**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code § 583; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-3-FR-CLO contains material that Frontier has identified as Lawyers Only confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL Attachments to Exhibit DB-3-FR-CLO.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith Part 2 Response of  
Frontier Parent Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications  
Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U  
1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and  
Frontier Communications of America, Inc. (U 5429 C)  
Supporting Protection of Confidential Materials Submitted in Response to  
The Utility Reform Network - Data Request 1**

**February 24, 2025**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023, Commission General Order (“G.O.”) 66-D, and the Nondisclosure and Protective Agreement executed between Frontier and The Utility Reform Network (“TURN”) in connection with this proceeding (the “NDA”), I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 2 Response to TURN’s Data Request 1 (“DR 1”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s Part 2 responses and attachments, and I have reviewed each of the documents that Frontier has marked as

confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the documents responsive to question 1.2. Exhibit D to the file named “Frontier Response to TURN DR 1.2 (Unredacted Application) [CONFIDENTIAL].pdf” contains recent, unaudited income statements and balance sheets of Frontier California, CTC California, and Frontier Southwest (collectively, the “Frontier California ILECs”) through June 30, 2024 that the Frontier California ILECs’ competitors could use to gain an unfair advantage, as it would allow competitors to leverage the Frontier California ILECs’ financial data to develop strategic investments and make financial, operational and business decisions to respond to the Frontier California ILECs’ financial data. I am informed and believe that the Frontier California ILECs derive economic value from protecting this information against disclosure because it provides strategic insight regarding their overall financial condition as well as their financial operations, including detail regarding overhead, costs, margins, assets, liabilities, and cash flow.
5. Frontier is also providing confidential, competitively sensitive, and proprietary information in the Hart-Scott Rodino (“HSR”) Act documents responsive to question 1.3, which Frontier submitted to the Federal Trade Commission and Department of Justice in confidence. These HSR materials contain current and forward-looking financial information; business, operational, capital and build-out plans, projects, opportunities and key initiatives; synergies and fiber securitization analyses, including information that entailed significant executive and management time as well as expert, confidential analyses prepared by third parties retained by Frontier. Given the extremely valuable and competitively sensitive information reflected in these documents, Frontier has identified these materials as “LAWYERS ONLY” under the NDA.
6. The information described in paragraphs 4 and 5 constitutes a “compilation” and “pattern” that derives market, economic, and competitive value from not being known to

the public, and from not being available to Frontier's current or potential competitors. I am informed and believe that the preparation of these data entailed significant accounting, regulatory and personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, operational practices, marketing protocols, and investment plans to replicate Frontier's success or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

7. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition that would occur from forcing Frontier to disgorge this information through the regulatory process. *See* Gov. Code § 7922.000.
8. Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 24th day of February, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Objections of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C),  
Citizens Telecommunications Company of California (U 1024 C), Frontier  
Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and  
Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C)  
to Data Request 1 Issued by The Utility Reform Network**

**February 18, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its Part 1 response to “Data Request 01,” issued by the The Utility Reform Network (“TURN”) on February 3, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 3 principal questions. TURN requested a response date of February 18, 2025, and asked that any objections be provided by February 13, 2025. For ease of reference, Frontier will refer to this set of data requests as “DR 1.” Frontier provided its general and specific objections on February 13, 2025.

Frontier is now providing its public response and public responsive attachments, subject to these general and specific objections. Because Frontier and TURN have not yet reached agreement on a nondisclosure agreement, Frontier will produce its confidential attachments after the parties have reached agreement on a nondisclosure agreement.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 1 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection,

and/or other applicable privileges or protections. Frontier objects to DR 1 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information is being simultaneously sought from Verizon Communications, Inc. (“Verizon”).

In addition, Frontier objects to DR 1 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity’s assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion (“Scoping Ruling”). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

Frontier further objects to the definitions and instructions in DR 1 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the instruction that Frontier interpret the term “documents” “broadly to include any and all hard copy or electronic documents or records in Frontier Communications Parent, Inc.’s possession, or, if relevant, the possession of any corporate affiliate” as overbroad and improper. The Commission’s jurisdiction and discovery powers do not extend to Frontier’s affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier’s intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the instruction that each question “is continuing in nature” because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the instruction that Frontier “provide the name of each person who materially contributed to preparing the response” and/or “to identify the witness who would be prepared to respond to cross-examination questions regarding the response.” Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. This definition is overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 1 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 1 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Commc’ns Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”)); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and federal law, it is improper for the Commission or TURN to impose discovery obligations on broadband operations that the Commission does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as follows.

### **RESPONSES**

**1.3. Please provide any documents promulgated in compliance with the Hart-Scott-Rodino Act.**

**Specific Objections:** Frontier objects to this question as overbroad and unduly burdensome to the extent it seeks irrelevant information about services that are beyond the scope of this proceeding, including information related to Frontier’s non-California operations. The Application seeks Commission approval of a proposed parent-level transaction in which Verizon will acquire 100 percent of the stock of Frontier and the California Operating Subsidiaries will continue in existence as separate legal entities. Because the transaction is occurring at the parent company level and because no non-California operations are to be included in the request for approval by the Commission, information regarding any such non-California operations exceeds the scope of the proceeding. For similar reasons, the information regarding non-California operations exceeds the Commission’s lawful authority under state and federal law. *See* Pub. Util. Code § 234(a). In addition, Frontier objects to this question on the ground that the phrase “promulgated in compliance with the Hart-Scott-Rodino Act” is vague and ambiguous and

subject to varied interpretation. Subject to and without waiving these objections, Frontier will provide a response on or before February 18, 2025.

**Response:** As noted above, Frontier will produce attachments in response to this question after Frontier and TURN reach an agreement on a nondisclosure agreement.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 2 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 1 Issued by The Utility Reform Network**

**February 24, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its Part 1 response to “Data Request 01,” issued by the The Utility Reform Network (“TURN”) on February 3, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 3 principal questions. TURN requested a response date of February 18, 2025, and asked that any objections be provided by February 13, 2025. For ease of reference, Frontier will refer to this set of data requests as “DR 1.” Frontier provided its general and specific objections on February 13, 2025. Frontier provided its public response on February 18, 2025.

Subject to the Nondisclosure and Protective Agreement between Frontier and TURN, which was fully executed on February 24, 2025 (the “NDA”), Frontier is now providing a Part 2 response and confidential narrative responses and attachments, subject to these general and specific objections.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 1 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered

by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier objects to DR 1 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information is being simultaneously sought from Verizon Communications, Inc. (“Verizon”).

In addition, Frontier objects to DR 1 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity’s assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion (“Scoping Ruling”). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

Frontier further objects to the definitions and instructions in DR 1 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the instruction that Frontier interpret the term “documents” “broadly to include any and all hard copy or electronic documents or records in Frontier Communications Parent, Inc.’s possession, or, if relevant, the possession of any corporate affiliate” as overbroad and improper. The Commission’s jurisdiction and discovery powers do not extend to Frontier’s affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier’s intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the instruction that each question “is continuing in nature” because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the instruction that Frontier “provide the name of each person who materially contributed to preparing the response” and/or “to identify the witness who would be prepared to respond to cross-examination questions regarding the response.” Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. This definition is overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 1 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 1 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Commc’ns Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”)); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and federal law, it is improper for the Commission or TURN to impose discovery obligations on broadband operations that the Commission does not regulate.

Frontier also notes that some information provided in response to DR 1 is confidential. This information has been specifically marked as confidential and/or “Lawyers’ Only” and is provided subject to the protections of the NDA. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D and the NDA.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as follows.

### **RESPONSES**

**1.3. Please provide any documents promulgated in compliance with the Hart-Scott-Rodino Act.**

**Specific Objections:** Frontier objects to this question as overbroad and unduly burdensome to the extent it seeks irrelevant information about services that are beyond the scope of this proceeding, including information related to Frontier’s non-California operations. The Application seeks Commission approval of a proposed parent-level transaction in which Verizon will acquire 100 percent of the stock of Frontier and the California Operating Subsidiaries will continue in existence as separate legal entities. Because the transaction is occurring at the parent company level and because no non-California operations are to be included in the request for approval by the Commission, information regarding any such non-California operations exceeds the scope of the proceeding. For similar reasons, the information regarding non-California operations exceeds the Commission’s lawful authority under state and federal law. *See* Pub. Util. Code § 234(a). In addition, Frontier objects to this question on the ground that the phrase “promulgated in compliance with the Hart-Scott-Rodino Act” is vague and ambiguous and subject to varied interpretation. Subject to and without waiving these objections, Frontier will provide a response on or before February 18, 2025.

**February 18, 2025 Response:** As noted above, Frontier will produce attachments in response to this question after Frontier and TURN reach an agreement on a nondisclosure agreement.

**February 24, 2025 Response:** See the attached documents, which Frontier provided to the Federal Trade Commission and the Department of Justice in compliance with the Hart-Scott-Rodino (“HSR”) Act in the zip file labeled “Frontier Response to TURN DR 1.3 (HSR Compliance) [Lawyers’ Only].”

The HSR documents in this zip file contain current and forward-looking financial information; business, operational, capital and build-out plans, projects, opportunities and key initiatives; synergies and fiber securitization analyses, which have been specifically marked as confidential and “Lawyers’ Only” pursuant to the NDA, Public Utilities Code Section 583 and G.O. 66-D. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This granular information is part of a “compilation” and “process” that derives economic value from not being generally known to the public or to competitors, and Frontier has implemented reasonable measures to maintain this information as confidential. *See* Civ. Code § 3426.1(d); Cal. Evid. Code § 1060; Gov. Code § 7927.705. Frontier has invested significant executive, management, regulatory and personnel time and resources to compile this information. If publicly disclosed, Frontier’s competitors could leverage this information to develop strategic investments, make operational and business decisions, and craft targeted marketing campaigns to respond to Frontier’s business plans, as reflected in these data. If revealed, these trade secrets would be compromised, and their use could be used to facilitate unfair competition and harm to the competitive market for telecommunications and broadband services, to the detriment of customers.

The confidential information provided herewith is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). The "public interest" balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. See *Morlife v. Perry*, 56 Cal.App.4th, 1514, 1520 (1997) ("Yet also fundamental to the preservation of our free market economic system is the concomitant right to have the ingenuity and industry one invests in the success of the business or occupation protected from the gratuitous use of that 'sweat-of-the-brow' by others."); see also *Knevelbaard Dairies v. Kraft Foods, Inc.*, 232 F.3d 979, 988 (9th Cir. 2000) (recognizing the preservation of competition as "vital to the public interest."). Forced public disclosure of this information through the regulatory process would undermine the functioning of competitive markets and harm consumers by producing market outcomes that are the product of unfair competition and an abuse of the regulatory process to obtain confidential information. There is no countervailing public benefit from disclosure that could satisfy the balancing test.

Frontier has also retained outside consultants to prepare the confidential synergies and fiber securitization analyses, which were provided to Frontier with an expectation of confidentiality. Because Frontier must honor its agreements under California law and is subject to damages for breach of contract for failing to do so, protection of the confidential terms of its agreements merit protection under California Government Code section 7927.705. See, e.g., Civ. C. §1636 ("A contract must be so interpreted as to give effect to the mutual intention of the parties as it existed at the time of contracting, so far as the same is ascertainable and lawful."); Civ. C. § 3300 (defining damages for breach of contract).

Based on these legal authorities and the facts presented in the Declaration of Ms. Smith provided herewith, the materials marked herein as confidential are appropriate for confidential and Lawyers' Only treatment under the NDA, the CPRA and the Commission's rules.

## **EXHIBIT DB-4**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by The Utility Reform Network**

**Objections: April 9, 2025  
Response: April 14, 2025**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the by The Utility Reform Network (“TURN”) on March 31, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 31 principal questions, excluding subparts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

TURN submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in

conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon’s right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable

privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

**CONFIDENTIAL INFORMATION**

Verizon notes that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Verizon's Nondisclosure and Protective Agreement ("NDA") with TURN and the Center for Accessible Technology, confidentiality support provided herein, and/or the attached declaration requesting confidential treatment. Verizon also produces this confidential information pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's response is submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

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27. *Please provide documents which show Verizon's assessment of operational benefits specific to California due to the proposed acquisition of the Frontier ILECs, and the nature and size of those operational benefits in California.*

**Verizon Objection:** Verizon objects to this request on the basis that it seeks plans that have not yet been developed or have not yet been finalized given the current stage of the Transaction. Verizon also objects to this request as unduly burdensome to the extent that it requires Verizon to compile information in a format that does not exist, and that Verizon does not track in the ordinary course of business. Subject to and without waiver of its objections, Verizon responds as follows:

**Verizon Response:** While Verizon has not conducted an analysis that quantifies the transaction's operational benefits in California, they are extensive. For certain examples, please see Verizon response to 21(a).

Beyond that, Verizon will ensure that Frontier's network in California, including those portions served by copper facilities, is healthy and will deploy the resources necessary to ensure that Frontier customers who are served by that network receive quality service. Also as previously noted in the Application, Verizon has the right technology, tools, and training to offer safe, adequate, and reliable service in California.

Verizon's Network Reliability Program will be introduced in California to comprehensively and proactively address key infrastructure functions that support its network centers. Under this program, Verizon performs monthly and annual tests and routines on back-up power systems, including batteries and generators, to ensure they are operational for emergency situations. The Network Reliability Program also includes ensuring proper network alarms and surveillance, circuit diversity, and failover testing.

Verizon utilizes multiple centralized network operations centers (also referred to as network management centers) for remote administration, surveillance, and maintenance of Verizon's central offices, technical facilities, and field locations, to ensure consistent quality of service for its customers.

Verizon also maintains a comprehensive and robust safety program applied to both copper and fiber facilities that will be used in California and proactively address work environments and their potential hazards.

Verizon also offers best-in-class training for its technicians, including instructor-led courses that are aligned with industry best practices for maintenance of both copper and fiber facilities, and that training will apply to the teams in California. The program

includes 13 mobile classroom labs that can be moved to where learners are located and employs an “experiential learning approach,” allowing learners to develop skills with maximum retention by performing training in detailed learning laboratories that mirrors the on-the-job experience. Verizon’s Reliability Matters training aims to train employees to ensure they have all the resources they need before interacting with the network, to pause during network activity to ensure actions are going according to plan, and to confirm once complete that the intended result was achieved. Finally, network installation standards and requirements involve an annual review of Verizon Installation Procedure requirements, training on the Installation Procedure, and quality audits of installation and engineering jobs.

The technology that Verizon will bring to fiber and copper networks in California results in fewer customer calls regarding service issues, and Verizon’s tools ensure that more problems get resolved without dispatches. Following the close of the Transaction, Verizon will conduct an in-depth audit of Frontier’s fiber and copper networks and will implement some or all the measures described above, as needed, to align the networks with Verizon’s standards, to the benefit of customers in the Frontier California footprint.

Verizon will consider implementing any programs that will ensure high service quality and improve the customer experience, including utilizing the T Zone approach in California to identify any abnormal plant conditions. Under this approach technicians inspect the plant conditions in their work zone, including one pole section in both directions. They then document and report any issues in order to address/correct any issues. We anticipate following a similar approach throughout the Frontier service areas once the transaction closes.

## **EXHIBIT DB-5**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by the California Public Utilities Commission Public Advocates Office**

**December 27, 2024**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 56 principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

Cal Advocates submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all

subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon's right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Verizon may produce information or documents designated as confidential or proprietary. Verizon produces these documents pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's responses to Data Request 02 are submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

- 2.7. *On pg. 21 of the Joint Application, You state: “Following the close of the Transaction, Verizon will conduct an in-depth audit of Frontier’s fiber and copper networks and will implement some or all the measures described above, as needed, to align the networks with Verizon’s standards, which will benefit Frontier customers in the California footprint. As part of this review, Verizon will determine how best to address Frontier’s service quality and compliance with General Order 133’s service metrics.”*
- 2.7.1. *Define “service quality” as You use the term in the Joint Application.*
- 2.7.2. *Describe with specificity “Verizon’s standards” as You use the term in the Joint Application.*
- 2.7.3. *Describe and provide supporting documentation for the intended audit of Frontier’s copper and fiber networks, explaining what actions will be undertaken to audit Frontier’s copper and fiber networks and what changes to Frontier’s copper and fiber networks may result from the audit, if any, in addition to use of the measures described in the Joint Application.*

**Verizon Objection/Response:**

Verizon objects to this request on the basis that it is premature to the extent it seeks information that is not yet developed given the early stages of the Transaction. Subject to and without waiver of its objections, Verizon responds as follows:

2.7.1. *Define “service quality” as You use the term in the Joint Application.*

**Response:** The phrase “service quality” is used in the Joint Application in most cases to refer to factors reflecting the extent to which services conform to their described characteristics and customer expectations, or, where applicable to regulated voice services, to requirements imposed by law or regulation, such as GO 133-D regulatory metrics related to outage rates and repair times, but is not intended to refer to any specific measure of service quality. In other cases, the context indicates a specific meaning. For example, the Joint Application states that “Open Signal ranked Verizon Fios first for upload speed, download speed, service quality, and video quality.” The reference in that example is obviously to the service quality criteria applied by Open Signal in its evaluation.

2.7.2. *Describe with specificity “Verizon’s standards” as You use the term in the Joint Application.*

**Response:** The term “Verizon’s standards” is used only once in the Joint Application, in the following context: “Frontier has taken on a number of initiatives to improve service quality for its customers. Following the close of the Transaction, Verizon will conduct an in-depth audit of Frontier’s fiber and copper networks and will implement some or all the measures described above, as needed, to align the networks with Verizon’s standards, which will benefit Frontier customers in the California footprint.”<sup>1</sup> As used in that passage, “Verizon standards” does not have a specific definition, but refers generally to the expectations that Verizon seeks to achieve in managing its networks, which include compliance with legal and regulatory requirements and achieving a positive customer experience.

2.7.3. *Describe and provide supporting documentation for the intended audit of Frontier’s copper and fiber networks, explaining what actions will be undertaken to audit Frontier’s copper and fiber networks and what changes to Frontier’s copper and fiber networks may result from the audit, if any, in addition to use of the measures described in the Joint Application.*

<sup>1</sup> See Application at 21.

**Response:** After the closing of the Transaction, Verizon will complete a full analysis and review of Frontier's facilities in California and take necessary steps to ensure the network meets Verizon's standards. This analysis will include, but not be limited to, a review of Frontier's service performance results, including those metrics found in GO 133, a review of Frontier's internal operational metrics, and a review of Frontier's network reliability. Based on the findings of the assessment, Verizon will take the necessary actions to ensure Verizon standards and those of the Commission are met or exceeded. Actions could take the form of process or procedural changes, network upgrades, and/or network enhancements.

## **EXHIBIT DB-6**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Joint Applicants to Data Request 01  
Issued by the California Emerging Technology Fund  
February 5, 2025**

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Verizon Communications Inc. (“Verizon”), together with Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Joint Applicants”) hereby provide their joint response to “Data Request 01,” issued by the California Emerging Technology Fund (“CETF”) on January 15, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 01 includes 17 principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, the Joint Applicants respond as set forth herein.

**GENERAL OBJECTIONS**

Joint Applicants object to the questions in Data Request 01 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Joint Applicants also object to these questions to the extent that they call for information that is not in Joint Applicants’ possession, custody, or control and to the extent that they seek to impose a duty on Joint Applicants to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not retained in the ordinary course of business. Joint Applicants further object to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Joint Applicants expressly reserve the right to object to the relevance of documents produced or responses given in connection with this response. Joint Applicants object to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Joint Applicants object to these questions to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon

or Frontier has an obligation to safeguard from disclosure. Joint Applicants object to the questions to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Joint Applicants' customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon or Frontier. Joint Applicants object to Data Request 01 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates.

In addition, Joint Applicants object to Data Request 01 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California.

Joint Applicants further object to the definitions and instructions in Data Request 01 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Joint Applicants object to the Instruction No. 1 that each question "is continuing in nature" because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). Joint Applicants also object to Instruction No. 8 as overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Joint Applicants further object to this instruction as overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier or Verizon that are not parties to this proceeding and not regulated by this Commission.

Joint Applicants further object to the questions in Data Request 01 insofar as they seek information about subjects that are beyond the Commission's statutory and constitutional

authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Joint Applicants object to Data Request 01 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n’s Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”)); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 01 shall be without prejudice to Joint Applicants' right to object to the admissibility of such evidence, or their right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Joint Applicants reserve the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Joint Applicants respond as set forth below. Joint Applicants note that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Joint Applicants' Nondisclosure and Protective Agreement ("NDA") with CETF, confidentiality support provided herein, and/or the attached declarations requesting confidential treatment. While terms of the NDA do not require Joint Applicants to provide full legal justifications or declarations to support their identification of confidential information, Joint Applicants have chosen to supply such materials in this case in anticipation of the information provided to CETF being requested by the Public Advocates' Office.

14. *At page 21 of the Application, at the second full paragraph, Verizon states it will conduct “an in-depth audit of Frontier’s fiber and copper networks and will implement some or all of the measures” it describes on pages 17-21. Verizon further states that “Verizon will determine how best to address Frontier’s service quality and compliance with General Order 133’s service metrics.”*

- a. *Is it Verizon's intention to meet GO 133's quality of service requirements once it takes ownership of Frontier's network?*
- b. *What "Verizon standards" will be used to improve service quality for the Frontier network? (Application, at page 21, second full paragraph) Please provide copies of such standards. Do such standards meet the Commission's General Order 133 requirements?*
- c. *Does Verizon intend to retire the Frontier copper network in California, and if so, what parts and when?*
- d. *Does Verizon intend to request to give up Carrier of Last Resort designations in any particular Frontier service areas, should the Application be granted?*

**Frontier Objection/Response:**

Please see Verizon's response to Data Request 14.

**Verizon Objection/Response:**

As an initial matter, no final and definite decisions have been made on detailed measures that Verizon will follow post-close of the Transaction, including measures related to the subject matter of this request. Verizon objects to this request on the basis that it is premature to the extent it seeks information that is not yet developed given the early stages of the Transaction. Verizon expects to evaluate Frontier's systems and its own systems as integration planning moves forward in connection with this Transaction. Subject to and without waiver of its objections, Verizon responds as follows:

- a. After the closing of the Transaction, Verizon will complete a full analysis and review of Frontier's facilities in California. Verizon will work to meet its standards and all applicable legal and regulatory requirements (such as GO 133-D).
- b. "Verizon standards" does not have a specific definition, but refers generally to the expectations that Verizon seeks to achieve in managing its networks, which include compliance with legal and regulatory requirements and achieving a positive customer experience. Actions could take the form of process or procedural changes, network upgrades, and/or network enhancements. In addition, after the close of the Transaction, Verizon will aim to improve the quality of service in the Frontier service area by utilizing its extensive field work in the network every day to monitor and report any plant conditions that need attention. Our current practice has our field teams inspect the conditions in their T-Zone, a term of art describing a minimum of one pole section in either direction from the plant section where they are working. If there are any plant conditions identified, the field technician would either remediate immediately or report the condition for further action.

- c. No final and definite decisions have yet been made on detailed measures to be taken by Verizon in the Frontier service area following the closing of the proposed Transaction, including measures related to the subject matter of this request. Such decisions may be influenced by the results of review and analysis that cannot be conducted prior to closing.
- d. Verizon will work to continue to comply with applicable requirements for Frontier's California Operating Subsidiaries and will work to meet any applicable COLR and other obligations associated with the public purpose and universal service programs.

## **EXHIBIT DB-7**

Confidential Exhibit 13 is included in Exhibit DB-8-VZ-C

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by the California Public Utilities Commission Public Advocates Office**

**December 27, 2024**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 56 principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

Cal Advocates submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all

subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon's right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Verizon may produce information or documents designated as confidential or proprietary. Verizon produces these documents pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's responses to Data Request 02 are submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

### **Fixed Broadband Service Quality**

- 2.6. *On pg. 18 of the Joint Application, You state: “Fiber deployment results in service improvements, for both voice and broadband services.” Provide all internal and external Data, reports, and/or other forms of evidence You rely on to support this assertion.*

#### **Verizon Objection/Response:**

Verizon objects to this request to the extent that it seeks “all internal and external Data, reports, and/or other forms of evidence” on this subject, in that the request is to that extent unduly burdensome and not reasonably related to the need for such comprehensive, detailed, and voluminous information in this proceeding. Verizon also objects to the extent that the request seeks information that is highly proprietary and confidential. Subject to and without waiver of its objections, Verizon responds as follows:

Fiber is a proven technology that has been embraced around the world. It is immune to many environmental factors that affect copper cable, including electromagnetic and radio-frequency interference. It is less susceptible to temperature fluctuations. It can be submerged in water. It is lightweight, thin, and more durable than copper. It can support signal transmission at significantly greater bandwidths. Very little signal loss occurs during transmission of signals over fiber-optic cable, and data can move at higher speeds

over greater distances. Fiber also can support advanced broadband services that are not available over copper. Unlike copper, Verizon's PON ("Passive Optical Network") fiber facilities do not require mid-span equipment or electronics (e.g., repeaters, terminals, remotes, etc.). Fiber also is less susceptible to environmental risks that interfere with copper electrical circuits, such as lightning and moisture.

The absence of active electronics in the field means that fiber not only is less likely to experience outages during weather events, but also during public safety emergencies. Fiber lines generally are more durable, do not corrode, have a much longer lifespan and require fewer repairs than copper lines. Fiber also has performance advantages, as it is much less sensitive to distance limitations than copper and is not affected by electromagnetic radiation, electrical interference, noise, or crosstalk. In addition to—and partly as a result of—these advantages, fiber is capable of transmitting substantially more data than copper, allowing customers to utilize data and video services at higher speeds. At the same time, fiber networks are more energy-efficient because they use laser light—not an electrical signal—reducing energy consumption and resulting in a greener network.

Furthermore, after fiber facilities are in place, future upgrades require only a change in the terminal equipment in the central office or the equipment at the customer premises to add additional capacity, without engaging in expensive upgrades to the distribution network. In other words, fiber is future proof, as speeds for broadband and video services can be increased simply by changing the electronics at either end of the existing fiber cable. The FCC and state commissions have recognized the advantages of fiber.

As an example of the effect that these advantages have on service reliability and repair time for fiber-based service, Verizon submits the data set forth in **Confidential Exhibit 13**, which relates to regulated voice services provided over copper and fiber in New York State.

**CONFIDENTIAL**  
**EXHIBIT DB-8-VZ-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under federal and state law and Commission orders, including but not limited to, General Order (“GO”) 66-D, California Public Utilities Code §583, the California Public Records Act (“CPRA”), California Civil Code §3426 *et seq.*, and California Evidence Code §1060. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Verizon and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-8-VZ-C contains an attachment that Verizon has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL Attachments to Exhibit DB-8-VZ-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Verizon’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Verizon’s narrative response and declaration.

**DECLARATION OF VERIZON REGARDING  
CONFIDENTIALITY OF BUSINESS INFORMATION**

I, Jane Whang, declare as follows:

On December 27, 2024, Verizon Communications Inc. (“Verizon”) submitted responses and data in response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Verizon’s response and related attachments include highly sensitive and confidential business information related to various categories of information, including the following:

- Service subscription and territory information (See Responses to DR 02, questions 2.1, 2.2, 2.3, 2.5.6)
- Service reliability and repair data (See Response to DR 02, question 2.6)
- Service quality data and metrics (See Responses to DR 02, questions 2.8, 2.8.1, 2.8.2, 2.8.3, 2.9, 2.10, 2.11, 2.19)
- Network availability metrics information (See Response to DR 02, question 2.12)
- Service outage data, including Verizon’s National Outage Reporting System (NORS), FCC Disaster Information Reporting System (DIRS), and CalOES reports (See Responses to DR 02, questions 2.24, 2.26, 2.27, 2.28)
- Verizon network equipment location information (See Response to DR 02, question 2.25)
- Customer satisfaction methods and metrics (See Responses to DR 02, questions 2.32, 2.33)
- Customer service representative and employee demographic information (See Responses to DR 02, questions 2.36, 2.41)
- Verizon’s pre-Transaction deployment plans (See Response to DR 02, question 2.44)
- Verizon’s financial plans related to the Transaction (See Responses to DR 02, questions 2.51.1, 2.51.2, 2.51.3, 2.52.1, 2.52.2, 2.54.2)

Verizon seeks confidential treatment of this information pursuant to federal and state law and Commissions orders, including but not limited to, General Order (“GO”) 66-D, California Public Utilities Code § 583, the California Public Records Act (“CPRA”), California Civil Code § 3426 *et. seq.*, and California Evidence Code § 1060 because the material includes information that is sensitive, confidential trade secrets, and the public interest in non-disclosure outweighs the public interest in disclosure.

GO 66-D, Section 3.2 directs information submitters seeking confidential treatment of information submitted to the Commission to: (i) designate relevant information as confidential; (ii) specify the basis for the Commission to provide confidential treatment with specific citations to the CPRA or Commission order; (iii) provide a declaration in support of the legal authority cited for confidential treatment; and (iv) provide contact information for individuals responsible for the potential release of information. This Declaration addresses all requirements set forth in GO 66-D to seek confidential treatment, and the enclosed information is not otherwise publicly available.

#### The Confidentially Marked Information is Prohibited from Disclosure by State Law

Government Code § 7927.705 (formerly § 6254(k)) establishes that records are exempt from disclosure where they are prohibited by federal or state law from disclosure, including but not limited to privileges under the Evidence Code. The Evidence Code recognizes that the owner of trade secrets has the privilege to prevent another from disclosing trade secrets. Evid. Code Sec. 1060. Under the California Uniform Trade Secrets Act, Civil Code Sec. 3426 *et. seq.* (“CTSA”), information, including a “formula, pattern, compilation, program, device, method, technique, or process” that derives “actual or potential” independent economic value from not being generally known to the public and is the subject of reasonable efforts to maintain its secrecy qualifies for trade secret protection. Civil Code Sec. 3426.1(d).

The information and materials provided on December 27, 2024 in response to Data Request 02 include highly proprietary information that could be used by a competitor in developing its business or marketing strategy and to gain a significant competitive advantage against Verizon. *See Whyte v. Schlage Lock Co.*, 101 Cal.App.4th 1443, 1456 (2002) (protecting such strategic documents where “information would be valuable if known by a competitor because it would allow the competitor to predict and counter” defendant’s “marketing strategy, plans and techniques”); *Timken Co. v. United States Customs Service*, 491 F. Supp. 557, 560 (D.D.C. 1980) (observing that release of materials disclosing marketing plans would allow competitors to modify their own marketing strategy and selectively underprice the competitor to “cause substantial competitive harm”).

Specifically, disclosure of the marked information and attachments provided in response to the Data Requests cited above would significantly and adversely affect Verizon’s competitive position by providing competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to undercut Verizon’s plans and decrease Verizon’s competitive advantage. Verizon’s competitors could leverage this information to make strategic financial, investment, operational, and business decisions to the detriment of Verizon and the public. If made public, these trade secrets would be compromised, and their use could facilitate unfair competition and harm to the competitive market.

This information is not ordinarily available to the public and Verizon has maintained reasonable secrecy efforts with regard to the material. *See, e.g., In re Providian Credit Card Cases*, 96 Cal. App. 4th 292, 308 (2002) (recognizing the importance of stamping documents as confidential in protecting trade secret status); *Morlife, Inc. v. Perry*, 56 Cal. App. 4th 1514, 1521 (1997) (internal citations omitted) (finding “reasonable efforts to maintain the secrecy” of trade secret information “by limiting circulation” of information); *U.S. Surgical Corp. v. Origin Medsystems, Inc.*, 27 U.S.P.Q.2d (BNA) 1526, 1530 (N.D. Cal. 1993) (protecting information as trade secret where it was only disclosed in confidential setting). In addition, financial information such as at issue in this Declaration has been routinely recognized as confidential by the Commission in various acquisition and merger cases. *See* D.02-12-12, 2002 Cal. PUC LEXIS 852, at \*12, Ordering Para. 4 (2002) (granting motion to file under seal financial details and acquisition agreement, which were claimed as trade secrets); D.17-11-026, 2017 Cal. PUC LEXIS 523, at \*21, Ordering Para. 2 (2017) (granting motion to file under seal financial information such as balance sheets); *see also* Gov. Code § 7927.605 (formerly § 6254.15) (“Nothing in this division requires the disclosure of . . . corporate financial records”). Further, the number of customers or connections that a provider serves has also been routinely recognized as confidential by the Commission on multiple occasions. *See* D.00-06-079, 2000 Cal. PUC LEXIS 645, at \*35 (2000).

#### It is Not in the Public Interest to Disclose the Materials

The CPRA balancing test protects information where “on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record.” *See* Gov. Code § 7922.000. This “public interest” balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife, Inc. v. Perry*, 56 Cal. App. 4th 1514, 1519-1520 (1997).

The public interest in nondisclosure of the marked information provided in response to the Data Requests cited above also outweighs the public interest in disclosure of the materials. Gov. Code § 7922.000 (formerly § 6255). The material includes information that, as noted above, could be used by competitors to gain a competitive advantage, in violation of policies recognized in the Government Code and California Trade Secrets Act.

Disclosure of the confidential information would provide little benefit and would harm the public interest by affecting companies’ decisions to operate under a regulatory framework in which they may not be able to protect their trade secrets and proprietary information. Therefore, on balance, the public interest in nondisclosure of the materials outweighs the public interest in disclosure of the documents. For the reasons cited, the Commission should not require or permit disclosure to the public any of information marked as confidential.

Contact Information

Pursuant to GO 66-D Section 3.2(d), the following individuals should be contacted by the Commission regarding the potential release of information per GO 66-D Section 5:

Jesús G. Román  
Verizon  
15505 Sand Canyon Ave.  
Irvine, California 92618  
Telephone: (805) 208-1187  
Email: [jesus.g.roman@verizon.com](mailto:jesus.g.roman@verizon.com)

Jane Whang  
Verizon  
360 Spear St.  
San Francisco, California 94105  
Telephone: (415) 778-1022  
Email: [jane.whang@verizon.com](mailto:jane.whang@verizon.com)

I have been designated by Karen Shipman, Assistant Secretary of Verizon Communications Inc., to submit this declaration. I declare on information and belief that the information provided herein is true and correct and, on that basis, so affirm.

Executed this 27th day of December 2024 at San Francisco, California,

/s/ Jane Whang  
Jane Whang  
*Attorney for Verizon*

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by the California Public Utilities Commission Public Advocates Office**

**December 27, 2024**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 56 principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

Cal Advocates submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all

subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon's right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Verizon may produce information or documents designated as confidential or proprietary. Verizon produces these documents pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's responses to Data Request 02 are submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

### **Fixed Broadband Service Quality**

- 2.6. *On pg. 18 of the Joint Application, You state: “Fiber deployment results in service improvements, for both voice and broadband services.” Provide all internal and external Data, reports, and/or other forms of evidence You rely on to support this assertion.*

#### **Verizon Objection/Response:**

Verizon objects to this request to the extent that it seeks “all internal and external Data, reports, and/or other forms of evidence” on this subject, in that the request is to that extent unduly burdensome and not reasonably related to the need for such comprehensive, detailed, and voluminous information in this proceeding. Verizon also objects to the extent that the request seeks information that is highly proprietary and confidential. Subject to and without waiver of its objections, Verizon responds as follows:

Fiber is a proven technology that has been embraced around the world. It is immune to many environmental factors that affect copper cable, including electromagnetic and radio-frequency interference. It is less susceptible to temperature fluctuations. It can be submerged in water. It is lightweight, thin, and more durable than copper. It can support signal transmission at significantly greater bandwidths. Very little signal loss occurs during transmission of signals over fiber-optic cable, and data can move at higher speeds

over greater distances. Fiber also can support advanced broadband services that are not available over copper. Unlike copper, Verizon's PON ("Passive Optical Network") fiber facilities do not require mid-span equipment or electronics (e.g., repeaters, terminals, remotes, etc.). Fiber also is less susceptible to environmental risks that interfere with copper electrical circuits, such as lightning and moisture.

The absence of active electronics in the field means that fiber not only is less likely to experience outages during weather events, but also during public safety emergencies. Fiber lines generally are more durable, do not corrode, have a much longer lifespan and require fewer repairs than copper lines. Fiber also has performance advantages, as it is much less sensitive to distance limitations than copper and is not affected by electromagnetic radiation, electrical interference, noise, or crosstalk. In addition to—and partly as a result of—these advantages, fiber is capable of transmitting substantially more data than copper, allowing customers to utilize data and video services at higher speeds. At the same time, fiber networks are more energy-efficient because they use laser light—not an electrical signal—reducing energy consumption and resulting in a greener network.

Furthermore, after fiber facilities are in place, future upgrades require only a change in the terminal equipment in the central office or the equipment at the customer premises to add additional capacity, without engaging in expensive upgrades to the distribution network. In other words, fiber is future proof, as speeds for broadband and video services can be increased simply by changing the electronics at either end of the existing fiber cable. The FCC and state commissions have recognized the advantages of fiber.

As an example of the effect that these advantages have on service reliability and repair time for fiber-based service, Verizon submits the data set forth in **Confidential Exhibit 13**, which relates to regulated voice services provided over copper and fiber in New York State.

**CONFIDENTIAL EXHIBIT 13**

Bates-stamped Document No.

VZ\_PAO\_0002094

**CONFIDENTIAL**  
**EXHIBIT DB-9-FR-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code §§ 583, 7922.000; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-9-FR-C contains an attachment that Frontier has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL Attachments to Exhibit DB-9-FR-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith  
Supporting Protection of Confidential Materials Submitted in Part 1 Response of  
Frontier Parent Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications  
Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U  
1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and  
Frontier Communications of America, Inc. (U 5429 C) to  
Public Advocates Office - Data Request 3**

**February 6, 2025**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 1 Response to the Public Advocates Office’s Data Request 3 (“DR 3”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s DR 3 Part 1 response and attachments, and I have reviewed each of the documents and information that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and

assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the narrative responses to questions 3.10, 3.11, and 3.14 and documents responsive to questions 3.12, 3.21-3.22, and 3.23-3.24. Specifically:
  - a. Frontier's response to DR 3.10 contains a confidential figure pertaining to the extent of Frontier's lead-clad copper wires, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. This figure contains information about the character and functionality of facilities within Frontier's network, which Frontier's competitors could use to inform build-out, and operational determinations.
  - b. Frontier's response to DR 3.14 contains confidential figures pertaining to the number of minority and women managers employed by Frontier, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. These figures contain confidential information about Frontier's personnel.
  - c. The manual labeled "Frontier Response to Cal Advocates DR 3.11 (Manhole Safety and Setup Guide) [CONFIDENTIAL] (FTR006315-FTR006481)" contains granular procedures and rules regarding manhole safety and setup, including information Frontier's plant and regulatory personnel have developed concerning employee safety guidelines and education on lead exposure and proper protective equipment.
  - d. The report labeled "Frontier Response to Cal Advocates DR 3.12 (National Employee Data) [CONFIDENTIAL] (FTR006482)" contains granular information regarding Frontier's employee personnel nationally.
  - e. The reports labeled "Frontier Response to Cal Advocates DR 3.21\_3.22 (Total CA Passings) [CONFIDENTIAL] (FTR007126)" and "Frontier Response to Cal Advocates DR 3.23\_3.24 (Fiber CA Passings) [CONFIDENTIAL] (FTR007127)" contain granular information regarding Frontier's competitively sensitive and

granular voice and broadband availability information regarding Frontier's California ILECs' passings in California by wire center.

5. Individually and collectively, the information described in Paragraph 4 constitutes a "compilation" and "pattern" that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier's current or potential competitors. I am informed and believe that the preparation of these data entailed significant plant, regulatory and personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, labor and operational practices, and/or marketing, educational, deployment and investment plans to replicate Frontier's success, undercut Frontier's plans and practices, or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process and harm to the competitive market. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

6. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition and the public that would occur from forcing Frontier to disgorge this information through the regulatory process. *See Gov. Code § 7922.000.*

Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 6th day of February, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 1 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 3 Issued by the Public Advocates Office**

**February 6, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 03,” issued by the Public Advocates Office (“Cal Advocates”) on January 23, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 31 principal questions, excluding sub-parts. Cal Advocates requested a response date of February 6, 2025. As Frontier’s counsel informed Cal Advocates’ counsel on January 31, 2025, Frontier is responding to as many responses as possible on the requested due date, but due to the extensive and extremely granular nature of the questions and other business priorities and deadlines, including Joint Applicants’ January 24, 2025 Opening Testimony deadline, Frontier will need until February 18, 2025 to respond to the remaining questions. For ease of reference, Frontier will refer to this set of data requests as “DR 3.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 3 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction. Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work

product protection, and/or other applicable privileges or protections. Frontier objects to DR 3 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

In addition, Frontier objects to DR 3 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

Frontier further objects to the instructions and definitions in DR 3 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the definition of "you" as overbroad and improper as it pertains to "all affiliates or subsidiaries providing service in California" and "includes every Person and/or entity acting with or on behalf of" Frontier. *See DR 3* at 2. The Commission's jurisdiction and discovery powers do not extend to Frontier's affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier's intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the "instruction" that each question "is continuing in nature" because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the "instruction" that Frontier "[p]rovide the name and title of the Persons(s) providing the answer to each Data Request question, his/her/their employer, and his/her/their contact information." *DR 3* at 6. Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. For similar reasons, Frontier objects to the "definition" of "you" on the grounds that it improperly includes "every Person and/or entity acting with or on behalf of the Person or entity to whom the data requests are directed." *DR 3* at 2. This definition is overbroad

insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 3 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 3 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n’s Comm’n*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and

federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

**3.21 For each of the three Frontier ILECs operating in California and disaggregated by ILEC, please provide, in an Excel spreadsheet, the total number of residential locations passed by all services separately for each wire center as of the end of 2024 or for the most current date for which this data is available.**

**Specific Objections:** Frontier objects to this question to the extent that it seeks information beyond its possession, custody or control and to the extent that it seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier also objects to this question to the extent that “all services” encompasses information that exceeds the Commission’s lawful authority under state and federal law, and Frontier therefore objects to this question on jurisdictional and relevancy grounds. *See* Pub. Util. Code §§ 234(a), 216; Cal. Const., art. XII, §§ 3, 6; *Restoring Internet Freedom Order*, FCC 17-166 at ¶¶ 1, 20, 100. Subject to and without waiving these objections, Frontier responds as follows.

**Response:** Please see the attached filed labeled “Frontier Response to Cal Advocates DR 3.21\_3.22 (Total CA Passings) [CONFIDENTIAL] (FTR007126).” This document contains competitively sensitive and granular voice and broadband availability information regarding Frontier’s California ILECs’ total passings in California, which qualifies as a trade secret because it is a “compilation” and “pattern” that derives economic value from not being generally known to the public or to competitors, and Frontier implements reasonable measures to maintain this information as confidential. *See* Civ. Code § 3426.1(d); Cal. Evid. Code § 1060; Gov. Code § 7927.705 (incorporating restrictions on disclosure imposed by state or federal law). Frontier invested significant personnel time and resources to compile this information. If publicly disclosed, Frontier’s competitors could leverage this information to make strategic deployment, investment, and business decisions to the detriment of Frontier and the public. If made public, these trade secrets would be compromised, and their use could facilitate unfair competition and harm to the competitive market for telecommunications and broadband services.

The information responsive to this request would also be subject to protection under the CPRA balancing test, which protects information where “on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record.” Pub. Util. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO v. Superior Court*, 42 Cal.4th 319, 329 (2007). The Section 7922.000(a) “public interest” balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife, Inc. v.*

*Perry*, 56 Cal.App.4th 1514, 1520 (1997) (“Yet also fundamental to the preservation of our free market economic system is the concomitant right to have the ingenuity and industry one invests in the success of the business or occupation protected from the gratuitous use of that "sweat-of-the-brow" by others.”); *see also Knevelbaard Dairies v. Kraft Foods, Inc.*, 232 F.3d 979, 988 (9th Cir. 2000) (recognizing the preservation of competition as “vital to the public interest.”). Forced public disclosure of this information through the regulatory process would undermine the functioning of competitive markets, undermine the incentives to innovate and invest in advances in services that better meet customers’ needs, and harm consumers by producing market outcomes that are the product of unfair competition. There is no countervailing public benefit from disclosure that could satisfy the balancing test. The balance of equities strongly supports maintaining this information as confidential.

**CONFIDENTIAL**  
**EXHIBIT DB-10-FR-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code §§ 583, 7922.000; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-10-FR-C contains an attachment that Frontier has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments\\_to\\_Exhibit\\_DB-10-FR-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith  
Supporting Protection of Confidential Materials Submitted in Part 1 Response of  
Frontier Parent Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications  
Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U  
1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and  
Frontier Communications of America, Inc. (U 5429 C) to  
Public Advocates Office - Data Request 3**

**February 6, 2025**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 1 Response to the Public Advocates Office’s Data Request 3 (“DR 3”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s DR 3 Part 1 response and attachments, and I have reviewed each of the documents and information that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and

assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the narrative responses to questions 3.10, 3.11, and 3.14 and documents responsive to questions 3.12, 3.21-3.22, and 3.23-3.24. Specifically:
  - a. Frontier's response to DR 3.10 contains a confidential figure pertaining to the extent of Frontier's lead-clad copper wires, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. This figure contains information about the character and functionality of facilities within Frontier's network, which Frontier's competitors could use to inform build-out, and operational determinations.
  - b. Frontier's response to DR 3.14 contains confidential figures pertaining to the number of minority and women managers employed by Frontier, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. These figures contain confidential information about Frontier's personnel.
  - c. The manual labeled "Frontier Response to Cal Advocates DR 3.11 (Manhole Safety and Setup Guide) [CONFIDENTIAL] (FTR006315-FTR006481)" contains granular procedures and rules regarding manhole safety and setup, including information Frontier's plant and regulatory personnel have developed concerning employee safety guidelines and education on lead exposure and proper protective equipment.
  - d. The report labeled "Frontier Response to Cal Advocates DR 3.12 (National Employee Data) [CONFIDENTIAL] (FTR006482)" contains granular information regarding Frontier's employee personnel nationally.
  - e. The reports labeled "Frontier Response to Cal Advocates DR 3.21\_3.22 (Total CA Passings) [CONFIDENTIAL] (FTR007126)" and "Frontier Response to Cal Advocates DR 3.23\_3.24 (Fiber CA Passings) [CONFIDENTIAL] (FTR007127)" contain granular information regarding Frontier's competitively sensitive and

granular voice and broadband availability information regarding Frontier's California ILECs' passings in California by wire center.

5. Individually and collectively, the information described in Paragraph 4 constitutes a "compilation" and "pattern" that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier's current or potential competitors. I am informed and believe that the preparation of these data entailed significant plant, regulatory and personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, labor and operational practices, and/or marketing, educational, deployment and investment plans to replicate Frontier's success, undercut Frontier's plans and practices, or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process and harm to the competitive market. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

6. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition and the public that would occur from forcing Frontier to disgorge this information through the regulatory process. *See Gov. Code § 7922.000.*

Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 6th day of February, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 1 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 3 Issued by the Public Advocates Office**

**February 6, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 03,” issued by the Public Advocates Office (“Cal Advocates”) on January 23, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 31 principal questions, excluding sub-parts. Cal Advocates requested a response date of February 6, 2025. As Frontier’s counsel informed Cal Advocates’ counsel on January 31, 2025, Frontier is responding to as many responses as possible on the requested due date, but due to the extensive and extremely granular nature of the questions and other business priorities and deadlines, including Joint Applicants’ January 24, 2025 Opening Testimony deadline, Frontier will need until February 18, 2025 to respond to the remaining questions. For ease of reference, Frontier will refer to this set of data requests as “DR 3.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 3 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction. Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work

product protection, and/or other applicable privileges or protections. Frontier objects to DR 3 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

In addition, Frontier objects to DR 3 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

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insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 3 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 3 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n’s Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and

federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

**3.22 For each of the three Frontier ILECs operating in California and disaggregated by ILEC, please provide, in an Excel spreadsheet, the total number of nonresidential locations passed by all services separately for each wire center as of the end of 2024 or for the most current date for which this data is available.**

**Specific Objections:** Frontier objects to this question to the extent that it seeks information beyond its possession, custody or control and to the extent that it seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier also objects to this question to the extent that “all services” encompasses information that exceeds the Commission’s lawful authority under state and federal law, and Frontier therefore objects to this question on jurisdictional and relevancy grounds. *See* Pub. Util. Code §§ 234(a), 216; Cal. Const., art. XII, §§ 3, 6; *Restoring Internet Freedom Order*, FCC 17-166 at ¶¶ 1, 20, 100. Subject to and without waiving these objections, Frontier responds as follows.

**Response:** Please see the attached file labeled “Frontier Response to Cal Advocates DR 3.21\_3.22 (Total CA Passings) [CONFIDENTIAL] (FTR007126).” For the reasons stated in response to question 3.21, this file is confidential.

**CONFIDENTIAL**  
**EXHIBIT DB-11-FR-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code §§ 583, 7922.000; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-11-FR-C contains an attachment that Frontier has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments\\_to\\_Exhibit\\_DB-11-FR-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith  
Supporting Protection of Confidential Materials Submitted in Part 1 Response of  
Frontier Parent Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications  
Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U  
1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and  
Frontier Communications of America, Inc. (U 5429 C) to  
Public Advocates Office - Data Request 3**

**February 6, 2025**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 1 Response to the Public Advocates Office’s Data Request 3 (“DR 3”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s DR 3 Part 1 response and attachments, and I have reviewed each of the documents and information that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and

assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the narrative responses to questions 3.10, 3.11, and 3.14 and documents responsive to questions 3.12, 3.21-3.22, and 3.23-3.24. Specifically:
  - a. Frontier's response to DR 3.10 contains a confidential figure pertaining to the extent of Frontier's lead-clad copper wires, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. This figure contains information about the character and functionality of facilities within Frontier's network, which Frontier's competitors could use to inform build-out, and operational determinations.
  - b. Frontier's response to DR 3.14 contains confidential figures pertaining to the number of minority and women managers employed by Frontier, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. These figures contain confidential information about Frontier's personnel.
  - c. The manual labeled "Frontier Response to Cal Advocates DR 3.11 (Manhole Safety and Setup Guide) [CONFIDENTIAL] (FTR006315-FTR006481)" contains granular procedures and rules regarding manhole safety and setup, including information Frontier's plant and regulatory personnel have developed concerning employee safety guidelines and education on lead exposure and proper protective equipment.
  - d. The report labeled "Frontier Response to Cal Advocates DR 3.12 (National Employee Data) [CONFIDENTIAL] (FTR006482)" contains granular information regarding Frontier's employee personnel nationally.
  - e. The reports labeled "Frontier Response to Cal Advocates DR 3.21\_3.22 (Total CA Passings) [CONFIDENTIAL] (FTR007126)" and "Frontier Response to Cal Advocates DR 3.23\_3.24 (Fiber CA Passings) [CONFIDENTIAL] (FTR007127)" contain granular information regarding Frontier's competitively sensitive and

granular voice and broadband availability information regarding Frontier's California ILECs' passings in California by wire center.

5. Individually and collectively, the information described in Paragraph 4 constitutes a "compilation" and "pattern" that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier's current or potential competitors. I am informed and believe that the preparation of these data entailed significant plant, regulatory and personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, labor and operational practices, and/or marketing, educational, deployment and investment plans to replicate Frontier's success, undercut Frontier's plans and practices, or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process and harm to the competitive market. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

6. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition and the public that would occur from forcing Frontier to disgorge this information through the regulatory process. *See Gov. Code § 7922.000.*

Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 6th day of February, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 1 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 3 Issued by the Public Advocates Office**

**February 6, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 03,” issued by the Public Advocates Office (“Cal Advocates”) on January 23, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 31 principal questions, excluding sub-parts. Cal Advocates requested a response date of February 6, 2025. As Frontier’s counsel informed Cal Advocates’ counsel on January 31, 2025, Frontier is responding to as many responses as possible on the requested due date, but due to the extensive and extremely granular nature of the questions and other business priorities and deadlines, including Joint Applicants’ January 24, 2025 Opening Testimony deadline, Frontier will need until February 18, 2025 to respond to the remaining questions. For ease of reference, Frontier will refer to this set of data requests as “DR 3.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 3 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction. Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work

product protection, and/or other applicable privileges or protections. Frontier objects to DR 3 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

In addition, Frontier objects to DR 3 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

Frontier further objects to the instructions and definitions in DR 3 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the definition of "you" as overbroad and improper as it pertains to "all affiliates or subsidiaries providing service in California" and "includes every Person and/or entity acting with or on behalf of" Frontier. *See DR 3* at 2. The Commission's jurisdiction and discovery powers do not extend to Frontier's affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier's intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the "instruction" that each question "is continuing in nature" because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the "instruction" that Frontier "[p]rovide the name and title of the Persons(s) providing the answer to each Data Request question, his/her/their employer, and his/her/their contact information." *DR 3* at 6. Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. For similar reasons, Frontier objects to the "definition" of "you" on the grounds that it improperly includes "every Person and/or entity acting with or on behalf of the Person or entity to whom the data requests are directed." *DR 3* at 2. This definition is overbroad

insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 3 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 3 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n’s Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and

federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

**3.23 For each of the three Frontier ILECs operating in California and disaggregated by ILEC, please provide, in an Excel spreadsheet, the total number of residential locations passed by fiber optic facilities separately for each wire center as of the end of 2024 or for the most current date for which this data is available.**

**Specific Objections:** Frontier objects to this question to the extent that it seeks information beyond its possession, custody or control and to the extent that it seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Subject to and without waiving these objections, Frontier responds as follows.

**Response:** Please see the attached file labeled “Frontier Response to Cal Advocates DR 3.23\_3.24 (Fiber CA Passings) [CONFIDENTIAL] (FTR007127).” This document contains competitively sensitive and granular voice and broadband availability information regarding Frontier’s California ILECs’ fiber passings in California, which qualifies as a trade secret

because it is a “compilation” and “pattern” that derives economic value from not being generally known to the public or to competitors, and Frontier implements reasonable measures to maintain this information as confidential. *See* Civ. Code § 3426.1(d); Cal. Evid. Code § 1060; Gov. Code § 7927.705 (incorporating restrictions on disclosure imposed by state or federal law). Frontier invested significant personnel time and resources to compile this information. If publicly disclosed, Frontier’s competitors could leverage this information to make strategic deployment, investment, and business decisions to the detriment of Frontier and the public. If made public, these trade secrets would be compromised, and their use could facilitate unfair competition and harm to the competitive market for telecommunications and broadband services.

The information responsive to this request would also be subject to protection under the CPRA balancing test, which protects information where “on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record.” Pub. Util. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO v. Superior Court*, 42 Cal.4th 319, 329 (2007). The Section 7922.000(a) “public interest” balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife, Inc. v. Perry*, 56 Cal.App.4th 1514, 1520 (1997) (“Yet also fundamental to the preservation of our free market economic system is the concomitant right to have the ingenuity and industry one invests in the success of the business or occupation protected from the gratuitous use of that “sweat-of-the-brow” by others.”); *see also Knevelbaard Dairies v. Kraft Foods, Inc.*, 232 F.3d 979, 988 (9th Cir. 2000) (recognizing the preservation of competition as “vital to the public interest.”). Forced public disclosure of this information through the regulatory process would undermine the functioning of competitive markets, undermine the incentives to innovate and invest in advances in services that better meet customers’ needs, and harm consumers by producing market outcomes that are the product of unfair competition. There is no countervailing public benefit from disclosure that could satisfy the balancing test. The balance of equities strongly supports maintaining this information as confidential.

**CONFIDENTIAL**  
**EXHIBIT DB-12-FR-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code §§ 583, 7922.000; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-12-FR-C contains an attachment that Frontier has identified as confidential or proprietary pursuant to the above-listed statutes:

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To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

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Declaration of Jenny M. Smith  
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Public Advocates Office - Data Request 3**

**February 6, 2025**

---

I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 1 Response to the Public Advocates Office’s Data Request 3 (“DR 3”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s DR 3 Part 1 response and attachments, and I have reviewed each of the documents and information that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and

assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the narrative responses to questions 3.10, 3.11, and 3.14 and documents responsive to questions 3.12, 3.21-3.22, and 3.23-3.24. Specifically:
  - a. Frontier's response to DR 3.10 contains a confidential figure pertaining to the extent of Frontier's lead-clad copper wires, as indicated by the "**<<START CONFIDENTIAL**" and "**END CONFIDENTIAL>>**" notations in Frontier's response. This figure contains information about the character and functionality of facilities within Frontier's network, which Frontier's competitors could use to inform build-out, and operational determinations.
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  - e. The reports labeled "Frontier Response to Cal Advocates DR 3.21\_3.22 (Total CA Passings) [CONFIDENTIAL] (FTR007126)" and "Frontier Response to Cal Advocates DR 3.23\_3.24 (Fiber CA Passings) [CONFIDENTIAL] (FTR007127)" contain granular information regarding Frontier's competitively sensitive and

granular voice and broadband availability information regarding Frontier's California ILECs' passings in California by wire center.

5. Individually and collectively, the information described in Paragraph 4 constitutes a "compilation" and "pattern" that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier's current or potential competitors. I am informed and believe that the preparation of these data entailed significant plant, regulatory and personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, labor and operational practices, and/or marketing, educational, deployment and investment plans to replicate Frontier's success, undercut Frontier's plans and practices, or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process and harm to the competitive market. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

6. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition and the public that would occur from forcing Frontier to disgorge this information through the regulatory process. *See Gov. Code § 7922.000.*

Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 6th day of February, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 1 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 3 Issued by the Public Advocates Office**

**February 6, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 03,” issued by the Public Advocates Office (“Cal Advocates”) on January 23, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 31 principal questions, excluding sub-parts. Cal Advocates requested a response date of February 6, 2025. As Frontier’s counsel informed Cal Advocates’ counsel on January 31, 2025, Frontier is responding to as many responses as possible on the requested due date, but due to the extensive and extremely granular nature of the questions and other business priorities and deadlines, including Joint Applicants’ January 24, 2025 Opening Testimony deadline, Frontier will need until February 18, 2025 to respond to the remaining questions. For ease of reference, Frontier will refer to this set of data requests as “DR 3.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 3 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction. Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work

product protection, and/or other applicable privileges or protections. Frontier objects to DR 3 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

In addition, Frontier objects to DR 3 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

Frontier further objects to the instructions and definitions in DR 3 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the definition of "you" as overbroad and improper as it pertains to "all affiliates or subsidiaries providing service in California" and "includes every Person and/or entity acting with or on behalf of" Frontier. *See DR 3* at 2. The Commission's jurisdiction and discovery powers do not extend to Frontier's affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier's intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the "instruction" that each question "is continuing in nature" because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the "instruction" that Frontier "[p]rovide the name and title of the Persons(s) providing the answer to each Data Request question, his/her/their employer, and his/her/their contact information." *DR 3* at 6. Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. For similar reasons, Frontier objects to the "definition" of "you" on the grounds that it improperly includes "every Person and/or entity acting with or on behalf of the Person or entity to whom the data requests are directed." *DR 3* at 2. This definition is overbroad

insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 3 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 3 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n’s Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”)); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and

federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

**3.24 For each of the three Frontier ILECs operating in California and disaggregated by ILEC, please provide, in an Excel spreadsheet, the total number of nonresidential locations passed by fiber optic facilities separately for each wire center as of the end of 2024 or for the most current date for which this data is available.**

**Specific Objections:** Frontier objects to this question to the extent that it seeks information beyond its possession, custody or control and to the extent that it seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Subject to and without waiving these objections, Frontier responds as follows.

**Response:** Please see the attached file labeled “Frontier Response to Cal Advocates DR 3.23\_3.24 (Fiber CA Passings) [CONFIDENTIAL] (FTR007127).” For the reasons stated in response to question 3.23, this file is confidential.

**CONFIDENTIAL**  
**EXHIBIT DB-13-FR-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code §§ 583, 7922.000; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-13-FR-C contains an attachment that Frontier has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments\\_to\\_Exhibit\\_DB-13-FR-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith Part 1 Response of  
Frontier Parent Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications  
Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U  
1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and  
Frontier Communications of America, Inc. (U 5429 C)  
Supporting Protection of Confidential Materials Submitted in Part 1 Response to  
Public Advocates Office - Data Request 2**

**December 23, 2024**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 1 Response to the Public Advocates Office’s Data Request 2 (“DR 2”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s Part 1 responses and attachments, and I have reviewed each of the documents that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and assess their

confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the documents responsive to questions 2.8, 2.12, 2.13, 2.14, 2.15, 2.18, 2.21, 2.22, 2.24, 2.25, 2.31, and 2.44.
  - a. The zip files and/or files named “Frontier Response to Cal Advocates DR 2.8 (KPI\_NPS) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.12 (Network Availability) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.13 (Broadband Service Orders) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.14 (Broadband Service Installation Interval) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.15 (Broadband Service Outages) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.18 (GO 133-D Confidential),” “Frontier Response to Cal Advocates DR 2.18 (OOS Wire Ctr) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.21 (Voice Service Orders) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.22 (Voice Installation Intervals) [CONFIDENTIAL],” “Frontier Response to Cal Advocates DR 2.24 (NORS) [CONFIDENTIAL]” “Frontier Response to Cal Advocates DR 2.25 (DIRS) [CONFIDENTIAL],” and “Frontier Response to Cal Advocates DR 2.31 (Customer Surveys) [CONFIDENTIAL]” contain granular outage data or customer and/or service data.
  - b. The zip file named “Frontier Response to Cal Advocates DR 2.44 (OP 4(l)) [CONFIDENTIAL]” contains location-specific voice, broadband and video subscription data and granular plant project, equipment, and service quality data, respectively.
5. The information described in paragraph 4 constitutes a “compilation” and “pattern” that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier’s current or potential competitors. I am informed and believe that the preparation of these data entailed significant accounting time and resources, and that these data are not available through any public source. Moreover, I

am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, operational practices, labor practices, marketing and customer service protocols, deployment and investment plans to replicate Frontier's success or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

6. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition that would occur from forcing Frontier to disgorge this information through the regulatory process. *See* Gov. Code § 7922.000.

Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 23rd day of December, 2024 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 1 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 2 Issued by the Public Advocates Office**

**December 23, 2024**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 46 principal questions, excluding sub-parts. Cal Advocates requested a response date of December 27, 2024. As Frontier’s counsel discussed with Cal Advocates’ counsel on December 20, 2024, Frontier is producing as many responses as possible in advance of the requested due date, but due to the extensive and extremely granular nature of the questions, the upcoming holidays, other business priorities and deadlines, and personnel vacation schedules around the holidays, it will need until January 10, 2025 to respond to the remaining questions. For ease of reference, Frontier will refer to this set of data requests as “DR 2.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 2 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with

this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier objects to DR 2 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

Frontier further objects to the instructions and definitions in DR 2 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the definition of “you” as overbroad and improper as it pertains to “all affiliates or subsidiaries providing service in California” and “includes every Person and/or entity acting with or on behalf of” Frontier. *See DR 2* at 2. The Commission’s jurisdiction and discovery powers do not extend to Frontier’s affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier’s intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the “instruction” that each question “is continuing in nature” because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the “instruction” that Frontier “[p]rovide the name and title of the Persons(s) providing the answer to each Data Request question, his/her/their employer, and his/her/their contact information.” *DR 2* at 6. Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. For similar reasons, Frontier objects to the “definition” of “you” on the grounds that it improperly includes “every Person and/or entity acting with or on behalf of the Person or entity to whom the data requests are directed.” *DR 2* at 2. This definition is overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 2 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See Pub. Util. Code* §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 2 to the extent that it intrudes upon

broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. Frontier acknowledges that the FCC’s specific classification of broadband is in flux in light of the FCC’s designation of broadband service as a “telecommunications service” in 2023 and the recent stay of that FCC order by the Sixth Circuit Court of Appeal. *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay, the FCC’s *Title II Order* is not currently operative and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Commc'ns Comm'n*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC's classification of broadband Internet access as an “information service”).

Under either a “Title I” or the “Title II” classification, broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019); *Title II Order*, FCC 24-52 at ¶ 268 (“[w]here state or local laws do unduly frustrate or interfere with interstate communications, however, we have ample authority to address and preempt those laws on a case-by-case basis as they arise.”). If broadband is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). Alternatively, if broadband is a “Title II” service, the FCC’s extensive forbearance and preemption provisions invoke express and conflict preemption as to state commission attempts to regulate broadband service or the Internet Service Providers (“ISPs”) who provide it. *Title II Order*, FCC 24-52 at ¶ 426 (noting that the FCC forbears “from all *ex ante* and *ex post* rate regulation, tariffing, and related recordkeeping and reporting requirements insofar as they would arise from our classification of BIAS.”); 47 U.S.C. § 160(e) (“A State commission may not continue to apply or enforce any provision of this chapter that the Commission has determined to forbear from applying . . . .”); *see also Title II Order*, FCC 24-52 at ¶ 267 (“Because our Order today restores and rests on the broad regulatory authority conferred on the Commission by Title II, *Mozilla* does not cast any doubt on the Commission’s power, under the impossibility exception as well as ordinary principles of conflict preemption, to preempt state law when exercising—or when forbearing from—our affirmative regulatory authority over broadband.”). Under either

framework, and as a matter of state and federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

**2.8. Provide the results of the service quality metrics You identified in response to Data Request 2.7 for all Fixed Broadband Service(s) Your California ILECs have offered from January 1, 2019 to June 30, 2024. For each metric, provide a detailed breakdown of the results for each of Frontier’s California ILECs, disaggregated by Technology, as applicable. Include any supporting documentation, such as reports or analysis, that can help illustrate Your performance. Provide Your response in Excel spreadsheet format.**

**Specific Objections:** Frontier objects to this request to the extent that it seeks information regarding unregulated, interstate broadband services that exceeds the Commission’s lawful authority under federal and state law, and Frontier therefore objects to this question on jurisdictional grounds. *See* Pub. Util. Code §§ 234(a), 216; Cal. Const., art. XII, §§ 3, 6; *Restoring Internet Freedom Order*, FCC 17-166 at ¶¶ 1, 20, 100; *Title II Order*, FCC 24-52 at ¶¶ 267-268, 426. For the same reasons, Frontier objects to this question on the grounds that it seeks irrelevant information that is beyond the scope of reasonable discovery. Frontier also objects to this question on the grounds that it is unreasonable, overly broad, and unduly burdensome by seeking results of all “service quality metrics” for a more than five-year period that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence. Frontier also objects to the extent seeks data beyond its possession, custody, or control and to the extent that this question seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Subject to and without waiving these objections, Frontier responds as follows.

**Response:** The attached file labeled “Frontier Response to Cal Advocates DR 2.8 (KPI\_NPS) [CONFIDENTIAL]” contains Frontier’s KPI and NPS data described in response to question 2.7. Frontier also refers to data relating to network availability or service quality being produced in response to other questions, including 2.12, 2.13, 2.15, and 2.31. Given the significant burden and time that would be required to produce the requested data going back to January 2019 (almost six years ago), Frontier has reasonably provided responsive information from the date it emerged from Chapter 11 bankruptcy, May 1, 2021, through June 30, 2024. Frontier notes that the date identified in this file refers to the date that the data was pulled for the prior month.

The information provided in the file identified above is confidential business information that is proprietary and confidential, and submitted herewith subject to the protections of Public Utilities Code Section 583 and G.O. 66-D. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. These service quality data are part of a “compilation” and “process” that derive economic value from not being generally known to the public or to competitors, and Frontier has implemented reasonable measures to maintain this information as confidential. *See* Civ. Code § 3426.1(d); Cal. Evid. Code § 1060; Gov. Code § 7927.705. Frontier has invested significant regulatory and plant resources to compile this information. If publicly disclosed, Frontier’s competitors could leverage this information to

develop strategic investments, make operational and business decisions, and craft targeted marketing campaigns to respond to Frontier's business plans, as reflected in these data. If revealed, these trade secrets would be compromised, and their use could be used to facilitate unfair competition and harm to the competitive market for broadband services, to the detriment of customers.

The confidential information provided herewith is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO I v. Superior Court*, 42 Cal.4th 319, 329 (1998). The "public interest" balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife v. Perry*, 56 Cal.App.4th, 1514, 1520 (1997) ("Yet also fundamental to the preservation of our free market economic system is the concomitant right to have the ingenuity and industry one invests in the success of the business or occupation protected from the gratuitous use of that 'sweat-of-the-brow' by others."); *see also Knevelbaard Dairies v. Kraft Foods, Inc.*, 232 F.3d 979, 988 (9th Cir. 2000) (recognizing the preservation of competition as "vital to the public interest."). Forced public disclosure of this broadband service quality information through the regulatory process would undermine the functioning of competitive markets and harm consumers by producing market outcomes that are the product of unfair competition and an abuse of the regulatory process to obtain confidential information. There is no countervailing public benefit from disclosure that could satisfy the balancing test. Based on these legal authorities and the facts presented in the Declaration of Ms. Smith provided herewith, the materials marked herein as confidential are appropriate for confidential treatment under the CPRA and the Commission's rules.

**CONFIDENTIAL**  
**EXHIBIT DB-14-FR-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code §§ 583, 7922.000; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), CPRA, and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-14-FR-C contains an attachment that Frontier has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments\\_to\\_Exhibit\\_DB-14-FR-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Frontier’s public narrative response and declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith Part 1 Response of  
Frontier Parent Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications  
Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U  
1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and  
Frontier Communications of America, Inc. (U 5429 C)  
Supporting Protection of Confidential Materials Submitted in Part 3 Response to  
Public Advocates Office - Data Request 2**

**January 8, 2025**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Frontier’s Part 3 Response to the Public Advocates Office’s Data Request 2 (“DR 2”) in the proceeding docketed as A.24-10-006.
3. I am familiar with the information contained in Frontier’s Part 3 responses and attachments, and I have reviewed each of the documents and information that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the documents being produced and

assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the documents responsive to questions 2.1, 2.2, 2.3, 2.4, 2.23, 2.26, 2.28, 2.34, 2.35, 2.38 and 2.40.
  - a. The files “FTR DR 2.1 (Monthly Broadband Subscriptions) [CONFIDENTIAL] (FTR005850),” “FTR DR to Cal Advocates 2.2 (Monthly Voice Subscriptions) [CONFIDENTIAL] (FTR005851),” “FTR DR 2.3.6 (Low-Income Broadband Plans) [CONFIDENTIAL] (FTR005852),” and “FTR DR 2.4.5 (Lifeline Voice Subscribers) [CONFIDENTIAL] (FTR005864)” contain granular broadband and voice subscription data.
  - b. The files named “FTR DR 2.23 (Voice Outages) [CONFIDENTIAL] (FTR005865),” “FTR DR 2.26 (CalOES 2021) [CONFIDENTIAL] (FTR005866),” “FTR DR 2.26 (CalOES 2022) [CONFIDENTIAL] (FTR005867),” “FTR DR 2.26 (CalOES 2023) [CONFIDENTIAL],” and “FTR DR 2.26 (CalOES 2024) [CONFIDENTIAL] (FTR005868)” contain granular outage data.
  - c. The files names FTR DR 2.28 (Customer Complaints) [CONFIDENTIAL] (FTR005873)” and “FTR DR 2.28 (Trouble Tickets) [CONFIDENTIAL] (FTR005874)” contain granular customer complaint and trouble ticket data.
  - d. The files named “FTR DR 2.34\_2.35 (Customer Service Staffing) [CONFIDENTIAL] (FTR005870),” “FTR DR 2.38 (Frontier California Employees) [CONFIDENTIAL] (FTR005871),” and “FTR DR 2.40 (Frontier Contractors) [CONFIDENTIAL] (FTR005872)” contain granular and competitively sensitive employee and/or contractor data.
5. The information described in paragraph 4 constitutes a “compilation” and “pattern” that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier’s current or potential competitors. I am informed and believe that the preparation of these data entailed significant engineering, human

resources and personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans, operational practices, labor practices, marketing and customer service protocols, deployment and investment plans to replicate Frontier's success or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).

6. I believe that the balance of equities strongly favors maintaining each of the materials discussed herein as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition that would occur from forcing Frontier to disgorge this information through the regulatory process. *See* Gov. Code § 7922.000.

Based on the foregoing, I believe that the materials marked as confidential in connection with the responses are appropriate and important to preserve the important interests identified herein.

Dated this 8th day of January, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 3 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 2 Issued by the Public Advocates Office**

**January 8, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 46 principal questions, excluding sub-parts. Cal Advocates requested a response date of December 27, 2024. As Frontier’s counsel discussed with Cal Advocates’ counsel on December 20, 2024, Frontier produced as many responses as possible in advance of the requested due date on December 23, 2024, but due to the extensive and extremely granular nature of the questions, the upcoming holidays, other business priorities and deadlines, and personnel vacation schedules around the holidays, it will need until January 10, 2025 to respond to the remaining questions. It also produced its Part 2 response to additional questions on January 2, 2025, and is now providing its Part 3 response to additional outstanding questions. For ease of reference, Frontier will refer to this set of data requests as “DR 2.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 2 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves

the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier objects to DR 2 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

Frontier further objects to the instructions and definitions in DR 2 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the definition of “you” as overbroad and improper as it pertains to “all affiliates or subsidiaries providing service in California” and “includes every Person and/or entity acting with or on behalf of” Frontier. *See DR 2* at 2. The Commission’s jurisdiction and discovery powers do not extend to Frontier’s affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier’s intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the “instruction” that each question “is continuing in nature” because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the “instruction” that Frontier “[p]rovide the name and title of the Persons(s) providing the answer to each Data Request question, his/her/their employer, and his/her/their contact information.” *DR 2* at 6. Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. For similar reasons, Frontier objects to the “definition” of “you” on the grounds that it improperly includes “every Person and/or entity acting with or on behalf of the Person or entity to whom the data requests are directed.” *DR 2* at 2. This definition is overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 2 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See Pub. Util. Code* §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84

(1956)). For similar reasons, Frontier objects to DR 2 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S. App. LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”)); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

- 2.28. Provide a list of all customer-initiated complaints and/or customer trouble reports You received related to Your Fixed Voice and Fixed Broadband Services in California from January 1, 2019-June 30, 2024. For each complaint, please provide the following information in Excel spreadsheet format:**
- a. Type of complaint/customer trouble report: billing (identify type of billing complaint/customer trouble report, such as unauthorized charges, disconnection, rate protest), delayed orders/missed appointments, customer service, refusal to service, availability/service outages, equipment, interference, privacy, speed**
  - b. Type of customer initiating: residential, business, wholesale**
  - c. Whether the complaint relates to a Fixed Voice Service or a Fixed Broadband Service, or both**
  - d. Technology over which the customer received their Frontier service that is the subject of the complaint/customer trouble report**
  - e. Date of complaint/customer trouble report**
  - f. Resolution time for complaint/customer trouble report**
  - g. Customer Location: County, City and Census Block**
  - h. Frequency of complaint by the same customer.**

**Specific Objections:** Frontier objects to the terms “customer-initiated complaints” and “customer trouble reports” as vague, ambiguous, undefined, overbroad and unduly burdensome. Frontier also objects to this request to the extent that it seeks information regarding broadband and VoIP services that exceeds the Commission’s lawful authority under federal and state law. *See Restoring Internet Freedom Order*, FCC 17-166 at ¶¶ 1, 20, 100; *Vonage Holdings Corporation Petition for Declaratory Ruling Concerning and Order of the Minnesota Public Utilities Commission*, WC Docket No. 03-211, *Memorandum Opinion and Order*, FCC 04-267 (rel. Nov. 12, 2004) at ¶¶ 1, 29 & n. 78; *Minnesota PUC v. FCC*, 483 F.3d 570 (8th Cir. 2007), 483 F.3d 570; *Charter Advanced Services, LLC v. Lange*, 903 F.3d 715, 719 (8th Cir. 2018); *see also* Pub. Util. Code §§ 216, 233, 234; Cal. Const., art. XII, §§ 3, 6. For the same reasons, Frontier objects to this question on the grounds that it seeks irrelevant information that is beyond the scope of reasonable discovery. Frontier also objects to this question to the extent it seeks granular information beyond its possession, custody, or control and to the extent that it seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. In addition, Frontier objects to this question on the grounds that it is unreasonable, overly broad, and unduly burdensome by seeking granular and extensive complaint and trouble-report information for a more than five-year period that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, Frontier responds as follows.

**Response:** Please see the attached files labeled “FTR DR 2.28 (Customer Complaints) [CONFIDENTIAL] (FTR005873)” and “FTR DR 2.28 (Trouble Tickets) [CONFIDENTIAL]

(FTR005874),” which contain the requested information that Frontier tracks regarding customer complaints submitted to the Commission and Federal Communications Commissions and trouble tickets reported to Frontier. Given the significant burden and time that would be required to produce the requested granular data going back to January 2019 (almost six years ago), Frontier has reasonably provided responsive information from the date it emerged from Chapter 11 bankruptcy, May 1, 2021, through June 30, 2024. Frontier notes that the information tracked includes information reported by the customer and does not necessarily reflect the actual cause or underlying trouble, which may relate to factors outside of Frontier’s control, such as customer premises equipment.

As described in the accompanying confidentiality declaration of Ms. Smith, the granular, complaint and trouble ticket data in this file are subject to protection pursuant to Public Utilities Code Section 583, G.O. 66-D, the CPRA and other provisions of substantive law that restrict public access to sensitive and proprietary information. This file contains granular information concerning Frontier’s tracking of customer complaints and trouble tickets. This detailed information is a “pattern,” “compilation,” “method,” and “process” regarding sensitive network information which derives economic, market and competitive value from not being known to the public or actual and potential competitors. *See* Evid. Code § 1060; Civ. Code § 3426.1(d); Gov. Code § 7927.705. Frontier invested significant customer service, engineering and personnel time and resources to develop and compile this information. This type of information would be useful to a competitor and harmful to Frontier if used to direct current and potential competitors’ deployment, operations, or marketing efforts. If made public, these trade secrets would be compromised, and their use could facilitate unfair competition and harm to the competitive market for broadband services.

The confidential information provided herewith is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). The "public interest" balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife v. Perry*, 56 Cal.App.4th, 1514, 1520 (1997) ("Yet also fundamental to the preservation of our free market economic system is the concomitant right to have the ingenuity and industry one invests in the success of the business or occupation protected from the gratuitous use of that ‘sweat-of-the-brow’ by others."); *see also Knevelbaard Dairies v. Kraft Foods, Inc.*, 232 F.3d 979, 988 (9th Cir. 2000) (recognizing the preservation of competition as "vital to the public interest."). Forced public disclosure of this information through the regulatory process would undermine the functioning of competitive markets and harm consumers by producing market outcomes that are the product of unfair competition and an abuse of the regulatory process to obtain confidential information. There is no countervailing public benefit from disclosure that could satisfy the balancing test.

**EXHIBIT DB-15**

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Part 1 Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 2 Issued by the Public Advocates Office**

**December 23, 2024**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 02,” issued by the Public Advocates Office (“Cal Advocates”) on December 11, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). This data request includes 46 principal questions, excluding sub-parts. Cal Advocates requested a response date of December 27, 2024. As Frontier’s counsel discussed with Cal Advocates’ counsel on December 20, 2024, Frontier is producing as many responses as possible in advance of the requested due date, but due to the extensive and extremely granular nature of the questions, the upcoming holidays, other business priorities and deadlines, and personnel vacation schedules around the holidays, it will need until January 10, 2025 to respond to the remaining questions. For ease of reference, Frontier will refer to this set of data requests as “DR 2.”

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Frontier responds as set forth herein.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 2 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with

this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier objects to DR 2 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates or is being simultaneously sought from Verizon.

Frontier further objects to the instructions and definitions in DR 2 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the definition of “you” as overbroad and improper as it pertains to “all affiliates or subsidiaries providing service in California” and “includes every Person and/or entity acting with or on behalf of” Frontier. *See DR 2* at 2. The Commission’s jurisdiction and discovery powers do not extend to Frontier’s affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier’s intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the “instruction” that each question “is continuing in nature” because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the “instruction” that Frontier “[p]rovide the name and title of the Persons(s) providing the answer to each Data Request question, his/her/their employer, and his/her/their contact information.” *DR 2* at 6. Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. For similar reasons, Frontier objects to the “definition” of “you” on the grounds that it improperly includes “every Person and/or entity acting with or on behalf of the Person or entity to whom the data requests are directed.” *DR 2* at 2. This definition is overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier that are not parties to this proceeding and not regulated by this Commission.

Frontier further objects to the questions in DR 2 insofar as they seek information about subjects that are beyond the Commission’s statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See Pub. Util. Code* §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 2 to the extent that it intrudes upon

broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. Frontier acknowledges that the FCC’s specific classification of broadband is in flux in light of the FCC’s designation of broadband service as a “telecommunications service” in 2023 and the recent stay of that FCC order by the Sixth Circuit Court of Appeal. *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay, the FCC’s *Title II Order* is not currently operative and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n Comm’n*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Under either a “Title I” or the “Title II” classification, broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019); *Title II Order*, FCC 24-52 at ¶ 268 (“[w]here state or local laws do unduly frustrate or interfere with interstate communications, however, we have ample authority to address and preempt those laws on a case-by-case basis as they arise.”). If broadband is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). Alternatively, if broadband is a “Title II” service, the FCC’s extensive forbearance and preemption provisions invoke express and conflict preemption as to state commission attempts to regulate broadband service or the Internet Service Providers (“ISPs”) who provide it. *Title II Order*, FCC 24-52 at ¶ 426 (noting that the FCC forbears “from all *ex ante* and *ex post* rate regulation, tariffing, and related recordkeeping and reporting requirements insofar as they would arise from our classification of BIAS.”); 47 U.S.C. § 160(e) (“A State commission may not continue to apply or enforce any provision of this chapter that the Commission has determined to forbear from applying . . . .”); *see also Title II Order*, FCC 24-52 at ¶ 267 (“Because our Order today restores and rests on the broad regulatory authority conferred on the Commission by Title II, *Mozilla* does not cast any doubt on the Commission’s power, under the impossibility exception as well as ordinary principles of conflict preemption, to preempt state law when exercising—or when forbearing from—our affirmative regulatory authority over broadband.”). Under either

framework, and as a matter of state and federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as set forth below. Frontier notes that some of the documents provided with these responses are confidential, and they are submitted subject to the strict protections of Public Utilities Code Section 583 and General Order (“G.O.”) 66-D. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier’s Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

**2.43. In Your response to Question 4 in Public Advocates Data Request 03 in Rulemaking 22-03-016, You state, in pertinent part, “Frontier’s copper rehab program identifies trouble areas in the copper outside plant based on ticket volumes tied to the cable.” Please describe “Frontier’s copper rehab program.”**

**Response:** Frontier California’s Copper Rehab Program tracks trouble areas and aids in identifying copper plant for repair and replacement. The Copper Rehab Program is a preventative maintenance program used to identify, track, monitor and measure the repair and replacement of defective copper outside plant. The Copper Rehab program proactively identifies facilities with the highest potential for reduction in customer trouble and associated operating costs, and it tracks funding for cable repair or replacement. A technician is dispatched to test and isolate the trouble area, and if appropriate, repair the damaged plant. If the repair is complex or requires capital, a work package is sent to the engineering team to determine an acceptable solution.

**EXHIBIT DB-16**

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)**

**Public Response of Frontier Communications Parent, Inc., Frontier California Inc. (U 1002 C), Citizens Telecommunications Company of California (U 1024 C), Frontier Communications of the Southwest Inc. (U 1026 C), Frontier Communications Online and Long Distance Inc. (U 7167 C), and Frontier Communications of America, Inc. (U 5429 C) to Data Request 2 Issued by The Utility Reform Network**

**April 14, 2025**

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Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”) hereby provides its response to “Data Request 02,” issued by The Utility Reform Network (“TURN”) on March 31, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006, the Joint Application of Frontier and Verizon Communications Inc. (“Verizon”) to request that the Commission authorize the indirect transfer of control of Frontier’s wholly owned subsidiaries to Verizon (“Application”). For ease of reference, Frontier will refer to this set of data requests as “DR 2.” DR 2 includes 13 principal questions. TURN requested a response date of April 14, 2025, and asked that any objections be provided by April 9, 2025. In response to Frontier’s counsel’s request based on the extensive and extremely granular questions in DR 2, TURN agreed that Frontier would provide both its objections and responses on April 14, 2025.

**GENERAL OBJECTIONS**

Frontier objects to the questions in DR 2 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Frontier also objects to these questions to the extent that they call for information that is not in Frontier’s possession, custody, or control and to the extent that they seek to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not retained in the ordinary course of business. Frontier further objects to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Frontier expressly reserves the right to object to the relevance of documents produced or responses given in connection with this response. Frontier objects to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier objects to DR 2 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information is being simultaneously sought from Verizon Communications, Inc. (“Verizon”).

In addition, Frontier objects to DR 2 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5.

Frontier objects to the instructions in DR 2 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Frontier objects to the instruction that Frontier interpret the term "documents" "broadly to include any and all hard copy or electronic documents or records in Frontier Communications Parent, Inc.'s possession, or, if relevant, the possession of any corporate affiliate" as overbroad and improper. The Commission's jurisdiction and discovery powers do not extend to Frontier's affiliates in other states or its affiliates that provide strictly non-regulated services. Likewise, the Commission has limited jurisdiction over parent companies, and no nexus has been established here between any issues in the scope of this proceeding and Frontier's intermediate or ultimate parent companies. In addition, the definition is overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Frontier also objects to the instruction that each question "is continuing in nature" because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). In addition, Frontier objects to the instruction that Frontier "provide the name of each person who materially contributed to preparing the response" and/or "to identify the witness who would be prepared to respond to cross-examination questions regarding the response." Frontier is the entity named as an Applicant in this proceeding, and the responses are offered on behalf of Frontier, not on behalf of any of its employees, attorneys, consultants, or representatives, who are not public utilities and not parties to this proceeding. Frontier further objects to the instruction that "[f]or any questions requesting numerical recorded data, please provide all responses in working Excel spreadsheet format, with cells and formulae functioning" to the extent it requests Frontier to produce information in a different format than it is compiled or tracked in the ordinary course of business.

Frontier further objects to the questions in DR 2 insofar as they seek information about subjects that are beyond the Commission's statutory and constitutional authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a)

(limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Frontier objects to DR 2 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Commc’ns Comm’n*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”)); *see Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and federal law, it is improper for the Commission or TURN to impose discovery obligations on broadband operations that the Commission does not regulate.

Frontier also notes that some information provided in response to DR 2 is confidential. This information has been specifically marked as confidential and/or “Lawyers’ Only” and is provided subject to the protections of the NDA. The specific legal authorities supporting confidential treatment of these documents are provided herein, and the factual support

for holding these documents as confidential are presented in the Declaration of Jenny M. Smith, Frontier's Director—Government and Regulatory Affairs, which accompanies this response. The documents are also marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D and the NDA.

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Frontier responds as follows.

**RESPONSES**

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- 2.3. **Please refer to Frontier's response to CPUC Public Advocates Office Data Request ("DR") 2.43, regarding description of Frontier California's "Copper Rehab Program". Please provide documents which detail the operation of this program in California, including without limitation such items as how "trouble areas" are identified and tracked, how the program identifies, tracks, monitors and measures the repair and replacement of defective copper outside plant, identifies facilities with the highest potential for reduction in customer trouble and associated operating costs, tracks funding for cable repair or replacement, the qualification levels/job titles of technicians dispatched to test and isolate the trouble area, how a repair is determined to be complex, and what the threshold is for determining the repair requires capital.**
- a. **Please provide documents which show by year (since emergence from bankruptcy) and California ILEC wire center the individual trouble areas identified by the program, whether and when those trouble areas were repaired or replaced, and the cost of the repair or replacement.**
  - b. **Please provide documents which show the individual trouble areas identified by the "Copper Rehab Program" by California ILEC wire center which have not had the affected outside plant repaired or replaced, and state when it is expected the repair or replacement will occur along with the expected/budgeted cost.**
  - c. **Please provide documents which show by year (since emergence from bankruptcy) and replacement under the Copper Rehab Program.**
  - d. **Please provide documents which show by year (since emergence from bankruptcy) and by California ILEC the number of technicians who performed repair and replacement under the Copper Rehab Program and whether each is an employee represented by a union, employee not represented by a union or is a contractor to Frontier, or some other type of technician resource (describe).**
  - e. **Please provide documents which show the repair center each technician is associated with and the geographic area covered by each technician by year (since emergence from bankruptcy).**

**Specific Objections:** Frontier objects to this question to the extent it seeks information about services that are beyond the scope of this proceeding, including information related to Frontier's non-California operations. The Application seeks Commission approval of a proposed parent-level transaction in which Verizon will acquire 100 percent of the stock of Frontier and the California Operating Subsidiaries will continue in existence as separate legal entities. Because the transaction is occurring at the parent company level and because no non-California operations are to be included in the request for approval by the Commission, information regarding any such non-California operations exceeds the scope of the proceeding. For similar reasons, the information regarding non-California operations exceeds the Commission's lawful authority under state and federal law. *See* Pub. Util. Code § 234(a). In addition, Frontier objects to this question on the grounds that it is unreasonable, overly broad, and unduly burdensome by

seeking extremely granular information and “documents which detail the operation” of Frontier’s copper rehab program,” which are neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence. Frontier also objects to this question to the extent that it seeks data beyond its possession, custody, or control and to the extent that it seeks to impose a duty on Frontier to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not tracked or retained in the ordinary course of business. Subject to and without waiving these objections, Frontier responds as follows:

**Response:** Frontier’s copper rehab program identifies potential copper repairs based on trouble tickets reported. The Company’s operations team evaluates the copper trouble tickets and identifies areas where there are a high level of tickets. A work order is submitted to evaluate the copper plant in the area of such tickets and to identify copper plant facilities needing repairs or replacement, what repairs are needed, and the exact location of repairs. The operations team then enters a work ticket that goes to Frontier’s construction or to an external contractor to complete the necessary repairs, such as splicing. Frontier does not track copper rehab expense by trouble area, or by technician and is providing the attached reports filed with the Commission associated with certain copper rehab initiatives. See the documents in the folder labeled “Frontier Response to TURN DR 2.3 (Service Quality Reports) [CONFIDENTIAL].”

The documents in the folder labeled “Frontier Response to TURN DR 2.3 (Service Quality Reports) [CONFIDENTIAL]” contain granular, location-specific information regarding Frontier’s service quality projects and plans, which were provided to the Commission, TURN and other settling parties on a confidential basis in connection with Commission Decision (“D.”) 21-04-008. These documents have been specifically marked as confidential pursuant to the NDA, Public Utilities Code Section 583 and G.O. 66-D. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This granular information is part of a “compilation” and “process” that derives economic value from not being generally known to the public or to competitors, and Frontier has implemented reasonable measures to maintain this information as confidential. *See* Civ. Code § 3426.1(d); Cal. Evid. Code § 1060; Gov. Code § 7927.705. Frontier has invested significant plant, regulatory and personnel time and resources to compile this information. If publicly disclosed, Frontier’s competitors could leverage this information to develop strategic investments, make operational and business decisions, and craft targeted marketing campaigns to respond to Frontier’s service quality plans, as reflected in these data. If revealed, these trade secrets would be compromised, and their use could be used to facilitate unfair competition and harm to the competitive market, to the detriment of customers.

The confidential information provided herewith is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). The "public interest" balancing test is appropriately employed to protect competitive information of a regulated entity from disclosure because a strong public interest exists in encouraging vigorous competition for the benefit of consumers. *See Morlife v. Perry*, 56 Cal.App.4th, 1514, 1520 (1997) ("Yet also fundamental to the preservation of our free market economic system is the

concomitant right to have the ingenuity and industry one invests in the success of the business or occupation protected from the gratuitous use of that 'sweat-of-the-brow' by others."); *see also Knevelbaard Dairies v. Kraft Foods, Inc.*, 232 F.3d 979, 988 (9th Cir. 2000) (recognizing the preservation of competition as "vital to the public interest."). Forced public disclosure of this information through the regulatory process would undermine the functioning of competitive markets and harm consumers by producing market outcomes that are the product of unfair competition and an abuse of the regulatory process to obtain confidential information. There is no countervailing public benefit from disclosure that could satisfy the balancing test.

Based on these legal authorities and the facts presented in the Declaration of Ms. Smith provided herewith, the materials marked herein as confidential are appropriate for confidential treatment under the NDA, the CPRA and the Commission's rules.

**EXHIBIT DB-17**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Joint Applicants to Data Request 01  
Issued by the California Emerging Technology Fund  
February 5, 2025**

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Verizon Communications Inc. (“Verizon”), together with Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Joint Applicants”) hereby provide their joint response to “Data Request 01,” issued by the California Emerging Technology Fund (“CETF”) on January 15, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 01 includes 17 principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, the Joint Applicants respond as set forth herein.

**GENERAL OBJECTIONS**

Joint Applicants object to the questions in Data Request 01 to the extent that they call for information that is irrelevant, beyond the scope of this proceeding, or related to matters that exceed the Commission’s jurisdiction.

Joint Applicants also object to these questions to the extent that they call for information that is not in Joint Applicants’ possession, custody, or control and to the extent that they seek to impose a duty on Joint Applicants to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not retained in the ordinary course of business. Joint Applicants further object to these questions insofar as they present unreasonable or unduly burdensome compliance requirements and to the extent that they are oppressive, vague, and ambiguous, and/or exceed the bounds of reasonable discovery. Joint Applicants expressly reserve the right to object to the relevance of documents produced or responses given in connection with this response. Joint Applicants object to these questions to the extent that they seek information covered by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Joint Applicants object to these questions to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon

or Frontier has an obligation to safeguard from disclosure. Joint Applicants object to the questions to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Joint Applicants' customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon or Frontier. Joint Applicants object to Data Request 01 as unduly burdensome, duplicative, and cumulative to the extent that it seeks information that was previously provided to Cal Advocates.

In addition, Joint Applicants object to Data Request 01 to the extent that the questions, in conjunction with the definitions and instructions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Public Utilities Code Section 851 and that provision does not apply to this Transaction, as the Commission determined in the Assigned Commissioner Scoping Memo and Ruling Requesting Additional Information and Ruling on Oral Motion ("Scoping Ruling"). *Scoping Ruling* at 4-5. Rather, this is a transfer-of-control Application subject to Public Utilities Code Section 854. *Id.* at 5. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California.

Joint Applicants further object to the definitions and instructions in Data Request 01 that purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and the restrictions on discovery applicable in this proceeding. In particular, Joint Applicants object to the Instruction No. 1 that each question "is continuing in nature" because continuing discovery obligations are not permitted under California law. *Biles v. Exxon Mobil Corp.*, 124 Cal.App.4th 1315, 1328 (2004); Code Civ. Proc. § 2030.060(g). Joint Applicants also object to Instruction No. 8 as overbroad and improper to the extent it encompasses information protected by the attorney-client privilege, common interest privilege, attorney work product protection, and/or other applicable privileges or protections. Joint Applicants further object to this instruction as overbroad insofar as it seeks to impose discovery obligations on individuals or agents of Frontier or Verizon that are not parties to this proceeding and not regulated by this Commission.

Joint Applicants further object to the questions in Data Request 01 insofar as they seek information about subjects that are beyond the Commission's statutory and constitutional

authority over the intrastate, regulated activities of California public utilities. *See* Pub. Util. Code §§ 234(a) (limiting authority over “telephone corporations” to companies that own, control, operate, or manage a “telephone line” “within this state”), 216 (defining public utility with reference to “telephone corporations”); Cal. Const., art. XII, §§ 3 (defining public utilities that are “subject to control by the Legislature”), 6 (the CPUC “may fix rates . . . for all public utilities subject to its jurisdiction.”) (emphasis added); *see also* *City & County of San Francisco v. W. Air Lines, Inc.*, 204 Cal.App.2d 105, 131 (1962) (“Unless the enterprise or activity in question is a public utility as defined in the Constitution or Public Utilities Code, it is not subject to the jurisdiction of such commission.”) (citing *Television Transmission v. Public Util. Comm’n.*, 47 Cal.2d 82, 84 (1956)). For similar reasons, Joint Applicants object to Data Request 01 to the extent that it intrudes upon broadband operations that the Federal Communications Commission (“FCC”) has designated as expressly interstate, and which are subject to preemption directives and/or conflict preemption principles under federal law. The Sixth Circuit Court of Appeal recently overturned the FCC’s designation of broadband service as a “telecommunications service” in 2023. *FCC v. FCC (In re MCP)*, 2025 U.S. App. LEXIS 11 (6<sup>th</sup> Cir. 2025); *In re MCP No. 185*, 2024 U.S.App.LEXIS 19815 (Aug. 1, 2024) (stay imposed in “per curiam” opinion); *see also* *In the Matter of Safeguarding and Securing the Open Internet Restoring Internet Freedom*, WC Docket 23-320, *Report and Order, et al.*, FCC 24-52 (rel. May 7, 2024) at ¶¶ 29, 106, 265, 268, 383. (“*Title II Order*”). Based on the judicial stay and recently issued opinion, the FCC’s *Title II Order* is not operative, and the law has reverted to the previous “Title I” framework for broadband regulation. *See* *In the Matter of Restoring Internet Freedom*, WC Docket No. 17-108, *Declaratory Ruling, Report and Order, and Order*, FCC 17-166 (rel. Jan. 4, 2018) (“*Restoring Internet Freedom Order*”), ¶¶ 1, 20, 100 (adopting classification of broadband as an “information service” under “Title I” of the Telecommunications Act, and confirming that that ISPs must be free of “utility style regulation.”), *vacated in part on other grounds by Mozilla Corp. v. Fed. Comm’n’s Comm’n.*, 940 F.3d 1, 35 (D.C. Cir. 2019) (upholding the FCC’s classification of broadband Internet access as an “information service”).

Broadband service remains subject to interstate authority, and the Commission’s attempts to regulate broadband service would be preempted. *Restoring Internet Freedom Order*, FCC 17-166 at ¶ 199, 2018 FCC LEXIS 44 (“it is well-settled that Internet access is a jurisdictionally interstate service because ‘a substantial portion of Internet traffic involves accessing interstate or foreign websites.’”) (citing *Bell Atl. Tel. Cos. v. FCC*, 206 F.3d 1, 5 (D.C. Cir. 2000), *vacated on other grounds by Mozilla v. FCC*, 940 F.3d 1 (D.C. Cir. 2019)). Because broadband service is a “Title I” service, the Commission’s attempts to regulate broadband operations would impermissibly conflict with the FCC’s determinations that broadband should be free of “public utility-type” regulations. *Geier v. American Honda Motor Co.*, 529 U.S. 861, 873 (2000) (citing *Hines v. Davidowitz*, 312 U.S. 52, 67 (1941) (“a “state law” will be preempted if it “stands as an obstacle to the accomplishment and execution of the full purposes and objectives of Congress.”); *see* *Mozilla, supra*, 940 F.3d at 81-82, 86 (preserving conflict preemption as a possibility if there are future “particular state law[s]” that “conflict with the 2018 Order.”). As a matter of state and federal law, it is improper for the Commission or Cal Advocates to impose discovery obligations on broadband operations that it does not regulate.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 01 shall be without prejudice to Joint Applicants' right to object to the admissibility of such evidence, or their right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Joint Applicants reserve the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Subject to and without waiving these general objections, and with these clarifications and limitations noted, Joint Applicants respond as set forth below. Joint Applicants note that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Joint Applicants' Nondisclosure and Protective Agreement ("NDA") with CETF, confidentiality support provided herein, and/or the attached declarations requesting confidential treatment. While terms of the NDA do not require Joint Applicants to provide full legal justifications or declarations to support their identification of confidential information, Joint Applicants have chosen to supply such materials in this case in anticipation of the information provided to CETF being requested by the Public Advocates' Office.

10. *At page 15 of the Application, first full paragraph: The Application states that Verizon will offer fixed wireless in parts of Frontier's territory.*
  - a. *Does Verizon intend to offer fixed wireless service in all of Frontier's California service territory?*
  - b. *If no, as to California, what parts of Frontier's territory will Verizon offer fixed wireless services?*
  - c. *What criteria will be used by Verizon to decide where to offer fixed wireless services in California if it is not going to offer to all of Frontier's California service territory?*

**Frontier Objection/Response:**

Please see Verizon's response to Data Request 10.

**Verizon Objection/Response:**

As an initial matter, no final and definite decisions have been made on detailed measures that Verizon will follow post-close of the Transaction, including measures related to the subject matter of this request. Verizon objects to this request on the basis that it is premature to the extent it seeks information that is not yet developed given the early stages of the Transaction. Verizon expects to evaluate Frontier's systems and its own systems as integration planning moves forward in connection with this Transaction. Verizon objects to this request on the basis that it truncates the statement at page 15 of the Application. The full statement is as follows: "Following the Transaction, Verizon will continue to make mobile wireless service available to customers in Frontier's territory, as well as offer fixed wireless in parts of Frontier's territory." Subject to and without waiver of its objections, Verizon responds as follows:

- a. Verizon currently offers fixed wireless service in portions of Frontier's California service territory, as depicted on the FCC's Broadband Data Collection map, which is publicly available at <https://broadbandmap.fcc.gov/home>. This fixed wireless service is not available to all locations in the areas in which it is offered, as availability is subject to network coverage and capacity. There is no plan to provide fixed wireless service to all of the locations in Frontier's California service territory. Even in the communities where Verizon offers fixed wireless service today, there is no plan to provide fixed wireless service to all locations in those communities.
- b. Verizon currently offers fixed wireless service in portions of Frontier's California service territory, as depicted on the FCC's Broadband Data Collection map, which is publicly available at <https://broadbandmap.fcc.gov/home>. This information will be updated over time based on network deployment activity in the ordinary course of business.
- c. Verizon's plans for wireless network deployment currently are primarily driven by the needs of Verizon's mobile wireless customers for additional coverage and capacity. No final and definite decisions have been made on the criteria that might be used post-closing to determine additional future investment in the Verizon wireless network in respect of its ability to be utilized to provide fixed wireless services.

**EXHIBIT DB-18**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by The Utility Reform Network**

**Objections: April 9, 2025  
Response: April 14, 2025**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the by The Utility Reform Network (“TURN”) on March 31, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 31 principal questions, excluding subparts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

TURN submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in

conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon’s right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable

privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

**CONFIDENTIAL INFORMATION**

Verizon notes that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Verizon's Nondisclosure and Protective Agreement ("NDA") with TURN and the Center for Accessible Technology, confidentiality support provided herein, and/or the attached declaration requesting confidential treatment. Verizon also produces this confidential information pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's response is submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

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*13. Please provide maps which show Verizon's current Fixed Wireless Access service coverage in the areas served by Frontier ILECs in California.*

- a. *Please provide maps which show Verizon's expected Fixed Wireless Access service coverage in the areas served by Frontier ILECs in California by the end of 2026, given planned expansions of Fixed Wireless Access in California.*

**Verizon Objection:** Verizon objects to this request to the extent that it seeks information that is already readily available in the public domain. Subject to and without waiver of its objections, Verizon responds as follows:

**Verizon Response:** The availability of Verizon's FWA service is shown on the Federal Communications Commission's National Broadband Map, which is found at <https://broadbandmap.fcc.gov/home>. Verizon's FWA availability is shown by using the "Providers" drop-down menu, and then in the "Add Provider" field, entering "Verizon Communications Inc. (Verizon)," and in the "Technology" field, entering "Licensed Fixed Wireless." Adding Frontier as an additional provider shows their service availability for both copper and FTTP. Verizon does not plan for expansions of Fixed Wireless Access; rather, Verizon plans and engineers its wireless network for mobility, and FWA is a secondary business case that uses excess capacity available from the mobile network.

- b. *Please provide maps which show Verizon's expected Fixed Wireless Access service coverage in the areas served by Frontier ILECs in California by the end of 2027, given planned expansions of Fixed Wireless Access in California.*

**Verizon Objection:** Verizon objects to this request as unduly burdensome to the extent that it requires Verizon to compile information in a format that does not exist, and that Verizon does not track in the ordinary course of business. Verizon also objects to this request on the basis that it seeks plans that have not yet been developed or have not yet been finalized given the current stage of the Transaction. Subject to and without waiver of its objections, Verizon responds as follows:

**Verizon Response:** Verizon does not plan for expansions of Fixed Wireless Access; rather, Verizon plans and engineers its wireless network for mobility, and FWA is a secondary business case that uses excess capacity available from the mobile network. As of October 2024, Verizon estimated that its FWA availability will expand from roughly 60 million locations to roughly 90 million locations, nationwide, by or around the conclusion of 2028. There is no available breakdown by state or ILEC territory for the projection.

**EXHIBIT DB-19**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by The Utility Reform Network**

**Objections: April 9, 2025  
Response: April 14, 2025**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the by The Utility Reform Network (“TURN”) on March 31, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 31 principal questions, excluding subparts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

TURN submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in

conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon’s right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable

privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

**CONFIDENTIAL INFORMATION**

Verizon notes that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Verizon's Nondisclosure and Protective Agreement ("NDA") with TURN and the Center for Accessible Technology, confidentiality support provided herein, and/or the attached declaration requesting confidential treatment. Verizon also produces this confidential information pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's response is submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

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30. *Has Verizon requested a waiver of the FCC's location-based routing for 911 calls for any location in California?*
- a. *If yes, please indicate whether each waiver request was denied, is still pending, or was approved for each location(s).*
  - b. *For each location, please state whether the technology serving that location is copper wireline, fiber wireline, or fixed wireless service. If the location is not served by any of these technologies, please describe the technology that serves that location.*
  - c. *Please provide a map showing where the waivers were requested.*

**Verizon Objection:** Subject to and without waiver of its objections, Verizon responds as follows:

**Verizon Response:** No. Verizon and the California Office of Emergency Services (CalOES) agreed to a January 6, 2025, implementation schedule to initiate location-based routing for wireless 911 calls, in accordance with FCC regulations. Verizon's relevant compliance filings with the FCC are publicly available at the following URLs: <https://www.fcc.gov/ecfs/document/12050397421640/1> and <https://www.fcc.gov/ecfs/document/1011454802923/1>.

**CONFIDENTIAL**  
**EXHIBIT DB-20-VZ-C**

PROPRIETARY AND CONFIDENTIAL INFORMATION under federal and state law and Commission orders, including but not limited to, General Order (“GO”) 66-D, California Public Utilities Code §583, the California Public Records Act (“CPRA”), California Civil Code §3426 *et seq.*, and California Evidence Code §1060. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into by Verizon and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-20-VZ-C contains attachments that Verizon has identified as confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments to Exhibit\\_DB-20-VZ-C.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Verizon’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Verizon’s narrative response and declaration.

**DECLARATION OF VERIZON REGARDING  
CONFIDENTIALITY OF BUSINESS INFORMATION**

I, Jane Whang, declare as follows:

On November 22, 2024, Verizon Communications Inc. (“Verizon”) submitted responses and data in response to “Data Request 01,” issued by the Public Advocates Office (“Cal Advocates”) on November 7, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Verizon’s response and related attachments include highly sensitive and confidential business information related to various categories of information, including the following:

- Internal records created in support of the Transaction, including the Company Disclosure Letter and internal operational due diligence and assessments (See Response to DR 01, questions 1.2, 1.6, 1.7, 1.8, 1.9)
- The centralized corporate costs that Frontier currently allocates to the Frontier three California ILECs (See Response to DR 01, question 1.15.1)
- Information about Verizon’s intent to transform Frontier’s operations and systems following the reacquisition, including any modifications and time and costs (See Response to DR 01, questions 1.16.3, 1.17.1, 1.17.2, 1.17.3)
- Information about Verizon’s plans to cooperate with Frontier following approval of the Transaction (See Response to DR 01, questions 1.18.1, 1.18.2)
- Information on the services Verizon plans provide to retail and wholesale customers in California following approval of the Transaction (See Response to DR 01, question 1.19)
- Verizon Broadband Data Collection filings submitted to the FCC since January 1, 2023 (See Response to DR 01, question 1.20)
- Verizon Form 477 filings submitted to the FCC since January 1, 2019 (See Response to DR 01, question 1.21)

- Verizon’s financial and tax plans related to the Transaction (See Response to DR 01, questions 1.23, 1.24.1, 1.25, 1.26, 1.27, 1.28)

Verizon seeks confidential treatment of the information at issue in the responses pursuant to General Order (“GO”) 66-D and Public Utilities Code § 583, because the material includes information that is sensitive, confidential trade secrets, and the public interest in non-disclosure outweighs the public interest in disclosure. Gov. Code Sec. 6255.

The Confidentially Marked Information is Prohibited from Disclosure by State Law

Government Code section 6254(k) establishes that records are exempt from disclosure where they are prohibited by federal or state law from disclosure, including but not limited to privileges under the Evidence Code. The Evidence Code recognizes that the owner of trade secrets has the privilege to prevent another from disclosing trade secrets. Evid. Code Sec. 1060.

Under the California Trade Secrets Act, Civil Code Sec. 3426 *et. seq.* (“CTSA”), information, including a “formula, pattern, compilation, program, device, method, technique, or process” that derives “actual or potential” independent economic value from not being generally known to the public and is the subject of reasonable efforts to maintain their secrecy qualify for trade secret protection. Civil Code Sec. 3426.1(d).

The information and materials provided on November 22 in response to Data Request 01 include highly proprietary information that could be used by a competitor in developing its business or marketing strategy and to gain a significant competitive advantage against Verizon. See *Whyte v. Schlage Lock Co.*, 101 Cal.App.4th 1443, 1456 (2002) (protecting such strategic documents where “information would be valuable if known by a competitor because it would allow the competitor to predict and counter” defendant’s “marketing strategy, plans and techniques”); *Timken Co. v. United States Customs Service*, 491 F. Supp. 557, 560 [observing that release of materials disclosing marketing plans would allow competitors to modify their own marketing strategy and selectively underprice the competitor to “cause substantial competitive harm”]). Specifically, disclosure of the marked information and attachments would significantly and adversely affect Verizon’s competitive position in the various ways:

- Internal records created in support of the Transaction, including the Company Disclosure Letter and internal operational due diligence and assessments are highly proprietary and would provide competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to compete against Verizon (See Response to DR 01, questions 1.2, 1.6, 1.7, 1.8, 1.9)
- The centralized corporate costs that Frontier currently allocates to the three Frontier California ILECs would give competitors proprietary financial information about Verizon and its finances (See Response to DR 01, question 1.15.1)
- Information about Verizon’s intent to transform Frontier’s operations and systems following the reacquisition, including any modifications and time and costs are highly proprietary and would provide competitors with sensitive and inappropriate insight into

how to develop their own business and marketing strategies to compete against Verizon (See Response to DR 01, questions 1.16.3, 1.17.1, 1.17.2, 1.17.3)

- Information about Verizon’s plans to cooperate with Frontier following approval of the Transaction are highly proprietary and would provide competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to compete against Verizon (See Response to DR 01, questions 1.18.1, 1.18.2)
- Information on the services Verizon plans provide to retail and wholesale customers in California following approval of the Transaction are highly proprietary and would provide competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to compete against Verizon (See Response to DR 01, question 1.19)
- Verizon Broadband Data Collection filings submitted to the FCC since January 1, 2023, are highly proprietary and would provide competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to compete against Verizon (See Response to DR 01, question 1.20)
- Verizon Form 477 filings submitted to the FCC since January 1, 2019, are highly proprietary and would provide competitors with sensitive and inappropriate insight into how to develop their own business and marketing strategies to compete against Verizon (See Response to DR 01, question 1.21)
- Verizon’s financial and tax plans related to the Transaction would give competitors proprietary financial information about Verizon and its finances (See Response to DR 01, questions 1.23, 1.24.1, 1.25, 1.26, 1.27, 1.28)

This information is not ordinarily available to the public and Verizon has maintained reasonable secrecy efforts with regard to the material. *See, e.g., In re Providian Credit Card Cases*, 96 Cal. App. 4th 292, 308 (2002) (recognizing the importance of stamping documents as confidential in protecting trade secret status); *Morlife, Inc. v. Perry*, 56 Cal. App. 4th 1515, 1521 (1997) (finding “reasonable efforts to maintain the secrecy” of trade secret information “by limiting circulation” of information); *U.S. Surgical Corp. v. Origin Medsystems, Inc.*, 27 U.S.P.Q.2d (BNA) 1526, 1530 (N.D. Cal. 1993) (protecting information as trade secret where it was only disclosed in confidential setting).

Financial information such as at issue in this Declaration has been routinely recognized as confidential by the Commission in various acquisition and merger cases. *See* D.02-12-12, 2002 Cal. PUC LEXIS 852, \*11, Ordering Para.4 (granting motion to file under seal financial details and acquisition agreement, which were claimed as trade secrets); D.17-11-026, 2017 Cal. PUC LEXIS 523 at \*21 (granting motion to file under seal financial information such as balance sheets); *see also* Gov. Code § 6254.15 (“Nothing in this chapter shall be construed to require the disclosure of . . . corporate financial records”).

In addition, the number of customers or connections that a provider serves has also been routinely recognized as confidential by the Commission on multiple occasions. *See* D.00-06-079; 2000 Cal. PUC LEXIS 645 \*35. Similarly, the FCC recognizes the “legitimate confidentiality interests” in the number of access lines (connections) data submitted in Form-477s and adopted rules and procedures allowing companies to designate the data as confidential. *See Modernizing the FCC Form 477 Data Program*, 28 FCC Rcd 9887, 9920-25 ¶¶ 78-87 (2013) (“2013 Form 477 Order”); 47 C.F.R. §§ 1.7001(d)(2)-(3), 0.459.

It is Not in the Public Interest to Disclose the Materials

The public interest in nondisclosure of the information also outweighs the public interest in disclosure of the materials. Gov. Code section 6255. The material includes information that as noted above, could be used by competitors to gain a competitive advantage, in violation of policies recognized in the Government Code and California Trade Secrets Act.

Disclosure of the confidential information would provide little benefit and would harm the public interest by affecting companies’ decisions to operate under a regulatory framework in which they may not be able to protect its trade secrets and proprietary information.

Therefore, on balance, the public interest in nondisclosure of the materials outweighs the public interest in disclosure of the documents. For the reasons cited, the Commission should not require or permit disclosure to the public any of information marked as confidential.

Pursuant to Section 3.2(d) of GO 66-D, the following individuals should be contacted by the Commission regarding the potential release of information by the Commission per Section 5 of the GO 66-D:

Jesús G. Román  
Verizon  
15505 Sand Canyon Ave.  
Irvine, California 92618  
Telephone: (805) 208-1187  
Email: [jesus.g.roman@verizon.com](mailto:jesus.g.roman@verizon.com)

Jane Whang  
Verizon  
360 Spear St.  
San Francisco, California 94105  
Telephone: (415) 778-1022  
Email: [jane.whang@verizon.com](mailto:jane.whang@verizon.com)

I have been designated by Karen Shipman, Assistant Secretary of Verizon Communications Inc., to submit this declaration. I declare on information and belief that the information provided herein is true and correct and, on that basis, so affirm.

Executed this 25th day of November 2024 at San Francisco, California,

/s/ Jane Whang  
Jane Whang

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 01  
Issued by the California Public Utilities Commission Public Advocates Office**

**November 22, 2024**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 01,” issued by the Public Advocates Office (“Cal Advocates”) on November 7, 2024 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 01 includes 28 principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

Cal Advocates submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all

subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, that are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

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the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Request to the extent that it seeks confidential and/or proprietary information.
11. Verizon objects to the Data Request to the extent that it is vague and ambiguous.
12. Verizon objects to the Data Request to the extent that it is cumulative or duplicative.
13. Verizon objects to the Data Request to the extent that it is overbroad, unduly burdensome, and/or seeks information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Request to the extent that it calls for legal conclusions.
15. Verizon objects to the Data Request to the extent that it is argumentative.
16. Verizon objects to the Data Request to the extent that it calls for a special study.
17. Verizon objects to the Data Request on the basis that it calls for speculation and/or conjecture.
18. Verizon objects to the Data Request to the extent that it seeks information in the public domain.
19. Verizon objects to the Data Request to the extent that it seeks information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 01 shall be without prejudice to Verizon's right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Verizon reserves the right to interpose further objections at the time of producing data

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or documents or to withdraw any objection interposed herein.

**CONFIDENTIAL INFORMATION**

Verizon may produce information or documents designated as confidential or proprietary. Verizon produces these documents pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583 and General Order (“G.O.”) 66-D. Verizon’s responses to Data Request 01 are submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

- 1.6. *Identify with specificity all sources of economies of scale, economies of integration, and/or all other operational efficiencies that You claim will result from the Proposed Transaction. For each, indicate the anticipated annual cost savings, staff reductions, other workforce-related cost savings, and any other source of claimed cost reductions.*

**Verizon Objection/Response:**

Verizon objects to this request on the basis that it is premature to the extent it seeks information that is not yet developed given the early stages of the Transaction. Verizon also objects to this request on the grounds that it is vague and unclear, including the terms

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“annual cost savings,” “staff reductions,” “other workforce-related cost savings,” and “any other source of claimed cost reductions.” Subject to and without waiver of its objections, Verizon responds as follows:

Verizon anticipates roughly \$500 million per year in efficiencies, with the largest percentage coming from network operations and the largest item there being the retirement of Frontier’s rented core network and transition to Verizon’s converged core network. An additional portion of the efficiencies are anticipated through IT systems savings and the removal of duplicative software solutions. Efficiencies are also anticipated through marketing and back office administrative consolidation. Please see **Confidential Exhibit 3** and **Confidential Exhibit 4**.

**CONFIDENTIAL EXHIBIT 3**

Bates-stamped Document No:

VZ\_PAO\_0000255

**CONFIDENTIAL EXHIBIT 4**

Bates-stamped Document No:

VZ\_PAO\_0000256

**EXHIBIT DB-21**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by The Utility Reform Network**

**Objections: April 9, 2025  
Response: April 14, 2025**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the by The Utility Reform Network (“TURN”) on March 31, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 31 principal questions, excluding subparts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

TURN submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in

conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon’s right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable

privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Verizon notes that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Verizon's Nondisclosure and Protective Agreement ("NDA") with TURN and the Center for Accessible Technology, confidentiality support provided herein, and/or the attached declaration requesting confidential treatment. Verizon also produces this confidential information pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's response is submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

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5. *Please describe how Verizon supports dispatchable 9-1-1 capability (location information is conveyed to allow first responders to see the location where the 911 call is coming from, synonymous with the term in the FCC rules at 47 C.F.R. Section 9.3) over its Fixed Wireless Access service.*

**Verizon Objection:** Verizon objects to this question to the extent that it seeks information that is not relevant to the Commission’s consideration of the Application. Verizon objects to the term “dispatchable 9-1-1 capability” as an undefined term and subject to varied interpretation. Verizon objects to the extent that this question implies that the FCC’s dispatchable location rules (FCC rules at 47 C.F.R. Section 9.3) apply to broadband, internet-access services. Subject to and without waiver of its objections, Verizon responds as follows.

**Verizon Response:** These requirements are not applicable to Fixed Wireless Access service. Verizon understands the term “dispatchable 9-1-1 capability” to be synonymous with the term “dispatchable location” at the Federal Communications Commission’s rules, i.e.: “[a] location delivered to the PSAP with a 911 call that consists of the validated street address of the calling party, plus additional information such as suite, apartment or similar information necessary to adequately identify the location of the calling party ....” 47 C.F.R. § 9.3. These requirements apply to interconnected Voice over Internet Protocol (“VoIP”) and other services currently subject to the FCC’s 911

rules at 47 C.F.R. Part 9. Verizon's Fixed Wireless Access service is a broadband, internet-access service and does not support any service subject to those rules.

**CONFIDENTIAL LAWYERS ONLY**

**EXHIBIT DB-22-FR-CLO**

PROPRIETARY AND CONFIDENTIAL INFORMATION under California Public Utilities Code § 583; California Government Code §§ 7927.705; California Evidence Code §1060; California Civil Code §3426.1(d), and General Order (“GO”) 66-D. The information provided is subject to the terms of the Non-Disclosure Agreement (NDA) entered into Frontier and TURN in Application 24-10-006 (Verizon/ Frontier).

The following link to Confidential Exhibit DB-22-FR-CLO contains an excerpt of the documents responsive to CD DR 1.1 to Frontier that Frontier has identified as Lawyers Only confidential or proprietary pursuant to the above-listed statutes:

[CONFIDENTIAL\\_Attachments\\_to\\_Exhibit\\_DB-22-FR-CLO.zip](#)

To obtain the password, please contact Ashley L. Salas at [asalas@turn.org](mailto:asalas@turn.org).

TURN takes no position regarding Frontier’s assertions of confidentiality and reserves the right to challenge those designations. Attached below is Joint Applicants’ public narrative response and Frontier’s declaration.

**A.24-10-006 (Frontier and Verizon Joint Application for Transfer of Control)  
Declaration of Jenny M. Smith  
Supporting Protection of Confidential Materials Submitted in Response of Joint Applicants  
to TURN DR 1.1 (Data Request 1 regarding A.24.10-006 Issued by the Communications  
Division of the California Public Utilities Commission)**

**April 18, 2025**

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I, Jenny M. Smith, hereby declare:

1. I am the Director – Government and Regulatory Affairs, and I submit this declaration on behalf of Frontier Communications Parent, Inc. (“Frontier Parent”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (collectively, “Frontier”). If called as a witness, I could and would competently testify as to the matters stated herein from my own personal knowledge, except as to any matters that I state upon information and belief, and, as to those matters, I am informed and believe them to be true. I am authorized to make this declaration pursuant to delegated authority from Allison M. Ellis, Senior Vice President Business Development, of Frontier Parent.
2. In accordance with the Frontier’s nondisclosure agreement (“NDA”) with The Utility Reform Network (“TURN”), California Public Utilities Commission’s (“Commission”) rules governing the submission of confidential information by parties to Commission proceedings, as set forth in Decision (“D.”) 17-09-023 and Commission General Order (“G.O.”) 66-D, I submit this declaration to support the confidential treatment of the information provided with Joint Applicants’ Response to the Communications Division’s (“CD”) Data Request 1 (“DR 1”) in the proceeding docketed as A.24-10-006, which are being served on TURN in response to question 1 of TURN’s Data Request 1.
3. I am familiar with the information contained in Frontier’s portions of Joint Applicants’ Response to DR 1 and attachments, and I have reviewed each of the documents and information that Frontier has marked as confidential. To the extent necessary, I have consulted with other Frontier employees as necessary to confirm the nature of the

documents being produced and assess their confidentiality. From my review of these materials and corroborated by information from my colleagues, I can confirm that the items marked as confidential present legitimate competitive sensitivities or other compelling grounds for holding them as confidential and preventing their disclosure to the public.

4. Frontier is providing confidential, competitively sensitive, and proprietary information in the documents responsive to CD questions 1, 2 and 4. *See* Frontier Exhibits 1-A, 1-B, 2-A, 2-B and 3. As explained further in the accompanying Response of Joint Applicants, I am informed and believe that certain documents and information responsive to other states' data requests relating to Frontier's state-specific application in those states, which are being produced by Frontier in response to CD question 1, have been marked as confidential in accordance with each state's confidentiality customs, practices and/or rules. I understand that other states' customs, practices and rules may not require confidentiality declarations, legends, headers, or other markings. Despite these differences, Frontier requests that CD and TURN treat as confidential all materials identified as confidential pursuant to other states' confidentiality customs, practices and rules, consistent with the NDA, California Public Utilities Code § 583, G.O. 66-D, and the CPRA. *See* Gov. Code § 7927.705 (incorporating restrictions on disclosure imposed by state or federal law). I am also informed and believe that documents and information previously produced by Frontier in response to other parties' data requests in the above-referenced proceeding (A.24-10-006), which are being provided in response to CD question 2, are already marked as confidential pursuant to the confidentiality declarations and/or narrative responses previously provided with each of Frontier's responses to these data requests propounded by other parties. Frontier has included in its document production the confidentiality declarations for all responses to data requests from other parties to A.24-10-006, that include confidential information. Frontier requests confidential treatment of *all* materials identified as confidential in documents responsive to CD DR 1; however, my declaration is only intended to address the confidentiality of documents that have not already been identified as confidential in Frontier's prior data request responses. Specifically, by this declaration, Frontier requests confidential treatment of the following documents:

- a. In response to a data request provided by the Pennsylvania Office of Consumer Advocates, Frontier provided credit agency reports, which I understand are proprietary as they are only made available to Frontier from certain credit agencies pursuant to a paid subscription service. I am informed and believe that these reports were inadvertently not marked as confidential in Frontier's prior response to the Pennsylvania Office of Consumer Advocates. These reports are part of "Frontier Exhibit 1-A" and bates-stamped as FR\_CD\_0007084 through FR\_CD\_0007242.
  - b. The file labeled as "Frontier Confidential Exhibit 4" contains granular information regarding Frontier's forward-looking estimates and plans for its Rural Digital Opportunity Fund ("RDOF") projects in California.
5. The information described in paragraph 4(b) constitutes a "compilation," "method," and "pattern" that derives market, economic, and competitive value from not being known to the public, and from not being available to Frontier's current or potential competitors. I am informed and believe that the preparation of these plant data entailed significant personnel time and resources, and that these data are not available through any public source. Moreover, I am informed and believe that Frontier holds this information as confidential and takes reasonable measures to protect this information from public disclosure, including providing access only to those employees who need to know the information as part of their job responsibilities, and applying its confidentiality policies and practices to this type of information. If disclosed, these materials would be highly valuable to Frontier's competitors because they would allow these competitors to adjust their strategic plans and operational practices, and/or deployment, investment and marketing plans to replicate Frontier's success or distinguish themselves from Frontier's operations to better target Frontier's customers. Protection of these materials as trade secrets is important to maintaining a level playing field for competition and avoiding gamesmanship through the regulatory process. *See* Gov. Code § 7927.705; Evid. Code § 1060; Civ. Code 3426.1(d).
6. I believe that the balance of equities strongly favors maintaining each of the materials discussed in Paragraph 4 as confidential. I am not aware of any material public benefit to be advanced by releasing these data publicly. Even if there were such a perceived benefit, it is far outweighed by the extensive harm caused to competition and/or third

party confidentiality rights that would occur from forcing Frontier to disgorge this information through the regulatory process. *See* Gov. Code § 7922.000.

Based on the foregoing, I believe that the information marked as confidential in connection with the responses is appropriate and important to preserve the important interests identified herein.

Dated this 18th day of April, 2025 at Sacramento, California.



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Jenny M. Smith  
Director, Government and Regulatory Affairs  
Frontier

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Joint Applicants to Data Request regarding A.24.10-006 Issued by the  
Communications Division of the California Public Utilities Commission**

**April 10, 2025**

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Verizon Communications Inc. (“Verizon”), together with Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Joint Applicants”) hereby provide their joint response to “Data Request regarding A.24-10-006” (“CD DR 1”) issued by the Communications Division (“CD”) on March 26, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). CD DR 1 includes four principal questions, excluding sub-parts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, the Joint Applicants respond as set forth herein.

**GENERAL OBJECTIONS**

1. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Joint Applicants do not maintain in their possession, custody, or control or in the requested format, and to the extent that they seek to impose a duty on Joint Applicants to locate, compile, or create additional information that does not currently exist or retrospectively generate information that was not retained in the ordinary course of business.
2. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon and Frontier, including those operating outside California. Joint Applicants limit their responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Joint Applicants’ subsidiaries registered in California, unless stipulated otherwise.
3. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission’s jurisdiction.

4. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Joint Applicants' customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon or Frontier.
5. Joint Applicants object to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
6. Joint Applicants object to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
7. Joint Applicants object to all instructions and definitions to the extent that they purport to impose on Verizon or Frontier any obligations greater than those provided by the applicable Rules and Decisions of the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.
8. Joint Applicants object to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
9. Joint Applicants object to the Data Requests to the extent that they are cumulative or duplicative.
10. Joint Applicants object to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to CD DR 1 shall be without prejudice to Joint Applicants' right to object to the admissibility of such evidence, or their right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable privileges. Joint Applicants reserve the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

### **CONFIDENTIAL INFORMATION**

Joint Applicants may produce information or documents designated as confidential or proprietary. Joint Applicants produce these documents pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the California Public Records Act ("CPRA"). The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is also subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Joint Applicants' response is submitted subject to a declaration requesting confidential treatment.

### **Joint Applicants' Response to Data Request Questions 1 through 4:**

Joint Applicants' specific objections and responses to CD DR 1 are provided below.

1. *Other States.*
  - a. *Please provide all unredacted responses to data requests from other states relating to Verizon's state-specific application in those states, where applicable.*

**Joint Applicants' Specific Objections:** Joint Applicants object to this request to the extent that it seeks information on irrelevant matters related to Joint Applicants' operations outside of California, on the grounds that the request is to that extent unduly broad and unreasonably burdensome in view of any arguable need for such information by the Commission in order to resolve the issues raised in this proceeding. For similar reasons, information regarding non-California operations exceeds the Commission's lawful authority under state and federal law. *See* Pub. Util. Code § 234(a). Joint Applicants hereby incorporate all of the general and specific objections set forth in their responses to data requests from other states relating to Verizon and Frontier's state-specific applications in those states, where applicable.

**Joint Applicants' Confidential Responsive Information:**

Certain documents produced by Joint Applicants in response to data requests from other states have been marked as confidential in accordance with each state's confidentiality customs, practices and/or rules. Joint Applicants note that other states' customs, practices and rules may not require confidentiality declarations, legends, headers, or other markings. As a result, certain confidential documents may only be identified as confidential in the file name itself, without specific confidentiality legends, headers or other markings. Joint Applicants have engaged in diligent efforts to add a "CONFIDENTIAL" footer to confidential documents that did not already contain confidentiality markings on the face of the documents, but given the limited timeframe provided for responses to CD DR 1 and the extensive documents sought, certain confidential documents may not include such footers or other confidentiality markings. In addition, different terms are used to identify "confidential" information in other states, such as "nonpublic" or "proprietary." Despite these differences, Joint Applicants request that CD treat as confidential all materials identified as confidential pursuant to other states' confidentiality customs, practices and rules, consistent with California Public Utilities Code § 583, G.O. 66-D, and the CPRA. *See Gov. Code § 7927.705* (incorporating restrictions on disclosure imposed by state or federal law).

Joint Applicants further note that they have marked a subsection of the "confidential" documents as "Lawyers Only." "Lawyers Only" documents include highly confidential information whose public disclosure could cause substantial competitive harm and/or impact financial trading and includes information which the Joint Applicants are not disclosing one another. Although Joint Applicants are providing a joint response to CD DR 1, each Applicant's confidential information that is marked as "Lawyers Only" information, shall not be disclosed to the other Applicant or any other persons at the Commission not directly involved in A.24-10-006. Each Applicant will separately serve its "Lawyers Only" documents on CD.

Only Commission staff and those intervening parties to this proceeding who have signed non-disclosure agreements with Joint Applicants are authorized to receive confidential information, including copies of Joint Applicants' data request responses served on other parties or the Commission.

**Verizon Response:**

Subject to and without waiving Joint Applicants' objections, Verizon responds as follows. Please see **Verizon Exhibit 1-A**, which contains Verizon's responses (except "Confidential Lawyers Only" responses) to data requests in the following states: Arizona, Connecticut, Illinois, Minnesota, Nebraska, New York, Pennsylvania, Virginia, and West Virginia. These documents are bates stamped as VZ\_CD\_00002277 through VZ\_CD\_00008159; VZ\_CD\_00010474 through VZ\_CD\_00013026; VZ\_CD\_00013040 through VZ\_CD\_00014418; and VZ\_CD\_00014463 through VZ\_CD\_00014907.

Certain of these data request responses contain confidential information, as indicated in the individual responses.

Highly confidential responses to data requests of the Pennsylvania Office of Consumer Advocates are provided separately in **Verizon Confidential Lawyers Only Exhibit 1-B**, which are bates stamped as VZ\_CD\_00000001 through VZ\_CD\_00000053; VZ\_CD\_00000170 through VZ\_CD\_000002150; VZ\_CD\_00002156 through VZ\_CD\_00002158; VZ\_CD\_00002160 through VZ\_CD\_00002235; and VZ\_CD\_00002276.

**Frontier Response:**

Subject to and without waiving Joint Applicants' objections, Frontier responds as follows. Please see **Frontier Exhibit 1-A**, which contains Frontier's responses (except "Confidential Lawyers Only" responses) to data requests in the following states: Connecticut, Illinois, Minnesota, Nebraska, Pennsylvania, and West Virginia. These documents are bates stamped as FR\_CD\_0002634 through FR\_CD\_0010382. Certain of these data request responses contain confidential information, as indicated by the individual responses, confidentiality markings, and/or confidential file names. In addition, Frontier has specifically marked certain credit agency reports as confidential, which Frontier produced in response to a data request propounded by the Pennsylvania Office of Consumer Advocates. These reports are part of "Frontier Exhibit 1-A" and contained within the folder labeled "OCA IV" within the subfolder labeled "Attachment OCA-IV-1." Although it does not appear that these reports were marked as confidential in Frontier's prior response to the Pennsylvania Office of Consumer Advocates, as explained in the accompanying confidentiality declaration of Jenny Smith, Frontier is marking these reports as confidential because the reports were only made available to Frontier from certain credit agencies pursuant to a paid subscription service. Because Frontier must honor its agreements under California law and is subject to damages for breach of contract for failing to do so, protection of the confidential terms of its agreements merit protection under California Government Code section 7927.705. *See, e.g.,* Civ. C. §1636 ("A contract must be so interpreted as to give effect to the mutual intention of the parties as it existed at the time of contracting, so far as the same is ascertainable and lawful."); Civ. C. § 3300 (defining damages for breach of contract). The information responsive to this request would also be subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO v. Super. Ct.*, 42 Cal. 4th 319, 329 (2007). The public policy interest in enforcing lawful contractual provisions and third party's confidentiality and privacy rights far outweighs any possible public benefit caused by disclosure of these proprietary reports.

Highly confidential responses to data requests of the New York Department of Public Service and the Pennsylvania Office of Consumer Advocates are provided separately in

**Frontier Confidential Lawyers Only Exhibit 1-B**, which are bates stamped separately as FR\_CD\_0000001-0002633.

**Frontier Confidential Lawyers Only Exhibit 1-B**

Bates-stamped Document Nos.

FR\_CD\_0000001 – FR\_CD\_0002633

**EXHIBIT DB-23**

**A.24-10-006 (Verizon and Frontier Joint Application for Transfer of Control)**

**Response of Verizon Communications Inc. to Data Request 02  
Issued by The Utility Reform Network**

**Objections: April 9, 2025  
Response: April 14, 2025**

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Verizon Communications Inc. (“Verizon”) hereby provides its response to “Data Request 02,” issued by the by The Utility Reform Network (“TURN”) on March 31, 2025 in connection with the California Public Utilities Commission’s (“Commission”) proceeding A.24-10-006 regarding the Joint Application (“Application”) of Verizon, Frontier Communications Parent, Inc. (“Frontier”), Frontier California Inc. (“Frontier California”) (U 1002 C), Citizens Telecommunications Company of California (“CTC California”) (U 1024 C), Frontier Communications of the Southwest Inc. (“Frontier Southwest”) (U 1026 C), Frontier Communications Online and Long Distance Inc. (“Frontier LD”) (U 7167 C), and Frontier Communications of America, Inc. (“Frontier America”) (U 5429 C) (Frontier California, CTC California, Frontier Southwest, Frontier LD, and Frontier America, collectively, the “California Operating Subsidiaries,” and together with Verizon and Frontier, the “Applicants”) requesting that the Commission authorize the indirect transfer of control of Frontier’s California Operating Subsidiaries to Verizon (the “Transaction”). Data Request 02 includes 31 principal questions, excluding subparts.

Subject to the following general objections and the specific objections stated in connection with each question, as applicable, Verizon responds as set forth herein.

**GENERAL OBJECTIONS**

TURN submits a list of instructions that it would require Verizon to follow in responding to the Data Requests. But propounding parties are not entitled to compliance with such instructions, and Verizon’s voluntary compliance with some or all of the instructions should not be construed as consent to such a requirement and is not a waiver of Applicants’ right to ignore such instructions. *See, e.g.*, CCP § 2030.060 (“No preface or instruction shall be included with a set of interrogatories.”). Verizon further objects to the instruction that the Data Requests shall be deemed continuing in nature. Verizon has no obligation to follow this instruction. *See, e.g.*, CCP §2030.060(g) (“An interrogatory may not be made a continuing one so as to impose on the party responding to it a duty to supplement an answer.”). Accordingly, Verizon therefore objects to each and every instruction submitted with each Data Request.

1. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information that Verizon does not maintain in its possession, custody, or control or in the requested format.
2. Verizon objects to the Data Requests to the extent that all or any of them, when read in

conjunction with the instructions and definitions contained therein, seek information from all subsidiaries and affiliates of Verizon, including those operating outside California. Verizon limits its responses to data (1) pertaining directly to the Transaction (as defined in A.24-10-006) and (2) in the possession, custody, or control of Verizon's subsidiaries registered in California, unless stipulated otherwise.

3. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, call for the production of information related to matters, including services, products, or technology, which are beyond the Commission's jurisdiction.
4. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek information that constitutes sensitive materials that qualify for protection as trade secrets under California law and/or that is confidential or proprietary to a customer, carrier, or other third party that Verizon has an obligation to safeguard from disclosure.
5. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, seek confidential and proprietary materials relating to Verizon's customers or business practices whose probative value in this proceeding is substantially outweighed by the risk of prejudice or other potential harm to Verizon.
6. Verizon objects to the Data Requests to the extent that all or any of them, when read in conjunction with the instructions and definitions contained therein, are inconsistent with California Code of Civil Procedure § 2030, which prohibits the use of data requests that are continuing in nature so as to impose on the party responding to it a duty to supplement an answer to it that was initially correct and complete with later acquired information.
7. Verizon objects to the Data Requests to the extent that all or any of them, in conjunction with the instructions and definitions contained therein, mischaracterize the nature of the transfer of control at the corporate parent level as described in the Application. Because this Transaction is occurring at the holding company level and involves a transfer of control of an entire entity to new ownership, no assets are being separated from the entity. Therefore, there is no transfer, disposition, sale, or divestiture of any assets or property contemplated by the Transaction. No assets or property of Frontier or any of its operating subsidiaries, including the California Operating Subsidiaries, are being disposed of, sold, or divested, and each entity's assets and property will be unaffected by the Transaction; the California Operating Subsidiaries will remain the owners of these assets. Accordingly, the Application does not seek Commission approval under Pub. Util. Code § 851, and that provision does not apply to this Transaction. Rather, this is a transfer-of-control Application subject to Pub. Util. Code § 854.
8. Verizon objects to all instructions and definitions to the extent that they purport to impose on Verizon any obligations greater than those provided by the applicable Rules and Decisions of

the Commission, the California Code of Civil Procedure or Evidence Code, and any other statutes, orders, rules, or laws governing the proper scope and extent of discovery in California and this proceeding.

9. Verizon objects to the Data Requests to the extent such requests may call for information that is exempt from discovery by virtue of the attorney-client privilege, the attorney work product doctrine, or any other applicable privileges or doctrines. Any inadvertent disclosure of such privileged documents or information shall not be deemed to be a waiver of the attorney-client privilege, work product doctrine, or other applicable privileges or doctrines.
10. Verizon objects to the Data Requests to the extent that they seek confidential and/or proprietary information subject to protection under the California Public Records Act (“CPRA”) and other provisions of substantive law that restrict public access to sensitive and proprietary information.
11. Verizon objects to the Data Requests to the extent that they are vague and ambiguous.
12. Verizon objects to the Data Requests to the extent that they are cumulative or duplicative.
13. Verizon objects to the Data Requests to the extent that they are overbroad, unduly burdensome, and/or seek information that is neither relevant to this proceeding nor reasonably calculated to lead to the discovery of admissible evidence.
14. Verizon objects to the Data Requests to the extent that they call for legal conclusions.
15. Verizon objects to the Data Requests to the extent that they are argumentative.
16. Verizon objects to the Data Requests to the extent that they call for a special study.
17. Verizon objects to the Data Requests to the extent that they call for speculation and/or conjecture.
18. Verizon objects to the Data Requests to the extent that they seek information in the public domain.
19. Verizon objects to the Data Requests to the extent that they seek information that is as readily available to the requesting party as it is to Verizon.

### **RESERVATION OF RIGHTS**

Any information or materials provided in response to Data Request 02 shall be without prejudice to Verizon’s right to object to the admissibility of such evidence, or its right to object to further discovery of documents, other information, or materials relating to the same or similar subject matter upon any valid ground, nor be deemed a waiver of objections or applicable

privileges. Verizon reserves the right to interpose further objections at the time of producing data or documents or to withdraw any objection interposed herein.

**CONFIDENTIAL INFORMATION**

Verizon notes that some of the narrative responses or documents provided with these responses are confidential, and they are submitted subject to Verizon's Nondisclosure and Protective Agreement ("NDA") with TURN and the Center for Accessible Technology, confidentiality support provided herein, and/or the attached declaration requesting confidential treatment. Verizon also produces this confidential information pursuant to, and subject to the protections from disclosure afforded by, California Public Utilities Code § 583, General Order ("G.O.") 66-D, and the CPRA. The data in these documents constitute sensitive materials that qualify for protection as trade secrets under California law. This confidential information is subject to protection under the CPRA balancing test, which protects information where "on the facts of the particular case the public interest served by not disclosing the record clearly outweighs the public interest served by disclosure of the record." Gov. Code § 7922.000; *International Federation of Professional and Technical Engineers, Local 21, AFL-CIO 1 v. Superior Court*, 42 Cal.4th 319, 329 (1998). Verizon's response is submitted subject to a declaration requesting confidential treatment. Supporting documents are marked with particularity to identify only their confidential portions, in accordance with G.O. 66-D.

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*18. Is Verizon Forward available at every residential address in Frontier's ILEC wire centers in California? If not, explain why Verizon Forward is not available.*

**Verizon Objection:** Verizon objects to this request on the basis that it seeks plans that have not yet been developed or have not yet been finalized given the current stage of the Transaction. Verizon also objects to this request as unduly burdensome to the extent that it requires Verizon to compile information in a format that does not exist, and that Verizon does not track in the ordinary course of business. Subject to and without waiver of its objections, Verizon responds as follows:

**Verizon Response:** No. Verizon Forward is available to Fios Internet and FWA customers who meet the eligibility criteria, so at this time Verizon Forward is only available at locations in California where FWA is available and where residents meet the eligibility criteria.