

Timothy J. McCallion
Region President

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COMMUNICATIONS DIVISION
DIRECTOR'S OFFICE



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Via FedEx Overnight

August 6, 2015

Mr. Michael Morris
Video Franchising and Broadband Deployment Group
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

Re: Transfer of control of Verizon California Inc. (Video Franchise No. 0001)

Dear Mr. Morris:

Verizon California Inc. ("Verizon CA"), as the holder of Video Franchise No. 0001, hereby provides notice to the Commission pursuant to Public Utilities Code Section 5840(m)(1) that there will be a change in ownership of Verizon CA as soon as practicable following pending federal and state regulatory approvals.

As the Commission is aware, Verizon CA's parent, Verizon Communications Inc. ("Verizon"), and Frontier Communications Corporation ("Frontier") entered into a Securities Purchase Agreement in February 2015, by which ultimate ownership of Verizon CA would transfer from Verizon to Frontier. The Commission is reviewing the proposed transfer of control of the telephone operations associated with the transaction in Application No. 15-03-005 pursuant to Public Utilities Code Sections 851 through 854. A Commission decision in that proceeding is expected before the end of this year.

This notice is submitted to comply with the change of ownership provision applicable to the video operations in Public Utilities Code Section 5840(m) (1). This subsection calls for notice to the Commission and any applicable local entity of a change in "the ownership, operation, [or] control" of a Franchise holder within 14 business days of that change. Although Section 5840(m) (1) requires notice by at least 14 days of the date on which the transfer of control will occur, we are providing this notice to the Commission well in advance of the actual change. Verizon CA is

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not submitting a transfer application under Public Utilities Code Section 5970 because the transaction does not involve a transfer of Verizon CA's state video franchise authority to a new franchise holder. See, e.g., November 28, 2012 Letter to Mike Morris from Suddenlink/Michael Zarrilli. Rather, Verizon CA will remain the holder of the state video franchise after the close of the transaction; only its ultimate ownership (and name) will change. Nevertheless, Verizon CA and Frontier will answer any questions the Commission or its Staff may have regarding the change in ownership of Verizon CA.

Sincerely,

A handwritten signature in black ink, appearing to read "Timothy J. McCallion". The signature is fluid and cursive, written over a white background.

Timothy J. McCallion
Region President

Enclosure