

FILE

**BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO**

In the Matter of Joint 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)	

DIRECT TESTIMONY OF WILLIAM SOLIS

ON BEHALF OF

COMCAST PHONE OF OHIO, LLC

***** PUBLIC VERSION *****

Dated: October 14, 2009

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1 **I. INTRODUCTION AND SUMMARY**

2
3 **Q. PLEASE STATE YOUR NAME, TITLE AND BUSINESS ADDRESS.**

4 A. My name is William Solis. My business address is 5800 South Quebec Street,
5 Greenwood Village, Colorado 80111. I am employed as Vice President of Voice
6 Service Delivery Operations for Comcast Cable Communications, LLC. I am
7 testifying on behalf of Comcast Phone of Ohio, LLC ("Comcast").

8 **Q. PLEASE SUMMARIZE YOUR CURRENT RESPONSIBILITIES,**
9 **EXPERIENCE AND EDUCATIONAL QUALIFICATIONS.**

10 A. I am responsible for wholesale provisioning for both Comcast and Comcast IP. In
11 that capacity, I oversee a team of technical and management staff responsible for
12 national voice service provisioning, activation, and repair. I am responsible for
13 ensuring efficient and timely delivery of service to new voice customers, fulfilling
14 existing customer initiated order requests, updating ancillary databases (*e.g.*, E-911
15 and directory assistance) and resolving problems with voice services.

16 I hold a Bachelor of Science degree in Civil Engineering from Michigan
17 Technological University and am a licensed professional engineer in the state of
18 Colorado. I have been with Comcast and its predecessor companies for over 15
19 years. I began my telecommunications career with Teleport Communications Group,
20 which was subsequently purchased by AT&T, and have held a variety of executive,
21 operational, provisioning, project management, and customer service positions
22 supporting both commercial business and residential customers. In 2000, I

1 transitioned from AT&T Local Services to AT&T Broadband as Vice President to
2 support national provisioning of AT&T Broadband's circuit-switched residential
3 voice services. In 2004, following the acquisition of AT&T Broadband by Comcast,
4 in addition to continuing to support provisioning and fulfillment activities of our
5 existing circuit-switched and growing Internet protocol ("IP") voice residential
6 businesses, I oversaw network planning and interconnection transport engineering
7 and access ordering, switch configuration planning and implementation, legal demand
8 center, customer voice billing operations, and carrier management departments. In
9 2007, as Comcast's voice operation and business continued to mature, I assumed sole
10 responsibility for supporting service repair and provisioning activities within
11 Comcast's National Customer Activation and Repair department.

12 **Q. PLEASE STATE THE PURPOSE OF YOUR TESTIMONY.**

13 A. Comcast is a certificated telecommunications carrier in Ohio. Among other things,
14 Comcast provides wholesale "PSTN interconnection services" to its interconnected
15 voice over Internet protocol ("VoIP") service provider affiliate, Comcast IP Phone II,
16 LLC ("Comcast IP") as well as originating and terminating exchange access services
17 to interexchange carriers ("IXCs").

18 Comcast IP and its affiliates in 37 states and the District of Columbia began
19 providing interconnected VoIP services in 2005 and now have more than 7 million
20 customers nationwide, including over *** BEGIN CONFIDENTIAL

21 END CONFIDENTIAL *** in Ohio. Comcast IP markets its

1 interconnected VoIP service offering under the trade name, "Comcast Digital Voice"
2 or "CDV."

3 The tremendous growth of CDV and the benefits that consumers have derived
4 from the service would not have been possible without the systems that support
5 wholesale carrier-to-carrier transactions, known in the business as operational support
6 systems ("OSS"). OSS refers, broadly, to the systems, databases and information
7 used by the ILEC to facilitate preordering, ordering, provisioning, maintenance and
8 repair of wholesale and retail services.

9 Most of Comcast IP's customers have been "won" from incumbent local
10 exchange carriers or "ILECs" like Verizon, who, as a result of various regulatory
11 requirements, have put into place robust OSS interfaces so that end-users can easily
12 and quickly transfer service from one service provider to another. These systems
13 make local competition possible. Without them, the process for porting a customer
14 would be too cumbersome and costly, and new entrant competitors would never have
15 a chance to compete with the incumbents.

16 These systems are also used so that competitors can access centralized
17 systems that are operated by only one carrier in a service territory. For example,
18 consumers need only one white pages directory, and a directory is of no use if it is not
19 complete. ILECs, therefore, establish carrier-to-carrier processes so that competitors
20 can place their customers' information into the directories that, in most places, the
21 ILECs continue to publish. The same is true for emergency calling ("E-911")
22 databases.

1 **Q. WHY HAS COMCAST INTERVENED?**

2 A. Comcast has intervened to ensure that the sale of Verizon's properties to Frontier
3 does not adversely impact Comcast's ability to serve its current customers and so that
4 it can continue to provide competitive and alternative service for new customers.
5 This will require that Comcast continue to be able to obtain wholesale services from
6 the "new Frontier" at rates, terms and conditions equal to what Verizon provides
7 Comcast today. Comcast does not oppose, nor is it seeking to delay, the transaction.
8 Comcast seeks only to ensure that the Commission puts into place reasonable
9 conditions necessary to ensure the continuity of wholesale ordering and provisioning
10 systems, services and operations so that consumers in Ohio can continue receiving
11 competitive voice services.

12 **Q. PLEASE EXPLAIN HOW VERIZON'S AND FRONTIER'S WHOLESALE**
13 **SERVICES AFFECT A COMCAST RETAIL CUSTOMER'S EXPERIENCE.**

14 A. When an Ohio consumer decides to move their voice services from the incumbent
15 LEC to Comcast, Comcast must initiate a carrier-to-carrier process to transfer the
16 customer's telephone numbers, directory listings, 911 records, and other critical
17 information. This process is initiated by Comcast's submission of an order, or initial
18 request for information, through the ILEC's automated OSS systems. Ideally, the
19 order is submitted electronically and processed automatically. Automated processes
20 minimize the amount of human intervention and the potential for error.

21 When these processes do not work smoothly, service transfers can be delayed
22 or blocked altogether. Retail customers may not be able to port their telephone

1 number to new service providers, they may have problems accessing fully functional
2 enhanced 911 service, or obtaining a proper listing of their name and number in
3 printed directories. When such problems occur, the customer often assumes that the
4 *competitor* is to blame, even though it may not be. In my experience, such problems
5 are the main reason a prospective customer might cancel their pending service order.

6 Similarly, Comcast relies on the ILEC's OSS to provision or augment
7 interconnection facilities. (Interconnection facilities are used to link Comcast's
8 network to the ILEC's, enabling the exchange of traffic so that customers on either
9 party's network can call each other and to enable such services as 911.) If Comcast is
10 unable to efficiently and timely establish or augment interconnection facilities, calls
11 may not complete.

12 **Q. WHY DO YOU HAVE CONCERNS WITH THE PROPOSED**
13 **TRANSACTION?**

14 A. Frontier and Verizon have merely provided vague, general assurances that everything
15 will go smoothly. They have not, however, explained what steps they will take to
16 ensure that happens. Moreover – and this is my biggest concern – they have refused
17 to enter into a comprehensive testing arrangement with affected CLECs, and to
18 contract with a third-party auditor to verify and certify that the transition will, in fact,
19 go smoothly *before* the new “replicated” Frontier systems go live and services are
20 moved off of the existing Verizon systems. I cannot emphasize enough the
21 importance of testing and verification, along with a third party certification that the
22 replicated systems are ready for cutover to Frontier, and I urge the Commission to

1 condition approval of the transaction on such testing and verification. My concern is
2 reinforced by the fallout produced by two previous transactions Verizon recently
3 completed in which it divested itself of service territories in New England and
4 Hawaii. As Dr. Pelcovits notes with respect to Hawaiian Telcom and I detail below
5 for Fairpoint, both transactions were problematic from an OSS perspective,
6 negatively impacted retail customers and competitors' ability to process orders. I
7 want to ensure that this does not happen again with the Frontier transaction.

8 **Q. WHAT FACTORS ADD TO THE COMPLEXITY OF THE PROPOSED**
9 **TRANSITION?**

10 A. After closing, Frontier is poised to become a dramatically larger ILEC in the state of
11 Ohio and elsewhere. According to the data provided by Verizon and Frontier, in
12 Ohio the number of access lines that Frontier will serve will increase from
13 approximately 550 to approximately 634,000 – more than *one thousand times*
14 *greater* than the number of lines Frontier currently serves. Frontier will go from
15 having a relatively small presence to becoming the second largest ILEC in the state.
16 Nationally, Frontier will more than *triple* in size – from 2.25 million access lines to
17 more than 7 million access lines. Clearly this is an enormous undertaking for
18 Frontier, and one that will result in a corresponding dramatic increase in Frontier's
19 interactions with CLECs. Under these circumstances, it is imperative that Frontier be
20 required to operate and maintain Verizon's more sophisticated wholesale systems and
21 procedures.

I am particularly concerned about the implications for Ohio. After closing, Frontier will hold approximately 634,000 access lines and almost 300,000 long distance lines in Ohio. The transaction encompasses 14 states in total, and the Ohio portion of the transaction represents roughly thirteen percent (13%) of the total number of access lines. Because the transaction involves so many states, and Ohio represents a relatively small portion of the overall transaction, we believe it is important for the Commission to ensure that Ohio receives an adequate level of attention from Frontier and Verizon, the ("Joint Applicants").

II. EXPERIENCE WITH VERIZON AND FRONTIER

Q. PLEASE DESCRIBE THE EXTENT OF COMCAST'S CURRENT OPERATIONAL EXPERIENCE WITH VERIZON?

A. On a nationwide basis, the service territories of affiliates of Verizon and Comcast overlap in nineteen states and the District of Columbia, including Ohio.¹ Over the last six months Comcast has executed approximately *** BEGIN CONFIDENTIAL
END CONFIDENTIAL *** wholesale transactions with Verizon per month (across all of our territories). While Comcast takes issue with several Verizon business rules and number porting policies, we have found that Verizon's OSS arrangements and operating procedures work well overall, in large part because there is a high degree of automation in these systems, including

¹ The states are California, Delaware, Florida, Illinois, Indiana, Maryland, Massachusetts, Michigan, New Jersey, New York, Ohio, Oregon, Pennsylvania, South Carolina, Texas, Virginia, Washington, Wisconsin and West Virginia.

1 electronic bonding capabilities which Comcast leverages.

2 Verizon did not establish these systems out of the goodness of its heart.
3 Rather, high functioning OSS were mandated by regulators as the *quid pro quo* so
4 that Verizon (f/k/a Bell Atlantic) could offer interexchange services (as part of the
5 Section 271 approval process) and buy the former GTE. Regulators would not
6 approve these expansions of Verizon's business without establishing wholesale OSS
7 and change control processes that were capable of supporting robust competition.
8 These systems and processes must be maintained.

9 **Q. PLEASE DESCRIBE THE EXTENT OF COMCAST'S CURRENT**
10 **OPERATIONAL EXPERIENCE WITH FRONTIER?**

11 A. It is more limited. Nationally, Comcast and its affiliates and Frontier provide service
12 in overlapping service territories in ten (10) states.² We execute a substantially
13 smaller volume of transactions with Frontier than Verizon – on average only
14 approximately *** BEGIN CONFIDENTIAL END
15 CONFIDENTIAL *** of transactions per month with Frontier. These are the same
16 types of transactions we engage in with Verizon but, as I explain below, the process is
17 very different.

18 In Ohio, Frontier currently serves only 550 access lines in ten exchanges.
19 These areas are not in Comcast's service territory, so we don't have any experience
20 engaging in wholesale transactions with Frontier in Ohio, but I understand that

² The states are California, Georgia, Indiana, Michigan, Minnesota, Mississippi, New York, Pennsylvania, Tennessee and West Virginia.

1 Frontier's systems in Ohio are essentially the same as those it uses elsewhere.

2 While Verizon has deployed technologically sophisticated and highly
3 automated wholesale systems and procedures, Frontier's wholesale systems and
4 procedures are substantially less sophisticated and less automated than Verizon's.
5 The use of systems that are not fully automated results in increased human
6 intervention, which in turn leads to more errors or omissions, the expenditure of
7 additional resources, and ultimately longer provisioning intervals for some orders. At
8 times, these additional human errors or omissions ultimately impact the customer's
9 service, affecting their ability to receive all inbound calls after porting to the new
10 service provider.

11 In Ohio, Verizon has many more wholesale customers than Frontier, with
12 more than *** BEGIN CONFIDENTIAL END
13 CONFIDENTIAL *** separate interconnection agreements with CLECs and wireless
14 carriers. Frontier has *** BEGIN CONFIDENTIAL END CONFIDENTIAL
15 *** interconnection agreements with CLECs and wireless carriers. (Joint Applicants'
16 Response to Comcast Data Requests "DR" 1.06 and 1.07.) (Exhibit 1) As a result, in
17 Ohio, Verizon processes many more wholesale transactions. During calendar year
18 2008 Verizon processed more than *** BEGIN CONFIDENTIAL

19 END CONFIDENTIAL *** number porting requests from competitors. In
20 contrast, Frontier processed *** BEGIN CONFIDENTIAL END
21 CONFIDENTIAL ***. (Joint Applicants' Response to Comcast DRs 1.062 and
22 1.063.) (Exhibit 2) The differential between other types of wholesale orders is

1 equally stark.

2 **Q. PLEASE DESCRIBE HOW YOU INTERFACE WITH FRONTIER FOR**
3 **ORDER PROCESSING.**

4 A. Comcast, like all CLECs, orders services from ILECs through the ILEC's OSS. As I
5 mentioned earlier, Frontier's OSS are less sophisticated than Verizon's and have
6 limited electronic bonding (or e-bonding) capabilities. E-bonding allows a
7 competitive carrier's systems to directly interface with the ILEC's OSS, providing for
8 the seamless flow of orders, return of order confirmation, auto population of data
9 fields based on existing customer information, real time validation of input fields, and
10 the exchange of related data without the need for human intervention. E-bonding
11 greatly facilitates the ordering process, minimizes human error, and has been proven
12 to be a critical function for processing meaningful order volumes.

13 Frontier's OSS does not provide e-bonding capabilities for local service
14 requests or "LSRs", which are generally those orders types associated with
15 preordering, ordering and maintenance for end user customers' services and ports.
16 Since e-bonding is not available for these types of orders, Comcast is forced to place
17 LSR orders with Frontier via a graphical user interface or GUI, which is much less
18 operationally efficient.

19 Just recently, Frontier has made available e-bonding for submitting access
20 service request or ASRs. This order type is generally associated with the purchase or
21 augment of transport and interconnection facilities. Because e-bonding for ASRs has
22 only recently been made available, Comcast has not yet had the ability to implement

1 this functionality. As a result, orders for interconnection trunking must be submitted
2 by e-mail by Comcast's third party partner. A technician must then manually enter
3 the order information into Frontier's systems (where such systems exist) or process
4 them manually.

5 Manual processes like Frontier's are more likely to lead to errors in the
6 submission, receipt, confirmation and fulfillment of orders. Such processes are much
7 more time consuming as they generally don't provide for real time validation of the
8 entered data, or for the flow-through of orders without some type of human
9 intervention.

10 **Q. WHAT IS THE SIGNIFICANCE OF THE DIFFERENCES BETWEEN THE**
11 **VERIZON AND FRONTIER SYSTEMS YOU JUST DESCRIBED?**

12 A. The differences illustrate a couple of facts. First, Frontier will be acquiring and
13 operating systems that are very different from its own in functionality, scope and
14 scale. This migration will happen overnight and its unclear if Frontier is equipped to
15 handle such significant operational changes, which in turn creates significant
16 operational uncertainty for CLECs. Second, Frontier's systems are not as
17 sophisticated as Verizon's, so it would be a significant step backwards in the future if
18 competitors like Comcast were forced to engage with less sophisticated systems like
19 those currently used by Frontier.

20

1 **III. THERE IS INSUFFICIENT EVIDENCE TO CONCLUDE THAT**
2 **WHOLESALE SERVICES AND SYSTEMS WILL BE SEAMLESSLY**
3 **TRANSITIONED, AND ADEQUATELY SUSTAINED, AFTER CLOSING**
4

5 **Q. VERIZON AND FRONTIER'S WITNESSES HAVE STATED THAT**
6 **VERIZON'S EXISTING WHOLESALE SYSTEMS AND PROCEDURES**
7 **WILL BE MAINTAINED. DOES THAT ADDRESS YOUR CONCERN?**

8 **A.** No. From my perspective, the most significant aspect of this transaction is the
9 process by which Verizon's wholesale systems will be transferred to Frontier.
10 Because the Joint Applicants have not provided details about this process, we don't
11 know how it will occur, and whether they will take all the steps necessary to ensure
12 that there is no impact on wholesale customers like Comcast, and ultimately, Ohio
13 consumers.

14 Moreover, Frontier provides no information as to how long it will maintain
15 Verizon's existing wholesale systems and operating procedures or assurances that a
16 future decision will not be made to migrate back to Frontier's current and more
17 manual systems interfaces. We don't know whether Frontier will abandon Verizon's
18 current systems and procedures one, five, or ten years after the transaction is
19 completed.

20 **Q. WHAT DO WE KNOW ABOUT THE PLANNED TRANSFER OF**
21 **WHOLESALE SYSTEMS?**

22 **A.** Verizon's witness, Mr. McCallion stated that Verizon continues to use the centralized
23 computer systems that Verizon obtained from GTE in 2000. McCallion Direct at
24 16:18-20. These systems are used to run "essential aspects of [Verizon's] business,

1 such as retail ordering and billing, CLEC ordering and billing, network monitoring
2 and maintenance, and all customer support functions.” *Id.* at 16: 18-21 to 17:1. The
3 Joint Applicants’ plan, according to Mr. McCallion, is for “[t]he existing GTE
4 systems to be replicated so that they may be transferred to Frontier as physically
5 separate functional systems, and substantially identical to the existing systems.” *Id.*
6 at 17:9-11. Frontier’s witness, Mr. McCarthy’s adds that “these separate, centralized
7 systems will be dedicated to the operations being acquired by Frontier.” McCarthy
8 Direct at 32:15-17.

9 The Merger Agreement between Verizon and Frontier states that Verizon will,
10 prior to March 31, 2010, create a “separate instance” of software in its Fort Wayne,
11 Indiana data center that will “provide functionality *substantially* similar to, but no
12 less favorable to the [new Frontier company] than, that which the [new Frontier
13 company] received from Verizon and its Affiliates as of the date of this Agreement.”
14 See Section 7.24(c), Agreement and Plan of Merger (dated May 13, 2009) Exhibit 1
15 to Joint Application. (Emphasis added).

16 Finally, we have obtained a bit of additional information through discovery
17 and the Joint Applicants’ presentation at the technical conference convened by the
18 Washington Commission in August 2009. We know, for example, that the transition
19 from Verizon to Frontier will *not* be seamless. To the contrary, every single
20 electronic interface that CLECs currently have with Verizon will need to be
21 reestablished. These “replicated” systems, while titled in Frontier’s name, will
22 largely be supported, at least initially, by technical personnel and other resources

1 retained by Verizon. Frontier will pay Verizon a fee of \$94 million for the first year
2 alone to maintain the systems after the closing.

3 **Q. WHAT ARE YOUR CONCERNS WITH THE JOINT APPLICANTS' PLAN**
4 **TO REPLICATE VERIZON'S WHOLESALE SYSTEMS?**

5 A. First, it is not clear *how* Verizon and Frontier plan to "replicate" Verizon's OSS.
6 There are approximately *** BEGIN CONFIDENTIAL END
7 CONFIDENTIAL *** systems and an untold quantity of data which will have to be
8 replicated and migrated as part of this process. (Joint Applicant's Supplemental
9 Response to Comcast DR No.1.045.) (Exhibit 3) We asked them to explain this
10 process in our discovery requests, but they declined to provide any details. All they
11 did was point back to the very limited discussion of this issue (a mere 7 lines in total)
12 in the testimony of Frontier witness Mr. McCallion. (Joint Applicant's Response to
13 Comcast DR No. 1.030.) (Exhibit 4) In discovery we also asked for copies of any
14 plans, arrangements, or agreements describing the planned systems transition. They
15 provided only a single document: a 13 page power point presentation which provides
16 only an "overview" of the realignment plan. (Joint Applicant's Response to Comcast
17 DR No. 1.045.) (Exhibit 5) Similarly, when we asked them to provide any back up,
18 contingency, or secondary plans, to address the potential that the systems transition
19 did not proceed as expected, they provided no documents. (Joint Applicant's
20 Response to Comcast DR No. 1.035 (referencing 1.034).) (Exhibit 6) Collectively,
21 these responses (to some very basic questions) tell me that Verizon and Frontier have
22 not actually developed specific plans, or developed any back-up, or contingency,

1 plans if the systems replication process fails. I would note that Verizon has produced
2 a copy of what they call the *** BEGIN CONFIDENTIAL
3 END CONFIDENTIAL *** but that document provides no specific details about the
4 replication process. And the only other document addressing the replication process
5 that we have seen is a 13 page power point presentation which provides only an
6 “overview” of the realignment plan. The lack of any detailed replication, and back-
7 up, plans is significant because Verizon’s witness, Mr. McCallion, has acknowledged
8 that the replication process they are proposing here has never been attempted on this
9 scale, or for these purposes. (McCallion Depo. 18:20-25 to 19:1-23) (“We haven’t
10 done it for a transaction such as this, ...”). (Exhibit 7)

11 Second, although the Verizon and Frontier witnesses state that there will be no
12 impact on competitors, the contract language governing the replication of these
13 systems states that the “separate instance” of software created from the Fort Wayne,
14 Indiana data center will “provide functionality *substantially similar* to” that which is
15 currently used by Verizon. This provision concerns me for two reasons. First, what
16 does “substantially similar” mean? It suggests that there may be some differences
17 between the existing system, and the yet-to-be replicated system. What those
18 differences will be and how they will impact wholesale customers we just do not
19 know. A secondary concern is that the Merger Agreement provides that the
20 wholesale systems functionality will be no less favorable *for Frontier* only. It
21 provides no assurance that *CLECs* (and their customers) will not receive less
22 favorable functionality.

1 **Q. HOW WILL WE KNOW IF THE REPLICATED SYSTEMS ARE CAPABLE**
2 **OF PROCESSING WHOLESALE ORDERS AT REQUIRED VOLUMES?**

3 **A.** We won't; and that is Comcast's main concern. Verizon and Frontier do not intend to
4 rely upon any independent third-party verification, auditing, or certification of the
5 replicated systems. (Joint Applicant's Response to Comcast's DR No. 1.022.)
6 (Exhibit 8) Further, Verizon and Frontier have not agreed to engage in
7 interoperability testing sufficiently in advance of cutover to ensure interoperability of
8 wholesale ordering is maintained. During recent depositions Verizon and Frontier's
9 witnesses both rejected the notion that testing should occur. Verizon's witness, Mr.
10 McCallion acknowledged there are no formal plans for testing, and asserted that "we
11 don't think that testing of systems ... needs to occur." (McCallion Depo. at 49:16 to
12 50:2). (Exhibit 9) Adding to this point, Frontier's witness, Mr. McCarthy, stated that
13 no test "scheme" has been developed (McCarthy Depo. at 50:13-24), and that Frontier
14 does not plan to have any CLECs engage in testing of the replicated systems.
15 (McCarthy Depo. at 54:5-9). (Exhibit 10) This appears to be a step back from
16 earlier statements, where the companies' said, in response to discovery requests, that
17 they would at least "evaluate" CLEC requests to engage in testing. (Joint Applicant's
18 Response to Comcast's DR No. 1.027.) (Exhibit 11) The Joint Applicants'
19 unwillingness to engage in testing is problematic because the replication process is
20 unprecedented (as Mr. McCallion admits), and without testing we will have no
21 assurance that the replicated systems will operate in a manner identical to the original
22 systems. As I explain below, the Commission needs to put into place a robust testing

1 and certification process to assure that the transition goes smoothly and has minimal
2 impact on consumers and consumer choice. And this process does not need to be
3 invented from whole cloth. Verizon's current OSS "change control" process,
4 supplemented by third-party auditing, is a good place to start.

5 **Q. PLEASE DESCRIBE THE TESTING THAT SHOULD OCCUR.**

6 A. The Commission should order the Joint Applicants to engage in testing with
7 interested CLECs, and require both interoperability and transactional testing.
8 Interoperability testing assesses the ability for two systems to interface and operate in
9 a cohesive manner. Transactional testing involves the exchange of wholesale orders
10 and service requests (i.e. the "transactions" between two service providers).
11 Although Verizon's witness Mr. McCallion testified that Frontier will be able to
12 validate and confirm that the principal operating systems have been replicated
13 properly in advance of closing, neither company has explained how that will be
14 accomplished. Nor have the Joint Applicants put into place a mechanism for a
15 competitor, or an independent third-party, to verify that the replication has in fact
16 occurred properly.

17 Indeed, even Frontier will play only a very limited role in the replication
18 process. Frontier's witness testified that he expects that Verizon will "keep Frontier
19 updated" and "engage in ongoing discussions" as to the progress. Under those
20 circumstances, Frontier would seem to be the primary beneficiary of testing that
21 ensures the replicated systems are operating properly.

1 It is clear that Verizon and Frontier would like this transaction to close
2 quickly. While Comcast does not oppose a timely completion of the transaction, we
3 do not want it at the expense of untested and unproven support systems. Under these
4 circumstances, I have serious concerns that the transition of wholesale systems will
5 proceed smoothly. Commission-imposed conditions are, therefore, appropriate.

6 **Q. WHAT ASSURANCES HAVE THE APPLICANTS PROVIDED THAT**
7 **FRONTIER WILL HAVE THE STAFF NECESSARY TO SUPPORT THESE**
8 **OSS SYSTEMS?**

9 A. The applicants have provided very little assurance that they have the staff necessary
10 to operate and support the OSS. It is critically important that Frontier, post
11 transaction, have well trained and competent resources necessary to maintain the
12 programs and hardware (IT support), run the systems on a daily basis (data center
13 technical and operational support), and work wholesale orders (National Market
14 Center Staff). My understanding is that Verizon's current IT support center will
15 perform all the necessary information technology (IT) and systems support functions
16 (fixes, help desks, updates, maintenance, etc.) for the Verizon systems that will be
17 transferred to Frontier – at least for the first year, and possibly for as many as five
18 years after closing. It is unclear what resources will be used subsequently. As part
19 of the transaction, Frontier will also establish a “new data center” where necessary
20 “hardware” will be installed. (Joint Applicants' Response to Comcast's DR No.
21 1.029.) (Exhibit 12) But Frontier has provided no specific details about whether it
22 will have the staff to operate and maintain these enormously complex systems on a

1 daily basis, which will be entirely new for Frontier personnel or reassigned former
2 Verizon IT professionals. And finally, Frontier will be establishing a new Network
3 Market Center in Durham, North Carolina where it will work CLEC wholesale orders
4 and relates escalations. It is my understanding that the representatives staffing that
5 center will not be experienced representative from Verizon's existing call center, but
6 rather largely newly trained individuals. (McCallion Depo. at 77:10-25, 78:10-15)
7 (Exhibit 13)

8 **Q. WHAT WILL HAPPEN IF STAFFING IS INADEQUATE?**

9 A. We know from past and recent experience such as Fairpoint Communications in the
10 New England States, that the process of transitioning work and staffing for these
11 centers can create serious problems for wholesale competitors. The process can lead
12 to significant wholesale ordering and provisioning problems, including (1) failure to
13 respond to local service requests (LSRs) in a timely manner; (2) inability to provision
14 service within the standard interval required by law or operational rules; and (3) lack
15 of response to so-called "escalation" requests, all of which negatively affects
16 consumers and their ability to move services to competitive providers.

17 **Q. CAN YOU PROVIDE AN EXAMPLE?**

18 A. Yes. In fact, I can provide an example specific to Verizon having relocated a
19 National Market Center. In fact, the problems I just described were created by
20 Verizon's recent transition of support staff and systems from one of its centers to
21 another. Specifically, in June 2008 Verizon transitioned its National Market Center
22 for Verizon West properties (which includes the former GTE properties at issue here)

1 from a center in Idaho to a center in Virginia. Immediately after the transition
2 Comcast, and other wholesale customers, began experiencing the problems I just
3 described. A full year after that transition, Verizon has not yet resolved all of those
4 issues. Verizon's witness, Mr. McCallion, acknowledged these problems during a
5 recent deposition in this case. Indeed, a detailed report of this problem is available on
6 Verizon's website at the following URL:
7 <http://www22.verizon.com/wholesale/attachments/calendar/2009OpenCUFissues.pdf>.

8 As noted in that report, another CLEC experienced a significant decline in the level of
9 wholesale support and service from Verizon, which has had a detrimental impact on
10 the CLEC and its end user customers. The problems described in that report include:
11 Verizon's failure to respond to local service requests; an increase in the interval
12 between service request and service delivery; excessive hold times; and, an inability
13 to get responses to project requests. I am concerned that these types of problems
14 could also arise after Verizon transfers the replicated systems to Frontier. This was
15 simply a transition within the same company, and did not involve a transition of
16 systems and people from one company to another, as Verizon and Frontier have
17 proposed here, so I think that there are very good reasons to be concerned about the
18 transition being proposed here.

1 **Q. WHAT ASSURANCES HAVE BEEN PROVIDED THAT FRONTIER WILL**
2 **BE ABLE TO ACQUIRE THE NECESSARY HARDWARE TO OPERATE**
3 **THE WHOLESALE SYSTEMS?**

4 A. Verizon and Frontier have said that it may not be possible to procure and install all of
5 the necessary hardware to support the replicated systems by the closing date. *See*
6 McCallion Direct at 18:9-13. As a consequence, they have apparently made
7 arrangements for Verizon to provide such hardware to Frontier some time after the
8 closing if the need arises. *See id.* Remember, Verizon will continue to operate in
9 California, Florida and Texas, and these systems will be used in those states. We
10 don't know how Verizon will continue operating its systems for the properties it
11 retains in California, Florida and Texas if it makes its hardware available to Frontier.
12 Nor do we know on what terms Verizon will make the hardware available to Frontier.
13 I would note that Verizon provided similar support for the FairPoint companies in
14 New England, until FairPoint determined that the costs of continuing to utilize
15 Verizon support were simply too prohibitive.

16 **Q. HOW WILL EXISTING AND PLANNED SYSTEM SOFTWARE UPGRADES**
17 **BE ADDRESSED IN THE REPLICATION PROCESS?**

18 A. Verizon issues wholesale systems software releases on a preannounced schedule of
19 six times a year – roughly once every two months. That means that Verizon will
20 implement three wholesale systems software releases between now and March 31,
21 2010, the scheduled deadline for the Joint Applicants to complete the replication of
22 the software. The documents filed by the Joint Applicants do not indicate whether

1 Frontier will implement new software releases or how it will communicate this
2 information with CLECs. This is another example of a practical, “blocking and
3 tackling” issue that the Joint Applicants have not yet addressed. To avoid additional
4 problems during the transition, the Commission should condition the transfer by
5 requiring that the planned systems replication occur within the predefined
6 maintenance schedule that I have just described.

7 **Q. APART FROM WHOLESALE SYSTEMS, DO YOU HAVE OTHER**
8 **UNANSWERED QUESTIONS AND CONCERNS?**

9 A. Yes. It is not clear what company will be responsible for hosting the local Automatic
10 Location Identification (“ALI”) database to support 911 emergency services or the
11 procedures for updating such data will change. Comcast inquired about this matter in
12 Data Request No. 1.060, but Verizon and Frontier provided no substantive response,
13 stating only that “the transaction will not affect the delivery of E-911 services in
14 Ohio.” (Joint Applicant’s Response to Comcast’s DR No. 1.060.) (Exhibit 14) The
15 Commission should request further clarification of this issue from Verizon and
16 Frontier to ensure that CLECs have continued use of, and access to, this critical
17 database without interruption or degradation.

18 Also, to my knowledge Frontier does not currently have a forum in place for
19 CLECs to discuss intercompany operational issues. In response to a data request
20 from Comcast, Frontier would not commit to maintaining Verizon’s CLEC User
21 Forum – a forum that Comcast has found crucial for communicating, addressing and

1 resolving intercompany operational issues. (Joint Applicant's Response to Comcast's
2 DR No. 1.016.) (Exhibit 15)

3 **Q. VERIZON'S WITNESSES HAVE SAID THAT THIS TRANSACTION IS**
4 **DIFFERENT FROM VERIZON'S SALE OF LINES TO FAIRPOINT AND**
5 **HAWAIIAN TELCOM. DO YOU AGREE?**

6 **A.** I hope that it will turn out differently, but I think there are reasons to be concerned.
7 As Comcast has experienced first hand, the Verizon-FairPoint transaction has been
8 highly problematic for competitors and retail end-user customers in New England.
9 Mr. McCarthy asserts that this transaction will not face the problems those buyers
10 faced in part because in the Hawaiian Telcom and FairPoint transactions, the buyers
11 chose to develop operational, customer support and financial systems from scratch.
12 McCarthy Direct at 35:5-23, and 37:3-11. In theory, the OSS replication process
13 proposed by Verizon and Frontier is less problematic than developing an entirely new
14 wholesale system as FairPoint has done. However, if I understand the process
15 correctly, in this case Frontier will need to: (i) establish a data center, (ii) purchase
16 new hardware; (iii) install software, (iv) populate the systems with customer data
17 from Verizon, (v) appropriately staff the center with resources experienced in
18 operating the replicated software and new hardware, and (vi) require CLECs to
19 establish new interfaces with "replicated" systems. (Actually, as I understand it, the
20 plan is for Verizon to do these things for Frontier, but the tasks remain the same.)
21 This process is not significantly different from the process of developing a new
22 system from scratch, and is clearly fraught with a number of potential pitfalls.

1 **Q. WHAT PROBLEMS HAVE CUSTOMERS IN NEW ENGLAND FACED**
2 **BECAUSE OF THE LACK OF TESTING AND PREPARATION IN THE**
3 **FAIRPOINT TRANSACTION?**

4 **A.** It is difficult to adequately convey the depth and breadth of problems caused by the
5 FairPoint systems in New England. I discuss some of the more significant difficulties
6 below.

7 • We have faced significant difficulties in obtaining customer service records.
8 Before Comcast can submit orders, it must obtain detailed information about the
9 customer's service which is commonly derived from information the current
10 service provider maintains and is called a customer service record ("CSR").
11 Among other things, a CSR describes all the services a customer currently
12 receives. Rather than creating all of the customers information from scratch, the
13 accepted industry practice is to import the information from the old service
14 provider. It is done this way because customers can never recall their particular
15 service configuration. In modern OSS systems, CSR information "flows through"
16 automatically from one service provider to another. Such automated processes
17 are far quicker and more accurate than older, less automated systems. After the
18 transition from the Verizon systems, Comcast affiliates were *unable to obtain*
19 CSRs from FairPoint and were forced to submit local service requests ("LSRs")
20 for number porting without proper confirmation of customer information. As a
21 result, Comcast was unduly delayed in effectively porting customers whose
22 account had any unique attributes, such as an additional telephone number. Such

1 information would have been immediately identified via the CSR process and
2 included as part of the initial order - if a CSR was in fact accurate and could be
3 functionally provided.

- 4 • The FairPoint systems sent numerous erroneous reject messages in response to
5 valid LSR orders, resulting in the manual handling of many orders.
- 6 • Comcast did not receive any firm order confirmation ("FOCs"), which are the
7 electronic notices that an order has been accepted. Therefore, on a daily basis,
8 Comcast was required to manually generate a list of pending installations and
9 attempted to verify that FairPoint would correctly port the number. For a variety
10 of technical reasons, the lack of a FOC also created significant number porting
11 problems. Many ports simply failed.
- 12 • Comcast did not receive complete Meet Point Billing ("MPB") files from
13 FairPoint, which meant that many in-bound long-distance calls routed through
14 FairPoint's access tandem were misrouted or did not complete. As a result,
15 without MPB files, Comcast was unable to bill for terminating access.

16 I should emphasize that the above list is only a sample of the problems that Comcast
17 and other CLECs encountered in New England, most of which directly caused
18 negative customer experiences .

19 **Q. WAS FAIRPOINT ABLE TO RESOLVE THE OSS PROBLEMS QUICKLY?**

20 **A.** No. Gradually, the performance of the FairPoint OSS systems improved somewhat.
21 However, nine weeks after cutover, FairPoint's systems were still not functioning
22 properly, requiring Comcast and FairPoint to devote significant resources to try to

1 handle orders manually. And even then – and continuing today – the same problems
2 that existed after cutover still existed, only to a lesser degree.

3 **Q. HAVE THE PROBLEMS WITH FAIRPOINT'S OSS SYSTEMS BEEN**
4 **RESOLVED?**

5 A. As recently as June of this year, about 19 weeks after cutover, Comcast still could not
6 “pull” a CSR for a multiple telephone number account. FairPoint systems were still
7 generating many non-legitimate error messages, and the FairPoint systems were still
8 not returning FOCs consistently. Comcast was still experiencing some issues with its
9 customers, who had ported their numbers from FairPoint, not being able to receive
10 calls from FairPoint customers on the day of install. At Comcast's request, FairPoint
11 was sending Comcast a list of scheduled ports in advance of the due date so that
12 Comcast could confirm the list and FairPoint to make sure the number would port
13 properly. Comcast also was still receiving customer complaints of double billing
14 (FairPoint and Comcast both billing customer) for porting process issues.

15 **Q. ARE THE FAIRPOINT SYSTEMS FUNCTIONING AT “BUSINESS AS**
16 **USUAL” LEVELS NOW?**

17 A. No. Since about the July 2009 timeframe, most of the issues listed above still persist,
18 and the root cause of the problems have not been identified.

19 **Q. HOW DID THESE PROBLEMS IMPACT RETAIL CUSTOMERS, AND**
20 **CLECS' ABILITY TO COMPETE?**

21 A. There was a large backlog of orders that the FairPoint systems could not handle. A
22 significant number of FairPoint and CLEC customers could not get service. There

1 were significant billing issues, and customer call volumes overwhelmed the FairPoint
2 call centers. Simply put, consumers could not switch service when they wanted,
3 encountered calling and billing problems, and competition suffered.

4 **Q. THERE HAVE BEEN NUMEROUS MERGERS AND ACQUISITIONS OVER**
5 **THE LAST TEN YEARS. WHY HAVEN'T WE SEEN THE PROBLEMS**
6 **YOU'VE IDENTIFIED?**

7 **A.** The largest telecom mergers over the past decade, (*e.g.*, Bell Atlantic-NYNEX, Bell
8 Atlantic-GTE, SBC-Ameritech, SBC-AT&T; AT&T-BellSouth; Verizon-MCI), and
9 some mergers and acquisitions among smaller carriers, such as CenturyTel-Embarq,
10 are different in at least one important respect. In those cases the acquiring entity
11 assumed control of wholesale support systems *in their entirety*. Here, by contrast,
12 Frontier is purchasing only customer data and the right to use replicated OSS
13 software. Thus, the proposed transaction more closely resembles the Verizon-
14 FairPoint and Hawaiian Telcom transactions than previous ILEC and ILEC-IXC
15 mega-mergers. The potential for significant problems in the replication of
16 enormously complex operational support systems is readily apparent.

17 **Q. FRONTIER STATES THAT IT HAS A "HIGHLY SUCCESSFUL TRACK**
18 **RECORD" OF ACQUIRING AND INTEGRATING TELEPHONE**
19 **COMPANIES. HOW DO YOU RESPOND TO THIS CLAIM?**

20 **A.** The size of this transaction is not comparable to Frontier's prior acquisitions. Mr.
21 McCarthy cites Frontier's prior acquisitions of 12,000 access lines, 300,000 access
22 lines and 750,000 access lines (spread out over seven years) as relevant integration

1 experience. But now Frontier is poised to more than *triple* in size overnight. It
2 currently controls approximately 2.5 million access lines, but after closing will
3 control approximately *7 million* access lines upon closing. The proposed transaction
4 to me represents an unprecedented increase in scope and complexity, as compared to
5 Frontier's prior transactions.

6 **IV. COMCAST'S PROPOSED CONDITIONS WILL ENSURE THAT THE**
7 **TRANSACTION DOES NOT IMPAIR COMPETITIVE SERVICES**
8 **OFFERED TO OHIO'S CONSUMERS**
9

10 **Q. WHY ARE COMCAST'S RECOMMENDED CONDITIONS APPROPRIATE?**

11 A. I am told by counsel that the Commission will review this transaction under the
12 "public convenience" standard which requires, in part, that the Commission find that
13 adequate service remain available. To meet that standard, I would recommend that
14 the Commission specifically order the new Frontier to maintain the status quo when it
15 assumes responsibility for Verizon's wholesale systems and procedures. The
16 Commission can do so by imposing a number of targeted conditions, which I discuss
17 below. Comcast's Recommended Conditions are set forth in full in the first
18 attachment (Exhibit 1) to the testimony of Comcast's other witness, Dr. Pelcovits.

19 The Commission's goals and areas of focus should be as follows:

20 • **MAINTAIN THE STATUS QUO IN THE FORMER VERIZON**
21 **PROPERTIES**

22 The Commission should require Frontier to maintain OSS functionality, performance
23 and the degree of automation (via electronic data interfaces, or e-bonding) that is at
24 least equal to that which Verizon provides in these exchanges today. This obligation

1 should extend indefinitely and include any subsequent modifications to or
2 replacement of the OSS being replicated by Frontier.

3 Continuing Commission jurisdiction here is especially appropriate in light of
4 the recent disclosure that Frontier plans to operate the former Verizon assets on the
5 “replicated” Verizon on a transitional basis only. At the Washington workshop in
6 August, Frontier said that it plans to transition the replicated Verizon systems over to
7 a new set of systems (which it has not yet built) after closing. No time frame has
8 been announced but we were told at the Washington conference that the transition
9 could begin as soon as a year from now.³

10 Comcast is very concerned about this “second transition.” Frontier has agreed
11 to pay Verizon \$94 million for the first year of OSS maintenance alone to support the
12 replicated systems. Thus, Frontier has a significant financial incentive to move away
13 from the replicated systems (or find a third party, who would necessarily be less
14 familiar with the OSS than Verizon, to support the systems). FairPoint faced exactly
15 the same financial incentive to stop using the Verizon OSS, and it, of course, was not
16 ready. The Commission needs to make sure that consumers and competitor do not
17 face the same operational impediments in this case.

18 Frontier should be required to maintain the status quo with respect to the
19 ordering, provisioning and maintenance processes. In my experience, these processes

³ On the other hand, Frontier’s witness stated in a recent deposition for the Ohio proceeding that the company has no current plans to transition away from the Verizon systems. These conflicting statements raise legitimate questions about the company’s intent, and the information they are providing regulators.

1 are working well with Verizon in Ohio, and any degradation would be contrary to the
2 "no harm" standard. Specifically, we recommend that the Commission establish the
3 following specific conditions:

- 4 • Post transaction, Frontier must maintain OSS functionality, performance and
5 e-bonding in the legacy Verizon service territory that is at least equal to that
6 which Verizon provides in such territory today. For instance, Frontier must
7 maintain Verizon's Access Service Request ("ASR"), Local Service Request
8 ("LSR"), Customer Service Request ("CSR") and Directory Listing ("DL")
9 order processes, business rules and interfaces. This obligation should extend
10 indefinitely and specifically include any subsequent modifications to or
11 replacement of the OSS being replicated from Verizon.
- 12 • Frontier should, at a minimum, be required to preserve Verizon's current level
13 of automation for trouble tickets, escalation responsiveness processes, and
14 timeliness of resolution of service problems for wholesale services.
- 15 • Frontier should be required to ensure that post-transaction ordering and
16 provisioning intervals are at least equal to that which Verizon currently
17 provides. For example, Verizon's firm order confirmation ("FOC") interval
18 for a DS-1 high-capacity (1.5 Mb/s) circuit is one day, and its provisioning
19 interval is five business days, while Frontier's intervals are twice as long: they
20 deliver a FOC in two days (48 hours) and their standard provisioning interval
21 is ten days. In order to avert service degradation for Ohio CLECs, the

1 Commission should require Frontier to step up to Verizon's current level of
2 performance.

3 In order to assure the status quo is maintained, the Commission should
4 maintain jurisdiction over the merger for at least three years. Comcast's other
5 witness, Dr. Pelcovits, will address the need for this condition in detail in his
6 testimony. I will simply add that the Verizon-FairPoint transaction closed in March
7 2008, and we are still dealing with the fall-out from that deal and will be for the
8 foreseeable future.

9 • **REQUIRE OSS TESTING AND CERTIFICATION**

10 Verizon and Frontier apparently do not intend to engage an independent auditor, and
11 claim that CLEC and third-party testing is "not necessary" because the Verizon OSS
12 will be replicated. (Joint Applicants' Response to Comcast DR No. 1.022.) (Exhibit
13 8)

14 I could not disagree more strongly. Given the OSS transitioning problems
15 that have occurred elsewhere, a rigorous testing regime, including independent third-
16 party auditing and certification, of the *** BEGIN CONFIDENTIAL

17 END CONFIDENTIAL *** systems being replicated and associated data is
18 critical. As I have explained, the OSS replication will be enormously complex and
19 has the potential for many pitfalls. Verizon's and FairPoint's position that we should
20 simply trust them to do it correctly is not sufficient. To avoid another FairPoint or

1 Hawaiian Telcom debacle, the transition must include CLEC testing. I outline a
2 proposed process below.

3 First, the review and testing should include all OSS functionality and
4 processes, e-bonding capabilities, encompass Verizon's current Quality Baseline
5 Validation Test Deck, and review and validate the process for transferring data to the
6 replicated system (including pending orders). At least two months prior to the
7 scheduled cut over date, the Joint Applicants should be required to make available to
8 CLECs the replicated OSS in a test environment for (1) interoperability with CLEC
9 systems; and (2) transactional (end-to-end order) testing. The Joint Applicants should
10 be required to commit to an agreed-upon collaborative process with competitive
11 carriers to inform carriers of changes to systems, both in test and live environments,
12 prior to closing. This would not have to be invented out of thin air. The current
13 Verizon testing process, which is described in detail on Verizon's web site provides
14 an excellent starting point. See [http://www22.verizon.com/wholesale](http://www22.verizon.com/wholesale/systemsmeasures/local/systems/cte/1,,east-wholesale-cte-cte,00.html)
15 [/systemsmeasures/local/systems/cte/1,,east-wholesale-cte-cte,00.html](http://www22.verizon.com/wholesale/systemsmeasures/local/systems/cte/1,,east-wholesale-cte-cte,00.html).

16 The test results should be provided to the Commission and CLECs, and the
17 replicated OSS should not be implemented in the production environment (*i.e.*, be
18 used to process actual orders) until the Commission has approved the test results.
19 Independent certification prior to going "live" is the only way to ensure that the
20 problems experienced in the FairPoint and Hawaiian Telcom transactions are not
21 repeated in Ohio.

Moreover, communication with CLECs during the transition process is vital. Therefore, we recommend that, at least four months prior to the scheduled cut-over date for the replicated OSS, the Joint Applicants should be required to provide notice to CLECs of any OSS changes, detailing the specific functionality changes and providing any necessary information to enable e-bonding with the replicated OSS, and any network changes, including new SS7 point codes – which is essential for routing of calls. This will allow CLECs the time necessary to respond to any network and OSS changes, and order and test facilities necessary to e-bond.

• **ENSURE ONGOING COMMUNICATIONS WITH CLECS**

Verizon has established useful formal processes for ongoing communicating with CLECs. Frontier has not. We recommend, therefore, that the Commission require Frontier to establish and maintain, in a format identical to that currently used by Verizon:

- A monthly Change Management Forum (and adopt Verizon's existing Change Management Process), which we have found to an effective means of inter-company communication, and a standard practice for ILECs of Frontier's post transaction size.
- A CLEC User Forum to provide a mechanism for CLECs to raise, and for Frontier to resolve, operational issues.
- At the request of any CLEC, weekly calls to discuss intercompany operational issues between the CLEC's designated representatives and Frontier's representatives with the authority to address and resolve operational issues.

1 Verizon and Comcast currently hold such weekly calls and they have proven
2 to be an effective means of raising and resolving interoperability issues.

- 3 • Other collaborative processes including escalation lists, contact lists, and
4 CLEC specific designated single points of contact with the authority to
5 address that CLEC's ordering, provisioning, billing and OSS systems
6 maintenance issues.

- 7 • Finally, escalation procedures and contact lists should be published on a
8 publicly posted webpage for all organizations involved in the provisioning and
9 maintenance of services and orders..

10 **Q. HOW SHOULD THE COMMISSION ASSESS FRONTIER'S**
11 **PERFORMANCE AFTER THE TRANSITION?**

12 A. I believe that objective, quantifiable standards are needed to ensure that there is no
13 degradation in service – in other words, harm – that results from the transaction.
14 Verizon is now held to specific, quantifiable performance standards and there is no
15 reason to eliminate these standards simply because the exchanges are changing hands.
16 Therefore, we recommend that the Commission impose on Frontier Verizon's current
17 performance metrics and reporting criteria as a means of ensuring that the company
18 maintains at least the same level of performance in providing services and facilities
19 under its interconnection agreements as Verizon provided prior to the transaction.
20 The Commission should include performance metrics using Verizon's current
21 performance as the measure of minimally acceptable service. Specifically, we
22 recommend that the Commission make the "Verizon Ohio Carrier to Carrier

1 Performance Assurance Plan” dated November, 2007 (see
2 http://www22.verizon.com/wholesale/attachments/east-perf_meas/OH_Guidelines.pdf) that
3 currently apply to Verizon West in Ohio applicable to Frontier. I would note that
4 these metrics include self-executing remedies, in the form of voluntary payments for
5 failure to satisfy the designated performance metrics.

6 The monthly performance reports should be verified by an executive with the
7 new Frontier entity for compliance with Commission ordered conditions and other
8 related terms with ongoing Commission oversight, enforcement and expedited dispute
9 resolution when and where performance deficiencies are identified.

10 **Q. WHAT CONDITIONS DO YOU RECOMMEND WITH RESPECT TO**
11 **STAFFING?**

12 A. In conjunction with the other conditions we are recommending, the Commission
13 should ensure that after the transaction Verizon’s legacy CLEC support centers are
14 sufficiently staffed by adequately trained personnel that will provide a level of service
15 that is no less than that which was provided by Verizon prior to the transaction. This
16 applies equally to IT staff responsible for repairing any system problems, and
17 ordering center staff - referred to as the National Market Center by Verizon -
18 responsible for processing order, escalating issues and generally responding to CLEC
19 inquiries. Adequate staffing is necessary to ensure ongoing operational efficiencies.
20 Any transition to Frontier must, therefore, include sufficient staffing at these centers.

1 **Q. WHAT CONDITIONS DO YOU RECOMMEND WITH RESPECT TO**
2 **INTERCONNECTION AND THE ORDER PROVISIONING PROCESS?**

3 A. Dr. Pelcovits will address the contractual issues pertaining to interconnection in his
4 testimony, so I will only address the process for obtaining wholesale interconnection
5 “services” from Verizon. Needless to say, physical interconnection with incumbent
6 carriers is an issue of vital importance to CLECs. Comcast has already established
7 physical interconnection with Verizon in Ohio, but as the volume of traffic flowing
8 between networks continues to increase, additional capacity will be needed. The
9 Commission should require Frontier to maintain Verizon’s automated ordering
10 processes for interconnection trunks. This will allow Comcast to augment and
11 optimize its network interconnection with Frontier and thereby ensure service
12 reliability to end users.

13 In addition, as network-to-network traffic continues to increase, ILECs and
14 CLECs are increasingly choosing to interconnect via mid-span fiber meets, which are
15 very efficient mechanisms to exchange a high-volume of traffic. Verizon has adopted
16 a reasonable mid-span fiber meet process. I am not aware of any existing mid-span
17 fiber meet process adopted by Frontier. Frontier has stated in response to Comcast’s
18 Data Request No. 1.015, that it “has not assessed” Verizon’s mid-span fiber meet
19 process and did not answer whether it would adopt this process. Therefore, we ask
20 that the Commission establish a condition that requires Frontier to adopt Verizon’s
21 mid-span fiber meet process.

1 We also ask that Frontier be required to give notification to CLECs when its
2 switch capacity reaches seventy percent (70%) utilization. One problem Comcast has
3 faced (among many) with the FairPoint transaction is that Comcast does not receive
4 notice of capacity problems on the incumbents' switch, even though Comcast and
5 other CLECs are required to provide forecast to ILECs, including Verizon and
6 Frontier. Presumably, Frontier and Verizon use these forecasts to estimate demand
7 allocation to particular switches which, in turn, is used to determine if additional
8 switching capacity is needed. Having Frontier provide the switch capacity notice is
9 simply the quid pro quo for CLECs having provided forecasts. Alternatively,
10 carriers needlessly risk unforeseen capacity limitation with the ILEC. This problem
11 can be avoided if Frontier simply shares capacity information, thereby allowing
12 carriers to collectively make informed decisions about capacity issues well before
13 serious problems arise.

14 We also ask that Frontier be required to revise its definition of "project" for
15 the provisioning of DS1 circuits to start at twenty-eight (28) or more DS1 circuits.
16 This means that twenty-seven or less DS1s would be provisioned within standard
17 intervals, and orders with twenty-eight (28) or more would require negotiated
18 provisioning intervals. This proposed condition is important because it recognizes
19 and utilizes a triggering point for migrating from DS1 to DS3 facilities. Moreover, if
20 the demand is forecasted, there is no reason to treat it as a special project with
21 negotiated provisioning intervals. Also, when we went back to look at the intervals
22 used by each company to provision interconnection facilities (DS1, DS3, etc.) we

1 found that Verizon has much shorter intervals, often provisioning facilities five to ten
2 days faster than Frontier.

3 **Q. PLEASE DESCRIBE THE CONDITIONS THAT COMCAST RECOMMENDS**
4 **WITH RESPECT TO FRONTIER'S PROCEDURES FOR TELEPHONE**
5 **NUMBER PORTING.**

6 A. As with the other issues addressed in my testimony, we believe that Frontier should
7 be required to maintain the effective Verizon processes, and remedy those that are
8 deficient. In keeping with this "no harm" standard, we recommend that the
9 Commission establish the following local number portability ("LNP") conditions.

10 • Porting Interval. The FCC will soon establish a rule requiring a one business
11 day porting interval for carriers with more than 2 percent of the nation's
12 subscriber lines installed in the aggregate nationwide. We see no reason why
13 Frontier cannot – and should not be required to – adhere to a one business day
14 interval. Until such time as the new one day port interval is implemented,
15 Frontier should continue to support the now current industry porting intervals
16 and existing Verizon processes that are used today.

17 • Porting Validation. Frontier should be required to maintain and comply with
18 the LNP minimum data set validation criteria currently used by Verizon and
19 as adopted by the appropriate industry forum as directed by the FCC.

20 • LNP Request Rejections. Frontier should be prohibited from rejecting or
21 placing in jeopardy status any LNP requests due to pending service orders
22 associated with the account, or due to non-payment status of the subscriber.

1 We have found this to be a recurring problem because of business rules
2 imposed by Verizon which Comcast contends are in direct violation of an
3 FCC order on number porting, which in relevant part states:

4 However, we note that when we clarify that carriers may require
5 information necessary to accomplish a port, that does not encompass
6 information necessary to settle the customer's account or otherwise
7 enforce any other provisions of the customer's contract. Of course, as
8 in the wireless-to-wireless LNP context, carriers are free to notify
9 customers of the consequences of terminating service, but may not
10 hold a customer's number while attempting to do so." (FCC 07-188,
11 paragraph 43. Footnotes omitted.)
12

13 This problem often occurs where a customer wishes to change service to
14 Comcast, then also contacts Verizon to disconnect their voice or non-voice
15 service such as video or DSL. Verizon then uses the pending retail disconnect
16 request as a basis to deny the LNP request and stymie the transfer even though
17 it is perfectly obvious that the customer wants to switch to Comcast. The
18 Commission should not permit Frontier to continue Verizon's unreasonable
19 and unlawful business practice.

- 20 • Limits on Orders. Frontier should not be permitted to limit the number of
21 orders for simple ports to be processed within standard intervals via service
22 order guidelines, posted procedures or other unilateral means. At least one
23 other Ohio ILEC had improperly attempted to impose a limit of 50 orders per
24 day (but has since committed to provide additional resources to comply with
25 FCC order porting intervals). If Frontier were to follow suit and try to limit
26 port orders, Comcast's LNP requests could become back-logged and the

1 overall porting process slowed; inhibiting consumer's ability to port to
2 competing carriers. Comcast is particularly concerned about this as Frontier
3 will undoubtedly be allocating significant resources in the near term to
4 completing the transaction and integrating systems and procedures. We don't
5 want that activity to otherwise limit our ability to port numbers.

- 6 • Toll-Free Service. Frontier should be required to maintain Verizon's current
7 process (which involves separating the Toll Free and underlying telephone
8 services into two accounts) for porting or reassigning of toll-free service
9 numbers and the associated local telephone pilot number that will ensure that
10 the toll-free service is not impacted by the porting of the local telephone
11 number.

- 12 • Disconnection process. The last step of the porting process (after the number
13 is ported from the incumbent's network to the competitor's network) is for the
14 incumbent to disconnect the end user customer's service. This occurs once
15 the number is ported, and the competitor has begun providing service to the
16 customer. However, if the incumbent disconnects service prematurely, that
17 can lead to service problems (or even service interruption) for the end user
18 customer. Verizon's practice is to allow carriers to port a telephone number
19 the day before the scheduled due date, which for a simple port is a minimum
20 of four days after the order has been placed. This ensures that the customer's
21 service arrangement with the competitor is up and running before Verizon (the
22 old service provider) disconnects service. Frontier, in contrast, does not

1 provide this one day "grace period" and instead disconnects on the date which
2 the number is scheduled to be ported without verification that it was in fact
3 ported by the new service provider. This is problematic in the event the port
4 has to be postponed due to technical issues, the customer's last minute request
5 to reschedule, or customer not being home at the scheduled time. In any of
6 these instances, the customer could lose service due to Frontier's premature
7 disconnection. Frontier should be required to adopt the Verizon business
8 practice of providing a one day "grace period" before disconnecting the
9 customer's service.

10 **Q. WHAT CONDITIONS DOES COMCAST RECOMMEND WITH RESPECT**
11 **TO 911 DATABASE ACCESS?**

12 A. The Commission should establish conditions to ensure that CLECs can continue
13 access, and update, the ALI database to support 911 emergency services, and that
14 Frontier retains or acquires the resources as required to adequately manage the
15 Emergency Services databases and infrastructure. Our intent is to preserve Comcast's
16 ability to efficiently and timely update necessary ancillary databases with appropriate
17 information to ensure that our customers have the same access to emergency and
18 other services that they do today.

19 **Q. WHAT CONDITIONS DOES COMCAST RECOMMEND WITH RESPECT**
20 **TO FRONTIER'S ON-GOING CERTIFICATION OF COMPLIANCE?**

21 A. I expect that we will be dealing with the ramifications of this transition in Ohio for at
22 least a period of three years. Clearly, there will be a period of intense activity shortly

1 before and after closing. But it also is important that the Commission puts in place a
2 mechanism to ensure that there is no “slippage” in the future. Therefore, we
3 recommend that the Commission require Frontier to file, 90 days after closing, a
4 declaration by an officer certifying that Frontier has complied in all material respects
5 with the conditions imposed by the Commission. Frontier should be required to file
6 another certification 90 days thereafter, and then every 180 days, until three years
7 after the closing date.

8 **Q. WHAT CONDITIONS DOES COMCAST RECOMMEND WITH RESPECT**
9 **TO FRONTIER’S COSTS ASSOCIATED WITH THE TRANSITION?**

10 A. Comcast and other CLECs are going to have considerable costs associated with this
11 transition. For example, we will have to establish circuits to Frontier’s new data
12 center and absorb costs associated with testing Frontier’s new OSS. On top of these
13 costs, there is no reason why Comcast and other competitive carriers should be
14 required to absorb the Joint Applicant’s costs — these costs should be borne
15 exclusively by Frontier and Verizon, the parties to the proposed transaction. We ask,
16 therefore, that the Commission establish a condition that requires that any merger-
17 related expenses, including expenses associated with the OSS transition, training and
18 related operations, may not be passed through, directly or indirectly, in wholesale
19 rates or other fees paid by competitive carriers.

20 Finally, Comcast’s other witness in this proceeding, Dr. Pelcovits, will
21 address the other conditions which we are recommending for this case.
22

1 V. CONCLUSION

2 Q. DOES THAT CONCLUDE YOUR DIRECT TESTIMONY?

3 A. Yes.

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Direct Testimony of William Solis on Behalf of Comcast Phone of Ohio, LLC (Public Version) was electronically served to the following parties on this 14th day of October, 2009:

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EXHIBITS TO THE PREFILED TESTIMONY OF WILLIAM SOLIS ON BEHALF OF
COMCAST PHONE OF OHIO, LLC

<u>Exhibit</u>	<u>Description</u>
Exhibit CPOH-WS-1	Frontier/Verizon Interrogatory Response No. 1.06 & 1.07
Exhibit CPOH-WS-2	Frontier/Verizon Interrogatory Response No. 1.062 & 1.063
Exhibit CPOH-WS-3	Frontier/Verizon Interrogatory Response No. 1.045 (excerpt p. 13)
Exhibit CPOH-WS-4	Frontier/Verizon Interrogatory Response No. 1.030
Exhibit CPOH-WS-5	Frontier/Verizon Interrogatory Response No. 1.045
Exhibit CPOH-WS-6	Frontier/Verizon Interrogatory Response No. 1.035 & 1.034
Exhibit CPOH-WS-7	McCallion Depo. Transcript (excerpt pp. 18:20-25 to 19:1-23)
Exhibit CPOH-WS-8	Frontier/Verizon Interrogatory Response No. 1.022
Exhibit CPOH-WS-9	McCallion Depo. Transcript (excerpt pp. 49:16 to 50:2)
Exhibit CPOH-WS-10	McCarthy Depo. Transcript (excerpt pp. 50:13-24, and 54:5-9)
Exhibit CPOH-WS-11	Frontier/Verizon Interrogatory Response No. 1.027
Exhibit CPOH-WS-12	Frontier/Verizon Interrogatory Response No. 1.029
Exhibit CPOH-WS-13	McCallion Depo. Transcript (excerpt pp. 77:10-25, 78:10-15)
Exhibit CPOH-WS-14	Frontier/Verizon Interrogatory Response No. 1.060
Exhibit CPOH-WS-15	Frontier/Verizon Interrogatory Response No. 1.016

Exhibit CPOH-WS-1

Frontier/Verizon Interrogatory Response No. 1.06 & 1.07
(CONFIDENTIAL PROTECTED MATERIALS)

Exhibit CPOH-WS-2

Frontier/Verizon Interrogatory Response No. 1.062 & 1.063
(CONFIDENTIAL PROTECTED MATERIALS)

Exhibit CPOH-WS-3

Frontier/Verizon Interrogatory Response No. 1.045 (excerpt p. 13)
(HIGHLY CONFIDENTIAL PROTECTED MATERIALS)

Exhibit CPOH-WS-4

Frontier/Verizon Interrogatory Response No. 1.030

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.030

Please describe, in detail, the process by which Verizon will "replicate" the operational support and network systems used by Verizon North prior to closing to serve its customers, as referenced on page 9, line 18 through page 10, line 1, and on page 17, lines 9-11 of the Direct Testimony of Mr. McCallion. Include in this explanation a discussion of the method and process by which Verizon will create a functioning "separate instance" of the systems used today, as referenced in footnote 5 of the Direct Testimony of Mr. McCallion. Also include in this response a timetable for such replication; the specific steps necessary to complete replication; and, the methods by which the Applicants, third parties, or the Commission can maintain continuing oversight of the process. Please provide a copy of all documents that support your response.

RESPONSE TO INTERROGATORY NO. 1.030

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 1, 3, 4, 5, 6, 7, and 8. Subject to and without waiver of its general and specific objections, Applicants respond as follows:

Verizon will establish separate instances of applications as referenced on page 9, lines 18 through page 10 line 1, and page 17, lines 9-11 of Mr. McCallion's testimony. Hardware will be established to accommodate these separate instances.

Exhibit CPOH-WS-5

Frontier/Verizon Interrogatory Response No. 1.045
(HIGHLY CONFIDENTIAL PROTECTED MATERIALS)

Exhibit CPOH-WS-6

Frontier/Verizon Interrogatory Response No. 1.035 & 1.034

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.035

Please describe all back-up, contingency, secondary, or other plans or processing systems or methods that can or will be used in the event that Verizon North Inc. has not fully or accurately "replicated" the principal operation support systems, as described on page 17, lines 18-19 of the Direct Testimony of Mr. McCallion.

RESPONSE TO INTERROGATORY NO. 1.035

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 1, 3, 4, 6, 7, and 10. Subject to and without waiver of its general and specific objections, Applicants respond as follows:

See Response to Interrogatory No. 1.034.

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.034

Please explain, and describe in detail, the process by which Frontier will be able to "validate" that the Verizon North Inc. operations support systems have been replicated properly as referenced on page 9, line 20, and page 17, line 18, of the Direct Testimony of Mr. McCallion.

RESPONSE TO INTERROGATORY NO.1.034

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 1, 3, 4, 6, 7, and 10. Subject to and without waiver of their general and specific objections, Applicants respond as follows:

Frontier and Verizon will be in regular communication regarding the process of replicating the Verizon OSS. Frontier will validate and confirm that the principal operating systems have been replicated in accordance with the terms of the Merger Agreement before the closing occurs.

Exhibit CPOH-WS-7

McCallion Depo. Transcript (excerpt pp. 18:20-25 to 19:1-23)

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

IN THE MATTER OF THE JOINT)
APPLICATION OF FRONTIER)
COMMUNICATIONS CORPORATION,)
NEW COMMUNICATIONS HOLDINGS) CASE NO. 09-454-TP-ACO
INC. AND VERIZON)
COMMUNICATIONS INC. FOR)
CONSENT AND APPROVAL OF A)
CHANGE IN CONTROL.)

ORAL DEPOSITION OF

MR. TIMOTHY McCALLION

SEPTEMBER 30, 2009

ORAL DEPOSITION OF MR. TIMOTHY McCALLION, produced as a witness at the instance of the Office of the Ohio Consumers' Counsel, and duly sworn, was taken in the above-styled and numbered cause on the 30th day of September, 2009, from 9:11 a.m. to 11:50 a.m., via telephone, before Karen A. Wilson, CSR in and for the State of Texas, reported by machine shorthand, at Verizon, 600 Hidden ridge, P.O. Box 152092, Irving, Texas 75015-2092, pursuant to the Federal Rules of Civil Procedure.

ORAL DEPOSITION OF TIMOTHY MCCALLION

1 to the existing systems, and that seems to indicate some
2 parts of Frontier system will be different from the
3 system currently used by Verizon North; is that right?

4 A. It indicates that there's a possibility that
5 there could be a difference, and I wanted to be perfectly
6 clear in my testimony. So as called for in the Merger
7 Agreement and in particular in the Merger Agreement at
8 7.24, we will be -- we will be replicating, creating
9 separate instances of the same systems that are in place
10 today.

11 If we come across -- if we come across a
12 circumstance where that is not practical, such as
13 inability of hardware to run a system just because it's
14 been in place for many, many years, we will create a new
15 program, if necessary, but one that is no less favorable
16 than the current system that is in place today and then
17 Frontier would use that system as would Verizon.

18 To date we haven't identified any such -- any
19 such systems that could not be replicated.

20 [REDACTED]

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 [REDACTED]

25 [REDACTED]

ORAL DEPOSITION OF TIMOTHY MCCALLION

1 [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [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]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]

24 Q. How long do you expect or does Verizon expect
25 the current replication to take, the one being planned

Exhibit CPOH-WS-8

Frontier/Verizon Interrogatory Response No. 1.022

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.022

Please describe all efforts Verizon will take to test, measure, and ensure that the Verizon North Inc. operations support systems ("OSS") functionality, performance, and electronic bonding will be seamlessly migrated to Frontier and will remain at least at the same level of quality as Verizon North Inc. currently provides them. Please include in your response (a) the extent to which any independent third parties will be used to oversee testing and certification to ensure that replicated OSS systems are working properly prior to close; and (b) whether current billing account numbers, login IDs or passwords used in Verizon territories will change in any way.

RESPONSE TO INTERROGATORY NO. 1.022

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 1, 3, 5, 5, 7, 8, and 12. Subject to and without waiver of its general and specific objections, Applicants respond as follows:

Verizon will take numerous steps to confirm that the Verizon Ohio operations support systems ("OSS") functionality, performance, and electronic bonding will be migrated to Frontier and will remain at least at the same level of quality as Verizon Ohio currently provides them. Frontier will also have the opportunity to confirm that such systems are in operation prior to closing.

Verizon will develop system readiness acceptance criteria to ensure that the separate instance created for Frontier will perform in a like manner as it did before close. Systems will not be transferred unless Frontier is reasonably satisfied that the condition to the closing of the Merger Agreement has been met.

No independent third parties will be used to oversee testing and certification to ensure that replicated OSS systems are working properly prior to close. This is not necessary because the separate instance developed for Frontier is not the creation of new systems or processes. Rather, it is the equivalent of basically cloning the existing proven systems which eliminates new system debugging issues.

Current end-user billing account numbers will remain the same. However, for security reasons, certain login IDs and passwords to access the systems may be changed in consultation with Frontier.

Exhibit CPOH-WS-9

McCallion Depo. Transcript (excerpt pp. 49:16 to 50:2)

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

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NEW COMMUNICATIONS HOLDINGS) CASE NO. 09-454-TP-ACO
INC. AND VERIZON)
COMMUNICATIONS INC. FOR)
CONSENT AND APPROVAL OF A)
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SEPTEMBER 30, 2009

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Verizon, 600 Hidden ridge, P.O. Box 152092, Irving, Texas
75015-2092, pursuant to the Federal Rules of Civil
Procedure.

ORAL DEPOSITION OF TIMOTHY MCCALLION

1 systems?

2 A. No. I indicated that we, in fact, will be
3 operating and validating the systems. I just didn't
4 agree with your use of the word testing.

5 MR. VOGELZANG: I think he's answered your
6 question.

7 Q. (BY MR. HALM) In response to an interrogatory
8 that Comcast posed, number 1.027 -- the interrogatory,
9 I'll paraphrase here, asks when Frontier/Verizon would
10 agree to make these systems available for
11 interoperability testing, that is testing between the
12 Verizon/Frontier owned or controlled systems and systems
13 used by third-party competitive LEC. Do you have a copy
14 of that response in front of you?

15 A. I do.

16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]

ORAL DEPOSITION OF TIMOTHY MCCALLION

1

2

3 Q. In response to a question from Mr. Etter you
4 made reference to the Maintenance Agreement. Do you
5 recall that question and your answer?

6 A. Generally, yes.

7 Q. Can you describe for us the Maintenance
8 Agreement that you refer to?

9 A. Yes. I can describe it -- I can describe it
10 generally. I'm sure at some place around here I have
11 some written documentation that I might want to refer
12 back to, but let me describe it generally.

13 It's an agreement that was reached between
14 Verizon and Frontier for Verizon to provide ongoing
15 maintenance of the systems that it is providing to the
16 SpinCo -- to the SpinCo properties. The initial
17 agreement is in effect for one year subject to renewal.
18 And as Frontier exercises its option to renew it, it will
19 have the ability to renew it in whole or in part as time
20 goes on.

21 Q. What is the term of that agreement? Do you
22 know?

23 A. The term is one year and it is renewable for, I
24 believe, four additional years after that.

25 Q. And do you know what the maintenance fee is

Exhibit CPOH-WS-10

McCarthy Depo. Transcript (excerpt pp. 50:13-24, and 54:5-9)

1 B E F O R E
2 THE PUBLIC UTILITIES COMMISSION OF OHIO
3 OHIO PUC CASE NO. 09-454-TP-ACO
4 - - - - - ;
5 IN THE MATTER OF :
6 THE JOINT APPLICATION OF FRONTIER COMMUNICATIONS :
7 CORPORATION, NEW COMMUNICATIONS HOLDINGS, INC. :
8 AND VERIZON COMMUNICATIONS, INC. FOR CONSENT :
9 AND APPROVAL OF A CHANGE IN CONTROL :
10 - - - - - :

11 TESTIMONY UNDER OATH OF DANIEL J. MCCARTHY

12 Date: September 30, 2009

13 Time: 1:32 p.m.

14 Place: Frontier Communications Corp.
15 3 High Ridge Park
16 Stamford, Connecticut

17
18
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26

ORAL DEPOSITION OF DANIEL J. MCCARTHY

1 has substantially completed the realignment plan.

2 Q The realignment plan. Okay. Thank you.

3 That's what I was asking about. You believe they had
4 substantially completed the realignment plan.

5 Did you or any Frontier employee have any
6 direct involvement in the development of that realignment
7 plan?

8 A No. The realignment plan is required
9 contractually so that Verizon can stand up the state
10 (sic) and be prepared for spin-off and into the merger.
11 So that was their responsibility as part of the
12 agreement.

13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]

25 Q You mentioned you anticipate Frontier will

ORAL DEPOSITION OF DANIEL J. MCCARTHY

1 the testing to -- and validation to make sure that we are
2 comfortable that the replication has been successful.

3 Q And that would occur after March of 2010?

4 A Correct.

5 [REDACTED]

6 [REDACTED]

7 [REDACTED]

8 [REDACTED]

9 [REDACTED]

10 Q Thank you. I have no further questions.

11 MR. HART: John Hart --

12 MR. KELLY: Hank Kelly --

13 MR. RUBIN: Sure. Go ahead.

14 EXAMINATION BY MR. HART:

15 Q Mr. McCarthy, I just wanted to ask you
16 structurally how Frontier will manage relationships with
17 CLEC. Is that at the GM level or account manager or some
18 other level? How do you do that?

19 A The way we will manage it is we have a senior
20 vice-president general manager who is in charge of a
21 wholesale carrier. Underneath him there are dedicated
22 teams that will get married up with all of the resources
23 that will be coming over as part of this. And it is our
24 plan to have dedicated account teams for the CLEC
25 community. So I think you'll get quite a bit of

Exhibit CPOH-WS-11

Frontier/Verizon Interrogatory Response No. 1.027

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.027

At what point during the operations support system ("OSS") transition, will Frontier make the replicated Verizon North Inc. OSS available to other carriers for interoperability testing? Please provide any and all plans, documents, memoranda, correspondence or other materials describing planned interoperability testing including, the duration of the testing, testing scenarios, and processes to correct system errors as they are identified.

RESPONSE TO INTERROGATORY NO. 1.027

Applicants assert Objection Nos. 3, 7, 9, 10. Subject to and without waiver of their objections, Applicants respond as follows:

Frontier and Verizon do not believe interoperability testing is necessary or required given that the existing Verizon systems are simply being replicated for Frontier's use. Frontier and Verizon will evaluate reasonable requests relating to interoperability prior to closing (e.g., Verizon and Frontier conducting a pre-closing review to confirm that interoperability functions were replicated properly, and reporting to others on the result of that review).

Exhibit CPOH-WS-12

Frontier/Verizon Interrogatory Response No. 1.029

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.029

Referring to Page 18, lines 10-13 of Mr. McCallion's testimony, please identify the necessary hardware that Frontier plans to have procured and installed in the Frontier data center by Transaction closing. Please describe the functionality, purpose, capacity, and capabilities of each such piece of necessary hardware. Does this include all of the hardware necessary to support the replicated OSS? If not, please describe other necessary hardware required to support the replicated OSS, including its functionality, purpose, capacity, and capabilities, and identify the steps taken or planned to be taken to acquire and install this hardware.

RESPONSE TO INTERROGATORY NO.1.029

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 1, 3, 4, 6, 7, and 10. Subject to and without waiver of their general and specific objections, Applicants respond as follows:

Verizon intends to install the hardware necessary to support the functionality provided today in the new data center. After closing, Frontier will continue to make Verizon North's existing OSS available for Ohio with the same functionality, purpose and capacity.

Exhibit CPOH-WS-13

McCallion Depo. Transcript (excerpt pp. 77:10-25, 78:10-15)

BEFORE
THE PUBLIC UTILITIES COMMISSION OF OHIO

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SEPTEMBER 30, 2009

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Procedure.

ORAL DEPOSITION OF TIMOTHY MCCALLION

1 Q. Let me switch to call center. Are there call
2 centers that support CLEC activity in Ohio as well?

3 A. We've a call center in Maryland that supports
4 CLEC activity.

5 Q. And does that support a greater area than is
6 being transferred to Frontier?

7 A. Yes, it does.

8 Q. What is the plan to transition call centers or
9 call center activity to Frontier?

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ORAL DEPOSITION OF TIMOTHY MCCALLION

1 additional employees.

2 MR. VOGELZANG: Mr. Hart, how much longer
3 do you have? Because we are running out of time here.

4 MR. HART: I've got a fair amount more.
5 Probably 15 minutes. I've only been going about 10 here.

6 MR. VOGELZANG: Just a minute. We may
7 need a bathroom break here pretty soon, but if you could
8 move it along I'd appreciate it.

9 MR. HART: Okay. Sure.

10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]

16 Q. Okay. In your testimony you talked about the
17 reorganization of Verizon into a North Central region.
18 Apparently there was an east and a west or something else
19 before that; is that right?

20 A. Yes. I talk about that in my testimony. Is
21 there a specific page you want me to turn to?

22 Q. I don't have a reference to it, but my question
23 being when was that reorganization done?

24 A. We started operating with that management
25 structure shortly after the Merger Agreement was

Exhibit CPOH-WS-14

Frontier/Verizon Interrogatory Response No. 1.060

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.060

With respect to the potential impact on 911 systems, Mr. McCarthy states in his direct testimony, at page 54, lines 4 through 5, , that "certain [911] network re-arrangements will be required by Verizon prior to the closing of the transaction." Describe, in detail, the 911 network "rearrangements" that are required by Verizon prior to closing of the transaction. In addition, explain whether any modification to the existing 911 network of Frontier, or other carriers, is required as a result of the Transaction? If so, please explain in detail any such modifications.

RESPONSE TO INTERROGATORY NO. 1.060

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 3, 7, and 10. Subject to and without waiver of its general and specific objections, Applicants respond as follows:

The specific details of the network re-arrangements have not yet been finalized. However, the transaction will not adversely affect the delivery of E-911 services in Ohio.

Exhibit CPOH-WS-15

Frontier/Verizon Interrogatory Response No. 1.016

Verizon and Frontier's
Responses and Objections to Comcast's First Data Requests
09-454-TP-ACO

September 9, 2009

INTERROGATORY NO. 1.016

Will Frontier establish or maintain a CLEC User Forum that is identical to the forum that Verizon currently uses? If not, please explain why not and describe all differences between the forum Frontier will use and the current Verizon forum. Please describe whether any such forum will apply to the both the Frontier and Verizon affiliates operating in Ohio. If Frontier has not yet determined whether it will establish or maintain the CLEC User Forum please explain when that assessment will occur, and when a final decision will be communicated to interested CLECs in Ohio.

RESPONSE TO INTERROGATORY NO. 1.016

Without limitation of its other General Objections, please see, in particular, Applicants' General Objection Nos. 1, 3, 4, 6, 7, and 10. Subject to and without waiver of its general and specific objections, Applicants respond as follows:

At this time, Frontier has not assessed the CLEC User Forum offered by Verizon. Frontier intends to provide a method of communication and forum for continued process improvement. The structure of this has yet to be defined and Frontier will heavily benchmark against Verizon's offering and is open to reasonable suggestions and feedback from the carriers that previously participated in the Verizon CLEC User Forum.