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PLEASE RESPOND TO:

P. O. Box 352170
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June 17, 2009

Public Utilities Commission of Ohio
Docketing Division
180 East Broad Street
Columbus, OH 43215-3793

(Via UPS Overnight Mail, Tracking No. 1Z 487 003 22 1001 5727)

PUCO

2009 JUN 18 AM 9:40

RECEIVED-DOCKETING DIV

Re: *In the Matter of the Application of Frontier Communications Corporation, et al., Case No. 09-454-TP-ACO*
Enclosed Motion to Intervene

Dear Sir or Madam:

Enclosed, please find the original and twenty one (21) copies of the "*Motion to Intervene by International Brotherhood of Electrical Workers, Local 986*" and Memorandum in support thereof. Please file and process the enclosed documents in accordance with your office's normal procedures and return one file/date-stamped copy to the undersigned in the enclosed pre-paid, pre-addressed envelope. Please note that all parties to the above-referenced matter are served by copy of this letter in accordance with O.A.C. §4901-1-05.

If you should have any questions or comments concerning the enclosed documents, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,

KALNIZ, IORIO & FELDSTEIN Co., L.P.A.

By 
Christine A. Reardon

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This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
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RECEIVED-DOCKETING DIV
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PUCO

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of the Application of)
Frontier Communications Corporation,)
New Communications Holdings, Inc. and) Case No. 09-454-TP-ACO
Verizon Communications Inc. for Consent)
and Approval of a Change in Control.)
)

**MOTION TO INTERVENE BY
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS,
LOCAL 986**

The International Brotherhood of Electrical Workers, Local 986 ("IBEW") hereby moves the Public Utilities Commission of Ohio ("Commission") pursuant to Revised Code § 4903.221 and Commission Rule 4901-1-11, to intervene as a party to the above-captioned proceeding. As set forth in the Memorandum in Support, this motion is timely; IBEW has a real and substantial interest in these proceedings; the disposition of these proceedings without its participation may impair or impede its ability to protect that interest; and its participation in these proceedings will contribute to a just result. IBEW further submits that no existing party represents its interest in these proceedings and that

granting its motion to intervene will not unduly delay these proceedings or unjustly prejudice any existing party.

KALNIZ, IORIO & FELDSTEIN CO., L. P. A.

By 

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Verizon Communications Inc. for Consent)
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**MEMORANDUM IN SUPPORT OF MOTION TO INTERVENE BY
INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS,
LOCAL 986**

I. INTRODUCTION

On May 29, 2009, Verizon Communications, Inc. ("Verizon") and Frontier Communications Corp. ("Frontier") initiated this proceeding to review the reasonableness and lawfulness of the proposed transfer of Verizon's Ohio telephone operations to Frontier.

The International Brotherhood of Electrical Workers, Local 986 ("IBEW") represents approximately 200 employees of Verizon in Ohio. Many of the employees represented by IBEW also are customers of Verizon. This proposed transfer of control and the decisions of this Commission with respect thereto are likely to have a direct and

immediate impact on the people IBEW represents, both as employees and as customers of Verizon in Ohio.

II. DISCUSSION OF AUTHORITY

R.C. 4903.221 provides, in part, that any person "who may be adversely affected" by a PUCO proceeding is entitled to seek intervention in that proceeding. The interests of Verizon's employees will or may be adversely affected by this case. In particular, the proposed transaction would involve the transfer of Verizon's employees to Frontier; but in order to finalize the transaction Frontier will need to incur more than \$3 billion in new debt. In addition, Frontier would need to engage in a complex transition of hundreds of Verizon computer systems in a neighboring state (West Virginia) prior to closing the transaction; and Frontier plans to engage in a similar transition in Ohio and 12 other states within two to three years after the transaction closes.

Verizon employees, as represented by IBEW, are directly concerned with, and may be adversely affected by, the proposed transaction because it may have a serious adverse effect on the financial health of their employer. IBEW has serious questions about the financial fitness and capabilities of Frontier to engage in a transaction of this magnitude, and it intends to provide the testimony of one or more expert witnesses to address the financial fitness and capabilities of Frontier, including any conditions that may be necessary to protect the public from the potentially serious adverse consequences of having a utility that may lack the necessary financial capability to adequately operate, maintain, and improve utility service in Ohio.

In addition, IBEW affiliates in other states have been through similar transitions, often with dire consequences for the utility, consumers, competing telecommunications providers, the utility's employees, emergency service providers, and the public at large. IBEW has serious questions about the technical and managerial fitness and capabilities of Frontier to manage and execute transitions of the magnitude and complexity required for the proposed transaction. IBEW intends to provide the testimony of one or more expert witnesses to address the technical and managerial fitness and capabilities of Frontier, including any conditions that may be necessary to protect the public from the potentially serious adverse consequences of the transition process.

R.C. 4903.221(B) requires the Commission to consider the following criteria in ruling on motions to intervene:

- (1) The nature and extent of the prospective intervenor's interest;
- (2) The legal position advanced by the prospective intervenor and its probable relation to the merits of the case;
- (3) Whether the intervention by the prospective intervenor will unduly prolong or delay the proceeding; and
- (4) Whether the prospective intervenor will significantly contribute to the full development and equitable resolution of the factual issues.

In addition, the Commission's Rules (4901-1-11(B)(5)) add a fifth criterion: the "extent to which the person's interest is represented by existing parties."

IBEW meets each of these five standards for intervening in this case.

First, IBEW has a substantial interest in this case, as discussed above. It is seriously concerned about the impact on its members of the proposed transaction. IBEW and its members will or may be directly and seriously affected if the proposed transaction is approved.

Second, IBEW will limit the issues it raises to those that are squarely within the Commission's jurisdiction to consider. IBEW will focus its attention on the financial fitness of Frontier to acquire Verizon's Ohio operations; the technical and managerial fitness of Frontier to manage and implement the extremely complex transition process and other aspects of operations; the protections and other conditions that are needed to ensure that the public is not harmed by the proposed transaction; and related matters. IBEW will not seek to have the Commission address any labor relations issues or other matters that are outside the scope of the Commission's jurisdiction.

Third, granting IBEW the ability to intervene will not unduly prolong or delay the proceeding. IBEW is a frequent participant before state and federal regulatory commissions. In conjunction with the Communications Workers of America ("CWA") (which is filing a similar Motion to Intervene in this case), IBEW has engaged experienced regulatory counsel to represent its interests in this case, and it will not engage in conduct that would unnecessarily delay this proceeding. Moreover, IBEW intends to work closely with CWA and other parties that have similar interests on particular issues to avoid duplicative discovery questions or cross-examination, and to otherwise litigate this proceeding in a professional and efficient manner.

Fourth, IBEW will bring a unique perspective to this proceeding. IBEW has access to hundreds of Verizon employees who have first-hand knowledge of Verizon's operations in Ohio. In addition, IBEW will be participating in parallel regulatory proceedings in other states and before the Federal Communications Commission involving the proposed transaction. Moreover, IBEW affiliates in other states have been through similar types of transactions in recent years. Thus, IBEW may have access to

information that might not otherwise be available to parties in Ohio. Finally, the expert witnesses who will be retained jointly by CWA and IBEW are expected to have extensive expertise participating in and/or analyzing these types of transactions.

Fifth, no other party represents the interests of IBEW. The perspective of a utility's employees is fundamentally different than the interests of other parties. Utility employees are often the first people affected if a utility experiences financial difficulties. Utility employees are most directly – and potentially seriously – affected if the utility engages in unsafe and other unwise operational practices. Utility employees are the first to know, and are directly affected, if a utility experiences problems with customer service, billing, ordering, provisioning, network operations, or other matters. In short, utility employees can provide a unique perspective on numerous issues that may be directly affected by the proposed transaction.

Local Counsel for IBEW is a member of the Ohio Bar (Registration number 0034686). Her name and address appear at the bottom of this page.

The undersigned attorney is authorized to accept service on behalf of IBEW of any pleadings, orders, or other documents filed or served upon the parties in this proceeding.

In addition, IBEW will be filing a separate motion pursuant to Commission Rule 4901-1-08(B) to have experienced out-of-state regulatory counsel participate in this matter.



III. CONCLUSION

WHEREFORE, IBEW respectfully requests that the PUCO grant IBEW leave to intervene and be made a party to this case.

Respectfully submitted,

KALNIZ, IORIO & FELDSTEIN CO., L. P. A.

By 

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Motion to Intervene was served upon the parties of record listed below this seventeenth day of June, 2009, via U.S. mail, postage prepaid, with a courtesy copy via electronic mail:

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