



Katharine R. Saunders
Associate General Counsel
Federal Regulatory and Legal Affairs

1320 N. Courthouse Rd., 9th Floor
Arlington, VA 22201
Phone 703.351.3097
katharine.saunders@verizon.com

REDACTED – FOR PUBLIC INSPECTION

September 19, 2016

VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: WC Docket No. 16-70

Dear Ms. Dortch:

On September 15, 2016, Verizon representatives Ray Wierzbicki, William Janssen, Gregory Romano, Katharine Saunders, and outside counsel Adam Krinsky met with members of the Wireline Competition Bureau (“WCB”) and the Office of General Counsel’s Transaction Team, as identified in Attachment A to this filing, with regard to the above-docketed proceeding.

During the meeting, Verizon provided an overview of its integration management planning and the anticipated synergies from the transaction with XO. Verizon discussed its response to Question 23a of WCB’s June 22 Request for Information and its associated Exhibits 23ai and 23aiii. Mr. Wierzbicki, who leads Verizon’s Integration Management Office (“IMO”), explained the various responsibilities of the IMO and how Verizon has assigned synergy targets to various functional areas, based on due diligence and functional assessments of XO’s operations. His presentation is appended to this filing as Attachment B. Mr. Janssen then walked through Exhibits 23ai and 23aiii and explained the assumptions applied to derive the synergies that Verizon anticipates this transaction will generate.

We walked through the Exhibits to Question 23 and clarified a few issues from our written response. For example, Response 23ai correctly summarized Exhibit 23ai showing that Verizon anticipates it will realize approximately **[BEGIN HIGHLY CONFIDENTIAL]** **[END HIGHLY CONFIDENTIAL]** in **[BEGIN CONFIDENTIAL]** **[END CONFIDENTIAL]** synergies derived from the following functional areas: **[BEGIN**

CONFIDENTIAL]

[END CONFIDENTIAL] Response 23ai should have additionally referenced the **[BEGIN HIGHLY CONFIDENTIAL]** **[END HIGHLY CONFIDENTIAL]** in synergies anticipated to be generated from **[BEGIN CONFIDENTIAL]** **[END CONFIDENTIAL]**, which was included in Exhibit 23ai on page 7. We also explained that the figures provided on page 17 of Exhibit 23ai described “Revenue Dis-Synergies.”

Because this filing contains information that meets the requirements for treatment as “Highly Confidential” and “Confidential,” Verizon is filing these documents pursuant to the procedures established in the Protective Order and in the Information Request.¹ Verizon is also submitting a version of this filing that excludes material identified as “Highly Confidential” and a version that redacts material identified as “Highly Confidential” or “Confidential.” To avoid confusion, a copy of this cover letter, bearing the appropriate confidentiality legend, will accompany each submission.

Please contact me should you have any questions.

Very truly yours,



Katharine R. Saunders

Attachments

cc: Madeleine Findley
Terri Natoli
Virginia Metallo
Thom Parisi
Michael Ray
Zach Ross
Dan Kahn
Jim Bird
Joel Rabinovitz

¹ *XO Holdings and Verizon Communications Inc., Consolidated Applications for Consent to Transfer Control of Domestic and International Authorizations Pursuant to Section 214 of the Communications Act of 1934, As Amended, Protective Order, 31 FCC Rcd 5318 (WCB 2016) (“Protective Order”).*

ATTACHMENT A

FCC Meeting Attendees

Wireline Competition Bureau

Madeleine Findley

Terri Natoli

Virginia Metallo

Thom Parisi

Michael Ray

Zach Ross

Dan Kahn (via telephone)

Office of General Counsel

Jim Bird

Joel Rabinovitz

ATTACHMENT B
REDACTED – FOR PUBLIC INSPECTION