

Decision 11-05-037 May 26, 2011

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application of GC Pivotal, LLC for a Certificate of Public Convenience and Necessity to Provide Local Exchange and Interexchange Telecommunications Services within California.

Application 11-03-008
(Filed March 9, 2011)

**DECISION GRANTING A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO GC PIVOTAL, LLC**

1. Summary

GC Pivotal, LLC is granted a certificate of public convenience and necessity to provide resold competitive local exchange telecommunications services as well as interexchange services throughout the State of California subject to the terms and conditions set forth below. This application is unopposed. This proceeding is closed.

2. Background

In prior decisions, we have authorized the provision of competitive local exchange service (CLEC),¹ by carriers meeting specified criteria, within the service territories of Pacific Bell Telephone Company dba AT&T California (AT&T), Verizon California Inc. (Verizon), Citizens Telecommunications

¹ A CLEC is a common carrier that is issued a certificate of public convenience and necessity (CPCN) to provide local exchange telecommunications service for a geographic area specified by such carrier.

Company of California, Inc. dba Frontier Communications of California (Frontier), and SureWest Telephone (SureWest), formerly Roseville Telephone Company.

On March 9, 2011, GC Pivotal, LLC (Applicant), a Delaware Limited Liability Company authorized to operate in California, filed an application for a CPCN to provide resold competitive local exchange telecommunications services in the service territories of AT&T, Verizon, SureWest, and Frontier as well as interexchange services throughout the State of California.

GC Pivotal, LLC is a newly formed operating company that was formed to facilitate the ability of its indirect parent, FFN Investments, LLC (FFN), to acquire the telecommunications assets currently held by Global Capacity Group (GCG) and Global Capacity Direct, LLC (f/k/a Vanco USA Direct, LLC) (GCD) and then operate those assets. FFN is the direct 100% parent of Pivotal Global Capacity, LLC, which in turn owns 100% of GC Pivotal, LLC. Applicant, GCG and GCD have filed applications seeking approval of the Transfer of Assets of GCG and GCD to GC Pivotal, LLC with the Federal Communications Commission (FCC) and a number of state regulatory commissions. In addition, GC Pivotal, LLC is in the process of obtaining authorizations to provide service throughout the United States, which will allow Applicant to operate the assets. GCD and GCG were granted CPCNs to provide InterLATA and IntraLATA Telecommunication Services in Decision (D.) 05-10-019 and D.05-09-055, respectively. Applicant's principal place of business is located at 200 South Wacker Drive, Suite 1650, Chicago, Illinois 60606. Applicant's telephone number is (312) 673-2400.

3. California Environmental Quality Act (CEQA)

CEQA requires the Commission to act as the designated lead agency to assess the potential environmental impact of a project in order that adverse effects are avoided, alternatives are investigated, and environmental quality is restored or enhanced to the fullest extent possible. Applicant will provide its service through the use of existing facilities and network elements of other carriers and has no other plans for constructing other facilities at this time. Since GC Pivotal states that it does not intend to construct any facilities,² it can be seen with certainty that there is no possibility that granting this application will have an adverse impact upon the environment.³

4. Financial Qualifications

Pursuant to Rule 4.B of D.95-12-056, an applicant for a CPCN for authority to provide resold local exchange and interexchange service must demonstrate that it has \$25,000 cash or cash equivalent to meet the firm's start-up expenses. An applicant must also demonstrate that it has sufficient additional resources to

² Application (A.) 11-03-008 § 5 at 3.

³ It should be noted that the Commission adopted General Order (GO) 170 on December 16, 2010 in D.10-12-056. GO 170 implements the Commission's responsibilities pursuant to CEQA to review possible environmental impacts of construction projects consisting of any new telephone or telegraph line; or the repair, replacement, modification, alteration, or addition to an existing telephone or telegraph line in the State of California. GC Pivotal, LLC will be subject to the GO 170 when it is implemented by the Commission. Upon implementation, GO 170 will eliminate the Limited Facilities-Based authority designation that identifies types of construction activities a carrier may undertake pursuant to their CPCN. However, GO 170 will not require any additional filings to be made by GC Pivotal, LLC or additional authority to be granted by the Commission for the types of construction activities currently proposed by GC Pivotal, LLC.

cover all deposits required by local exchange carriers and/or interexchange carriers (IECs) in order to provide the proposed service.⁴

Applicant provided unaudited financial statements as of February 14, 2011 for GC Pivotal and a bank deposit letter for GC Pivotal, LLC as of February 25, 2011 showing funds well in excess of \$25,000. Furthermore, Applicant provided a copy of the Order of the United States Bankruptcy Court for the District of Delaware approving the bid of Pivotal Global Capacity, LLC or its subsidiary for the purchase of substantially all of debtors' assets (Order).⁵ In the Order, the Court made a finding that GC Pivotal had the ability to pay the purchase price and to fund the operating expenses of the debtors' business on a going forward basis. In response to the April 27, 2011 Administrative Law Judge (ALJ) Request for Additional Information, Applicant also provided an undertaking affirming unencumbered funds in excess of \$25,000 plus additional resources in excess of \$25,000 to meet any deposits required by an underlying local exchange carrier. Applicant proposes to offer service within the territories of AT&T, Verizon, Frontier, and SureWest. In its application, GC Pivotal states that it has the resources to satisfy any deposits to other telecommunication carriers that may be

⁴ The requirement for CLEC applicants to demonstrate that they have additional financial resources to meet any deposits required by underlying local exchange carriers and/or IECs is also set forth in D.95-12-056, Appendix C.

⁵ Order Approving (1) Bid of Pivotal Global Capacity, LLC or Subsidiary as the Highest and Best Sale Qualifying Bid for the Purchase of Substantially All of Debtors' Assets Under and in Conjunction With Its Plan of Reorganization; and (2) Consummation of the Sale Transaction with Pivotal Global Capacity, LLC or Its Subsidiary, GC Pivotal, LLC, Issued by The United States Bankruptcy Court for the District of Delaware on January 26, 2011 at 15.

required to provide the proposed services.⁶ Applicant does not anticipate that the amount of such deposits will exceed \$25,000. Applicant has demonstrated that it has sufficient funds to meet the financial requirements contained in D.95-12-056.

5. Technical Qualifications

To be granted a CPCN for authority to provide local exchange and interexchange service, an applicant must make a reasonable showing of managerial and technical expertise in telecommunications or a related business.⁷ Applicant supplied biographical information on its management that demonstrated that it has sufficient expertise and training to operate as a telecommunications provider.⁸

Applicant represents that no one associated with or employed by GC Pivotal, LLC as an affiliate, officer, director, partner, or owner of more than 10% of GC Pivotal, LLC was previously associated with a telecommunications carrier that filed for bankruptcy, was sanctioned by the FCC or any state regulatory agency for failure to comply with any regulatory statute, rule, or order, or has been found either civilly or criminally liable by a court of appropriate jurisdiction for a violation of § 17000, et seq. of the California

⁶ A.11-03-008 § 11 at 6.

⁷ D.95-12-056 at Appendix C, Rule 4.A.

⁸ While the Chief Executive Office and Chief Financial Officer of GC Pivotal, LLC, do not have any direct technical expertise in telecommunications, in response to the April 27th ALJ request for more information, GC Pivotal stated that it intends to retain as employees the former Chief Executive Officer, Chief Financial Officer and Chief Operating Officer of Global Capacity. These three individuals have extensive background and technical expertise in telecommunications.

Business and Professions Code, or for any actions which involved misrepresentations to consumers, nor is currently under investigation for similar violations.⁹

6. Tariffs

Commission staff reviewed Applicant's draft tariffs for compliance with Commission rules and regulations. Deficiencies are noted in Attachment A to this decision. In its compliance tariff filing, Applicant must correct these deficiencies as a condition of our approval of its application.

7. Map of Service Territory

To be granted a CPCN for authority to provide local exchange service, an applicant must provide a map of the service territories it proposes to serve.¹⁰ Applicant complied with this requirement.

8. Expected Customer Base

Applicant provided its estimated customer base for the first and fifth years of operation in Section 14 of its application. Therefore, Applicant has complied with this requirement.

9. Conclusion

We conclude that the application conforms to our rules for certification as a resold competitive local exchange and interexchange carrier. Accordingly, we approve the application subject to the terms and conditions set forth herein.

⁹ A.11-03-008 at 11.

¹⁰ D.95-12-056 at Appendix C, Rule 4.E.

10. Motions to Expedite Approval

Pursuant to Rule 11.1, on April 5, 2011, GC Pivotal filed a motion to expedite approval of its application for a CPCN. Applicant represents that such expedited treatment is needed in order that GC Pivotal will have all necessary regulatory approvals prior to the closing date of the sale of substantially all assets of the jointly-administered Global Capacity debtors, including direct and indirect subsidiaries of Capital Growth Systems, Inc., to Pivotal Global Capacity, LLC or its wholly-owned subsidiary assignee GC Pivotal, LLC. The Bankruptcy Court for the District of Delaware approved the sale on January 26, 2011. On May 2, 2011, GC Pivotal filed an amendment to its initial motion for expedited approval providing additional information in support of expedited treatment, in particular a target date of May 17, 2011 for exit from Chapter 11 protection under the United States Bankruptcy Code. We find that expedited approval is in the best interest of GC Pivotal's customers and hereby grant Applicant's motions by issuance of this decision. However, given the late filing date of the amended motion, we are unable to provide expedited approval in advance of GC Pivotal's May 17, 2011 exit deadline.

11. Categorization and Need for Hearings

In Resolution ALJ 176-3271, dated March 24, 2011, the Commission preliminarily categorized this application as ratesetting, and preliminarily determined that hearings were not necessary. No protests have been received. There is no apparent reason why the application should not be granted. Given these developments, a public hearing is not necessary, and it is not necessary to disturb the preliminary determinations.

12. Waiver of Comment Period

This is an uncontested matter in which the decision grants the relief requested. Accordingly, pursuant to Section 311(g)(2) of the Public Utilities Code and Rule 14.6(c)(2) of the Commission's Rules of Practice and Procedure, the otherwise applicable 30-day period for public review and comment is waived.

13. Assignment of Proceeding

Timothy Alan Simon is the assigned Commissioner and Melissa Kristine Semcer is the assigned Administrative Law Judge in this proceeding.

Findings of Fact

1. Notice of the application appeared on the Daily Calendar on March 14, 2011. No protests have been filed. A hearing is not required.
2. GC Pivotal, LLC seeks authorization to provide resold competitive local exchange telecommunications services in the service territories of AT&T, Verizon, SureWest, and Frontier as well as interexchange services throughout the State of California.
3. In prior decisions, the Commission authorized competition by carriers meeting specified criteria in providing local exchange telecommunications services within the service territories of AT&T, Verizon, SureWest and Frontier.
4. Applicant has a minimum \$25,000 of cash or cash equivalent that is reasonably liquid and readily available to meet its start-up expenses.
5. Applicant has sufficient additional cash or cash equivalent to cover deposits that may be required by other telecommunications carriers in order to provide the proposed service.
6. No one associated with or employed by GC Pivotal, LLC as an affiliate, officer, director, partner, or owner of more than 10% of GC Pivotal, LLC was previously associated with a telecommunications carrier that filed for

bankruptcy, was sanctioned by the FCC or any state regulatory agency for failure to comply with any regulatory statute, rule, or order.

7. No one associated with or employed by GC Pivotal, LLC, has been found either civilly or criminally liable by a court of appropriate jurisdiction for a violation of § 17000, et seq. of the California Business and Professions Code, or for any actions which involved misrepresentations to consumers, nor is currently under investigation for similar violations.

8. Applicant possesses sufficient experience, knowledge, and technical expertise to provide telecommunications services.

9. Applicant submitted a draft of its initial tariff that contained the deficiencies listed in Attachment A to this decision. Except for these deficiencies, Applicant's draft tariffs comply with the Commission's requirements.

10. Applicant has filed a map of the service territories of AT&T, Verizon, SureWest, and Frontier as the location of its proposed service territory.

11. Applicant has provided an estimate of its customer base for the first and fifth years of operation.

12. Applicant does not propose to construct any facilities. Granting this application will have no adverse impact on the environment.

13. Expedited approval of this application is in the public interest.

Conclusions of Law

1. Applicant has the financial ability to provide the proposed service.

2. Applicant has sufficient technical expertise to operate as a telecommunications carrier.

3. Public convenience and necessity require that Applicant's resold competitive local exchange and interexchange services be subject to the terms and conditions set forth herein.

4. Since Applicant will not be constructing any facilities, it can be seen with certainty that there will be no significant effect on the environment.

5. The application should be granted to the extent set forth below.

6. Applicant, once granted a CPCN, should be subject to the applicable Commission rules, decisions, General Orders, and statutes that pertain to California's public utilities.

7. The initial tariff filing of Applicant should correct the deficiencies noted in its draft tariffs as indicated in Attachment A to this decision.

8. Because of the public interest in competitive local exchange services, the following order should be effective immediately.

9. Applicant's April 5 and May 2, 2011 motions for expedited approval should be granted.

O R D E R

IT IS ORDERED that:

1. A certificate of public convenience and necessity is granted to GC Pivotal, LLC to operate as a resold provider of local exchange and interexchange services subject to the terms and conditions set forth below.

2. GC Pivotal, LLC is authorized to provide local exchange service in the service territories of Pacific Bell Telephone Company dba AT&T California, Verizon California Inc., SureWest Telephone, and Citizens Telecommunications Company of California, Inc., dba Frontier Communications of California.

3. The certificate granted, and the authority to render service under the rates, charges, and rules authorized, will expire if not exercised within 12 months after the effective date of this order.

4. GC Pivotal, LLC is authorized to file tariff schedules for the provision of competitive local exchange services with the deficiencies noted in Attachment A corrected. GC Pivotal, LLC may not offer services until tariffs are on file.

GC Pivotal, LLC's initial filing must be made in accordance with General Order 96-B, the Telecommunications Industry Rules. GC Pivotal, LLC must comply with its tariffs.

5. The corporate identification number assigned to GC Pivotal, LLC, U7215C must be included in the caption of all original filings with this Commission, and in the titles of other pleadings filed in existing cases.

6. In addition to all the requirements applicable to competitive local exchange carriers and interexchange carriers included in Attachments B, C, and D to this decision, GC Pivotal, LLC is subject to the Consumer Protection Rules contained in General Order 168, and all applicable Commission rules, decisions, General Orders, and statutes that pertain to California public utilities.

7. GC Pivotal, LLC must file, in this docket, a written acceptance of the certificate granted in this proceeding within 30 days of the effective date of this order.

8. GC Pivotal, LLC must annually pay the user fee and public purpose surcharges specified in Attachment B. Per the instructions in Exhibit E to Decision 00-10-028, the Combined California Public Utilities Commission Telephone Surcharge Transmittal Form must be submitted even if the amount due is \$0. Under Public Utilities Code Section 405, carriers that are in default of reporting and submitting user fees for a period of 30 days or more will be subject to penalties including suspension or revocation of their authority to operate in California. Therefore, GC Pivotal, LLC must report user fees even if the amount due is \$0.

9. Prior to initiating service, GC Pivotal, LLC must provide the Commission's Consumer Affairs Branch with the name(s) and address(es) of its designated contact person(s) for purposes of resolving consumer complaints. This information must be updated if the name or telephone number changes, or at least annually.

10. GC Pivotal, LLC must notify the Director of the Communications Division in writing of the date that local exchange service is first rendered to the public, no later than five days after service first begins.

11. GC Pivotal, LLC must file an affiliate transaction report with the Director of the Communications Division, in compliance with Decision 93-02-019, on a calendar year basis using the form contained in Attachment D.

12. GC Pivotal, LLC must file an annual report with the Director of the Communications Division, in compliance with General Order 104-A, on a calendar-year basis with the information contained in Attachment C to this decision.

13. GC Pivotal, LLC must file an annual performance bond as specified by D.10-09-017.

14. GC Pivotal, LLC is not authorized to construct facilities other than those to be installed in existing buildings and structures.

15. GC Pivotal's April 5 and May 2, 2011 motions for expedited approval are granted. However, due to the late date of filing of the May 2, 2011 motion, we are unable to offer expedited approval before GC Pivotal's May 17, 2011 exit from Chapter 11 protection under the United States Bankruptcy Code.

16. Application 11-03-008 is closed.

This order is effective today.

Dated May 26, 2011, at San Francisco, California.

MICHAEL R. PEEVEY

President

TIMOTHY ALAN SIMON

MICHEL PETER FLORIO

CATHERINE J.K. SANDOVAL

MARK J. FERRON

Commissioners

ATTACHMENT A

List of deficiencies in draft tariff submitted by GC Pivotal, LLC, in A.11-03-008 to be corrected in its initial tariff compliance filing.

1. Rules – Each Rule shall have a number, a descriptive title, and its own sheet or series of sheets (GO96B, Section 8.5.7).
2. Please provide a Rule for Application for Service consistent with D.05-07-054, Appendix B, Rule 2.
3. Please provide a Rule for Special Information Required on Forms consistent with D.05-07-054, Appendix B, Rule 3.
4. Please provide a Rule for Establishment and Re-establishment of Credit consistent with D.05-07-054, Appendix B, Rule 4.
5. Please provide a Rule on Deposits consistent with D.05-07-054, Appendix B, Rule 5).
6. Please provide a Rule for Notices (D.05-07-054, Appendix B, Rule 6).
7. Please provide a Rule for Issuance and Payment of Bills.
8. Please provide a Rule for Disputed Bills consistent with D.95-07-054, Appendix B, Rule 8.
9. Please conform Rule for Discontinuance and Restoration of Service to requirements in D.95-07-054, Appendix B, Rule 10.
10. Rule on Limitation of Liability – Must adopt either AT&T California's or Verizon California's limits of liability (D.95-12-056).
11. Demarcation Points – Please have own demarcation tariff or adopt another carrier's tariff.
12. Please add procedure for proration of bills (D.05-07-054, Appendix B, Rule 7).
13. Please provide Company address in California or web URL where tariffs and cancelled sheets can be inspected (GO96B, Section 8.1.3).
14. Please add procedure a customer may request for amortization of unpaid charges (D.05-07-054, Appendix B, Rule 6.B.(2).5.
15. Please add a description and rule for Caller ID and CPNI Restrictions (D.05-07-054, Appendix B, Rule 14).
16. Please add Rule for Change of Service Provider (D.95-07-054, Appendix B, Rule 11).
17. Please include information on legal requirements for refusal of service (D.91188, January 8, 1980).

18. Please provide information on how customers can request blocking of 976/900 pay-per-call telephone information service (D.95-07-054, Appendix B, Rule 15).
19. Fees and Surcharges – Your tariff must state that your fees and surcharges are in compliance with Resolution T-16901 and concur with the tariff provision for fees and surcharges in AT&T California tariffs.
20. If Company serves Residential customers, please provide California Lifeline Telephone Service offer consistent with the requirements found at: <http://www.cpuc.ca.gov/PUC/Telco/Public+Programs/ults.htm>.
21. Please include samples of customer forms (GO 96B, Section 8.5.8).

(END OF ATTACHMENT A)

ATTACHMENT B

REQUIREMENTS APPLICABLE TO COMPETITIVE LOCAL EXCHANGE CARRIERS AND INTEREXCHANGE CARRIERS

1. Applicant must file, in this docket with reference to this decision number,¹¹ a written acceptance of the certificate granted in this proceeding within 30 days of the effective date of this order.

2. Applicant is subject to the following fees and surcharges that must be regularly remitted. Per the instructions in Exhibit E to Decision (D.) 00-10-028, the Combined California PUC Telephone Surcharge Transmittal Form must be submitted even if the amount due is \$0.

- a. The current 1.150% surcharge applicable to all intrastate services except for those excluded by D.94-09-065, as modified by D.95-02-050, to fund the Universal Lifeline Telephone Service Trust Administrative Committee Fund (Pub. Util. Code § 879; Resolution T-17071, dated March 1, 2007, effective April 1, 2007);
- b. The current 0.200% surcharge applicable to all intrastate services except for those excluded by D.94-09-065, as modified by D.95-02-050, to fund the California Relay Service and Communications Devices Fund (Pub. Util. Code § 2881; D.98-12-073 and Resolution T-17127, dated December 20, 2007, effective January 1, 2008);
- c. The user fee provided in Pub. Util. Code §§ 431-435, which is either 0.180% of gross intrastate revenue (Resolution M-4819), dated June 7, 2007, effective July 1, 2007 or \$100, whichever is greater (per D.10-09-017).
- d. The current 0.00% surcharge applicable to all intrastate services except for those excluded by D.94-09-065, as

¹¹ Written acceptance filed in this docket does not reopen the proceeding.

- modified by D.95-02-050, to fund the California High Cost Fund-A (Pub. Util. Code § 739.3; D.96-10-066, pp. 3-4, App. B, Rule 1.C; Resolution T-17128, dated December 20, 2007, effective January 1, 2008); Resolution T-17299, dated November 19, 2010, effective December 1, 2010;
- e. The current 0.300% surcharge (effective December 1, 2009) applicable to all intrastate services except for those excluded by D.94-09-065, as modified by D.95-02-050, to fund the California High Cost Fund-B (D.96-10-066, p. 191, App. B, Rule 6.F.; D.07-12-054, Resolution T-17215, dated October 15, 2009, effective December 1, 2009.);
 - f. The current 0.000% surcharge applicable to all intrastate services except for those excluded by D.94-09-065, as modified by D.95-02-050, to fund the California Advanced Services Fund (D.07-12-054); Resolution T-17248, dated December 17, 2009, effective January 1, 2010; and
 - g. The current 0.079% surcharge applicable to all intrastate services except for those excluded by D.94-09-065, as modified by D.95-02-050, to fund the California Teleconnect Fund (D.96-10-066, p. 88, App. B, Rule 8.G; Resolution T-17142, dated April 29, 2008, effective June 1, 2008).

Note: These fees change periodically. In compliance with Resolution T-16901, December 2, 2004, Applicant must check the joint tariff for surcharges and fees filed by Pacific Bell Telephone (dba AT&T California) and apply the current surcharge and fee amounts in that joint tariff on end-user bills until further revised.

3. Applicant is a competitive local exchange carrier. The effectiveness of its future tariffs is subject to the requirements of General Order 96-B and the Telecommunications Industry Rules (D.07-09-019).

4. Applicant is a non-dominant interexchange carrier (NDIEC). The effectiveness of its future NDIEC tariffs is subject to the requirement of General Order 96-B and the Telecommunications Industry Rules (D.07-09-019).

5. Tariff filings must reflect all fees and surcharges to which Applicant is subject, as reflected in #2 above.
6. Applicant must file a service area map as part of its initial tariff.
7. Prior to initiating service, Applicant must provide the Commission's Consumer Affairs Branch with the name and address of its designated contact person(s) for purposes of resolving consumer complaints. This information must be updated if the name or telephone number changes, or at least annually.
8. Applicant must notify the Director of the Communications Division in writing of the date that local exchange service is first rendered to the public, no later than five days after service first begins.
9. Applicant must notify the Director of the Communications Division in writing of the date local service is first rendered to the public within five days after service begins.
10. Applicant must keep its books and records in accordance with the Generally Accepted Accounting Principles.
11. In the event Applicant's books and records are required for inspection by the Commission or its staff, it must either produce such records at the Commission's offices or reimburse the Commission for the reasonable costs incurred in having Commission staff travel to its office.
12. Applicant must file an annual report with the Director of the Communications Division, in compliance with GO 104-A, on a calendar-year basis with the information contained in Attachment C to this decision.
13. Applicant must file an affiliate transaction report with the Director of the Communications Division, in compliance with D.93-02-019, on a calendar-year basis using the form contained in Attachment D.

14. Applicant must ensure that its employees comply with the provisions of Pub. Util. Code § 2889.5 regarding solicitation of customers.

15. Within 60 days of the effective date of this order, Applicant must comply with Pub. Util. Code § 708, Employee Identification Cards, and notify the Director of the Communications Division in writing of its compliance.

16. If Applicant is 90 days or more late in filing an annual report, or in remitting the surcharges and fee listed in 2 above, and has not received written permission from the Communications Division to file or remit late, the Communications Division must prepare for Commission consideration a resolution that revokes Applicant's CPCN.

17. Applicant is exempt from Rule 3.1(b) of the Commission Rules of Practice and Procedure

18. Applicant is exempt from Pub. Util. Code §§ 816-830.

19. Applicant is exempt from the requirements of Pub. Util. Code § 851 for the transfer or encumbrance of property whenever such transfer or encumbrance serves to secure debt.

20. If Applicant decides to discontinue service or file for bankruptcy, it must immediately notify the Communications Division's Bankruptcy Coordinator.

21. Applicant must send a copy of this decision to concerned local permitting agencies no later than 30 days from the date of this order.

(END OF ATTACHMENT B)

ATTACHMENT C

ANNUAL REPORT

An original and a machine readable, copy using Microsoft Word or compatible format must be filed with the California Public Utilities Commission, State Office Building, 505 Van Ness Avenue, Room 3107, San Francisco, CA 94102-3298, no later than March 31st of the year following the calendar year for which the annual report is submitted.

Failure to file this information on time may result in a penalty as provided for in Pub. Util. Code §§ 2107 and 2108.

Required information:

1. Exact legal name and U # of the reporting utility.
2. Address.
3. Name, title, address, and telephone number of the person to be contacted concerning the reported information.
4. Name and title of the officer having custody of the general books of account and the address of the office where such books are kept.
5. Type of organization (*e.g.*, corporation, partnership, sole proprietorship, etc.).
If incorporated, specify:
 - a. Date of filing articles of incorporation with the Secretary of State.
 - b. State in which incorporated.
6. Number and date of the Commission decision granting the Certificate of Public Convenience and Necessity.
7. Date operations were begun.
8. Description of other business activities in which the utility is engaged.
9. List of all affiliated companies and their relationship to the utility. State if affiliate is a:
 - a. Regulated public utility.
 - b. Publicly held corporation.
10. Balance sheet as of December 31st of the year for which information is submitted.
11. Income statement for California operations for the calendar year for which information is submitted.

12. Cash Flow statement as of December 31st of the calendar year for which information is submitted, for California operations only.

For answers to any questions concerning this report, call (415) 703-2883.

(END OF ATTACHMENT C)

ATTACHMENT D

CALENDAR YEAR AFFILIATE TRANSACTION REPORT

An original and a machine readable, copy using Microsoft Word and Excel, or compatible format must be filed with the California Public Utilities Commission, State Office Building, 505 Van Ness Avenue, Room 3107, San Francisco, CA 94102-3298, no later than March 31st of the year following the calendar year for which the annual report is submitted.

1. Each utility must list and provide the following information for each affiliated entity and regulated subsidiary that the utility had during the period covered by the Annual Affiliate Transaction Report.

- Form of organization (*e.g.*, corporation, partnership, joint venture, strategic alliance, etc.);
- Brief description of business activities engaged in;
- Relationship to the utility (*e.g.*, controlling corporation, subsidiary, regulated subsidiary, affiliate);
- Ownership of the utility (including type and percent ownership)
- Voting rights held by the utility and percent; and
- Corporate officers.

2. The utility must prepare and submit a corporate organization chart showing any and all corporate relationships between the utility and its affiliated entities and regulated subsidiaries in #1 above. The chart must have the controlling corporation (if any) at the top of the chart, the utility and any subsidiaries and/or affiliates of the controlling corporation in the middle levels of the chart, and all secondary subsidiaries and affiliates (*e.g.*, a subsidiary that in turn is owned by another subsidiary and/or affiliate) in the lower levels. Any regulated subsidiary must be clearly noted.

3. For a utility that has individuals who are classified as “controlling corporations” of the competitive utility, the utility must only report under the requirements of #1 and #2 above any affiliated entity that either (a) is a public utility or (b) transacts any business with the utility filing the annual report excluding the provision of tariff services.

4. Each annual report must be signed by a corporate officer of the utility stating under penalty of perjury under the laws of the State of California (CCP 2015.5) that the annual report is complete and accurate with no material omissions.

5. Any required material that a utility is unable to provide must be reasonably described and the reasons the data cannot be obtained, as well as the efforts expended to obtain the information, must be set forth in the utility’s Annual Affiliate Transaction Report and verified in accordance with Section I-F of Decision 93-02-019.

6. Utilities that do not have affiliated entities must file, in lieu of the annual transaction report, an annual statement to the Commission stating that the utility had no affiliated entities during the report period. This statement must be signed by a corporate officer of the utility, stating under penalty of perjury under the laws of the State of California (CCP 2015.5) that the annual report is complete and accurate with no material omissions.

(END OF ATTACHMENT D)