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September 11, 2014

Dr. Burl W. Haar
Executive Secretary
Minnesota Public Utilities Commission
121 Seventh Place East, Suite 350
St. Paul, MN 55101-2147

Via: E-file

Dear Dr. Haar:

Qwest Corporation dba CenturyLink QC and Dex Media East, Inc. file this Petition, pursuant to Minn. Stat. § 237.081, Subd. 1, for a Waiver of Rules 7810.2900 and 7812.0600 regarding the distribution of telephone directories in the territory and exchanges served by Qwest Corporation d/b/a CenturyLink in the State of Minnesota.

Please direct questions regarding this filing to Gregory Ludvigsen at 952-895-4063.

Sincerely,



Enclosure

cc: Jason Topp – Qwest Corporation dba CenturyLink QC
Brooks Harlow

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Beverly Jones Heydinger
David C. Boyd
Nancy Lange
Dan Lipschultz
Betsy Wergin

Chair
Commissioner
Commissioner
Commissioner
Commissioner

In the Matter of a Joint Petition by
Qwest Corporation dba CenturyLink QC
and Dex Media East, Inc., Pursuant to
Minn. Stat. § 237.081 subd. 1 for a
Variance of Rules 7810.2900 and
7812.0600 Regarding the Distribution of
Telephone Directories in the Territory
and Exchanges Served by Qwest
Corporation d/b/a CenturyLink in the
State of Minnesota

PETITION DATE: September 11, 2014
DOCKET NO. P- _____
JOINT PETITION FOR LIMITED
VARIANCE

**Petition of Qwest Corporation dba CenturyLink QC and Dex Media East, Inc.,
Pursuant to Minn. Stat. § 237.081, Subd. 1 For a Variance From Rule 7810.2900
and 7812.0600 Regarding the Distribution of Telephone Directories in the Territory
and Exchanges Served by CenturyLink in the State of Minnesota**

**I. JOINT PETITION FOR LIMITED VARIANCE OF THE DIRECTORY
RULES.**

Pursuant to Minn. Stat. § 237.081, Subd. 1, and Minn. Rules 7829.3200 Qwest
Corporation dba CenturyLink QC (“CenturyLink”) and Dex Media East, Inc. (hereinafter
“Dex Media”)(collectively “Petitioners”) jointly request that the Minnesota Public
Utilities Commission (hereinafter “Commission”) grant CenturyLink and Dex Media a
variance waiving the provisions of Rule 7810.2900 and Rule 7812.0600 (“Directory
Rules”) that require the distribution of a printed residential white pages directory to all
customers served by CenturyLink in the State of Minnesota:

1. CenturyLink, is a telephone company certified to provide telephone service and authorized to do business in the State of Minnesota.
2. Dex Media is registered and authorized to do business in the State of Minnesota. In early 2013, Dex Media's parent, Dex One Corporation, concluded its merger with Super Media, Inc. The combined entity is now known as Dex Media, Inc., and is the largest publisher of printed telephone directories in the U.S. Dex Media East, Inc. remains the operating subsidiary responsible for publishing directories in Minnesota.
3. The Commission's Directory Rules require the distribution of a directory that contains residential listings to each customer served by CenturyLink, whether the customer wants the directory or not.
4. CenturyLink, with Commission approval, sold its directory publishing business to a predecessor of Dex Media in 2002. Pursuant to contracts between Dex Media and CenturyLink, Dex Media publishes the "official" directories for the CenturyLink telephone operating companies in Minnesota.
5. As a part of its contract with CenturyLink, Dex Media is required to publish and distribute residential white pages to CenturyLink customers, as and to the extent required by the Commission. The contract essentially outsources CenturyLink's directory publishing and distribution obligations under the Directory Rules to Dex Media.
6. Pursuant to Minn. Stat. § 237.081, Subd. 1, CenturyLink and Dex Media request that the Commission initiate an investigation into granting CenturyLink and Dex Media a Variance of Rule 7810.2900 and Rule 7812.0600 regarding the distribution of Telephone Directories in the Territory and Exchanges Served by CenturyLink, to mirror¹ the terms

¹ With appropriate minor modifications to fit any different circumstances.

and conditions in the Order Granting Variance with Restrictions, *In the Matter of a Petition of Frontier Communications of Minnesota, Inc. and Citizens Telecommunications Company of Minnesota, LLC for a Variance of Rule 7810.2900 Regarding the Distribution of Telephone Directories*, Order dated July 27, 2012, in Docket NO. P-405,407/AM-12-140 (hereafter “*Frontier Order*”).

7. The Commission’s rule on variances, 7829.3200, provides:

Subd. 1. When granted. The commission shall grant a variance to its rules when it determines that the following requirements are met:

A. enforcement of the rule would impose an excessive burden upon the applicant or others affected by the rule;

B. granting the variance would not adversely affect the public interest; and

C. granting the variance would not conflict with standards imposed by law.

Subp. 2. Conditions. A variance may be granted contingent upon compliance with conditions imposed by the commission.

Subp. 3. Duration. Unless the commission orders otherwise, variances automatically expire in one year. They may be revoked sooner due to changes in circumstances or due to failure to comply with requirements imposed as a condition of receiving a variance.

CenturyLink and Dex Media meet all these requirements, and the grant of a discretionary variance would be in the public interest, for the reasons detailed in the Discussion below.

8. As to the procedural requirements of a variance, pursuant to Minn. Rules §14.056:

(1) the name and address of the person or entity for whom a variance is being requested;

Qwest Corporation, d/b/a/ CenturyLink QC
Attn.: Jason Topp
200 South Fifth Street, #2200
Minneapolis, MN 55402

Dex Media East, Inc.
Attn.: Sarah Wilson
2200 W. Airfield Drive
DFW Airport, TX 75261

(2) a description of and, if known, a citation to the specific rule for which a variance is requested;

The Commission's rules require the distribution of a directory that contains residential listings to *all* telephone company customers:

7810.2900 CONTENT OF DIRECTORIES.

Telephone directories shall be regularly published, listing the name, address when practical, and telephone number of all customers, except public telephones and numbers unlisted at customer's request. The name of the telephone utility, the area included in the directory, the year and month of issue, shall appear on the front cover. Information pertaining to emergency calls such as for the police and fire departments shall appear conspicuously in the front part of the directory pages. The directory shall contain such instructions concerning placing local and long distance calls, calls to repair and directory assistance services, and location of telephone company business offices as may be appropriate to the area served by the directory. *Upon issuance, a copy of each directory shall be distributed to all customers served by that directory and a copy of each directory shall be furnished to the commission, upon request.*

(Emphasis added). The Commission's Rules further require:

7812.0600 BASIC SERVICE REQUIREMENTS.

Subpart 1. **Required services.** A local service provider (LSP) shall provide, as part of its local service offering, the following to all customers within its service area:

D. access to directory assistance, directory listings, and operator services;

F. *one white pages directory per year* for each local calling area, which may include more than one local calling area, except where an offer is made and explicitly refused by the customer;

G. a white pages and directory assistance listing, ...

(Emphasis added).

(3) the variance requested, including the scope and duration of the variance;

CenturyLink and Dex Media request the Commission grant a variance to Minn. Rules §7810.2900 and Minn. Rules §7812.0600, permitting Petitioners to:

A. Provide a printed residential white pages directory to the customers of CenturyLink and competitive providers only upon request and at no charge by Petitioners;

B. Limited to CenturyLink's Minneapolis/St. Paul service areas;²

C. Subject to appropriate notice and other requirements such as some or all of the conditions approved in the *Frontier Order*; and

D. For a period of two years from the date of the Order in this docket or until the Directory Rules are amended, whichever is earlier.

² Specifically, the areas covered by Dex Media's Minneapolis and St. Paul directories, which generally encompass the local calling areas of those cities.

- (4) the reasons that the petitioner believes justify a variance, including a signed statement attesting to the accuracy of the facts asserted in the petition;**

See “Discussion” section, below.

- (5) a history of the agency's action relative to the petitioner, as relates to the variance request;**

Approximately two years ago, Dex Media filed a similar petition, which CenturyLink opposed at the time. Based on very different circumstances, the Commission denied the petition. The changed circumstances since the prior petition are described in detail in the “Background” section, below.

- (6) information regarding the agency's treatment of similar cases, if known;**

In the *Frontier Order* the Commission granted a variance of the Directory Rules to Frontier Communications. The same public interest, burden, and legal rights considerations applicable to Frontier also apply to CenturyLink and Dex Media, as the official publisher for CenturyLink.

- (7) the name, address, and telephone number of any person the petitioner knows would be adversely affected by the grant of the petition.**

Petitioners do not believe any person will be adversely affected by the grant of this Petition, based on Frontier’s experience in this state and extensive experience over many years in numerous other states. Such experience shows that upon request delivery of residential white pages directories is an effective and efficient way to ensure that all customers who do want the directories get them, while the overwhelming majority of customers who do not want them do not receive them.

II. BACKGROUND OF PRIOR PETITION.

Dex Media filed a broader petition for variance nearly two years ago. At that time, CenturyLink opposed the petition and urged the Commission not to get involved in a

matter that was then subject to a pending arbitration. The arbitration proceeding has since been settled and CenturyLink and Dex Media resolved all their issues and CenturyLink's concerns regarding upon request distribution of residential white pages. Based on that resolution, CenturyLink not only no longer opposes a variance and is a joint petitioner in this proceeding.

In the prior proceeding, the Commission acknowledged a "clear environmental benefit to eliminate ... unwanted directories" but expressed some concerns, primarily procedural. *See* Order Denying Variance and Opening Rulemaking, at 4, DOCKET NO. P-421/AM-12-1236 (Minn. PUC, Apr. 8, 2013). In particular, the Commission emphasized the position of the regulated entity. It noted that, "Dex is not a telephone company" and "CenturyLink has not challenged and does not contest the application of the directory rules to it." *Id.* at 3. The Commission also acknowledged CenturyLink's concerns about the impact on its customers, such as those who purchase premium listings.³ In the end, the Commission accepted the position of CenturyLink, as the party subject to the rules: "[I]t is appropriate to attach greater weight to the judgment of the regulated entity whose obligation the third-party contractor seeks to vary than to the judgment of the third-party contractor...." *Id.* at 4.

While the Commission denied the variance, it ordered the opening of a rulemaking proceeding to, "[E]xamine the need for saturation distribution of white pages directories on a state wide basis." *Id.* That rulemaking is well underway, having resulted in two working drafts of amended rules and two rounds of comments. *See* In the Matter of

³ These concerns were resolved in the settlement between CenturyLink and Dex Media.

Possible Amendments to Rules Concerning White Pages Directory Publication and Distribution, DOCKET NO. P-999/R-13-459. It appears that a formal notice of proposed rulemaking could be issued later this year and a final rule may be ready for adoption by the middle of 2015.

Through the rulemaking process, the issues have become well-defined and a much broader record has been developed. One thing is now clear: *there is no opposition in principle whatsoever to upon request distribution of residential white pages*. All parties—including CenturyLink—support or do not oppose the need to eliminate saturation delivery of residential white pages. Only the details remain to be worked out, and there is substantial consensus on them, as well. *See* Reply Comments in In the Matter of Possible Amendments to Rules Concerning White Pages Directory Publication and Distribution, DOCKET NO. P-999/R-13-459. Meanwhile, however, Petitioners continue to be subject to the saturation delivery requirement and needless adverse environmental impact continues to be borne in the Twin Cities—the largest market in Minnesota, with the greatest environmental impact from unused residential white pages.⁴

Dex Media's contested petition is now two years old. Importantly, since that time CenturyLink has gained two years of experience with upon request delivery of residential white pages in numerous markets in other states, including: Arizona, Colorado, Florida, Nebraska, Nevada, New Mexico, Oregon, Utah, and Washington. What was a fairly

⁴ The next deadline for Dex Media to change the distribution method in the Twin Cities is this December, for the Minneapolis directory. If, as seems likely, the rule amendments are not adopted by that time, the potential cost and environmental savings for that edition of the residential white pages—almost 270,000 books, 94 million pages, and 225,000 pounds—will be forever lost. Accordingly, Petitioners seek a limited variance of short duration, as was granted to Frontier two years ago, to capture these savings while the rulemaking proceeding plays out in the ordinary course.

novel and untested proposal to CenturyLink two years ago is now business as usual in diverse markets such as Phoenix, Tucson, Denver, Omaha, Albuquerque, Portland, Salt Lake City, and Seattle. The request rate for printed residential white pages in all those CenturyLink markets is less than one percent. Moreover, Frontier now has over two years of experience with upon request delivery in Minnesota and reports a request rate of under 1% in this state.⁵

Based on CenturyLink's joinder in this petition and the substantially changed circumstances since Dex Media filed its 2012 petition, the petitioners respectfully submit it is appropriate and in the public interest to revisit a variance for CenturyLink. The petitioners seek a limited variance substantially the same as that granted previously to Frontier, for the reasons discussed below.

III. DISCUSSION OF GROUNDS FOR CURRENT PETITION.

A. Background re Dex Media and the Directory Publishing Industry.

9. Dex Media and its predecessors and affiliates have been in the business of publishing telephone directories since 1886. Dex Media and affiliate companies are successors to the publishing arms of a number of local exchange companies ("LECs"), including CenturyLink and Frontier in Minnesota. Through a series of sales, larger ILECs in the U.S. have sold their directory publishing businesses to independent publishers such as Dex Media. Dex Media publishes directories for incumbent LECs in 43 states and the

⁵ July 31, 2014, Comments of Frontier at 2, In the Matter of Possible Amendments to Rules Concerning White Pages Directory Publication and Distribution, DOCKET NO. P-999/R-13-459.

District of Columbia, serving approximately 850 markets with over 1,700 directories published.

10. In addition, as consumers have come to rely more on the Internet and less on print media for name and business searches, Dex Media has supported evolving consumer needs by offering digital platforms such as DexKnows.com and Dex Mobile. Dex Media also publishes its print directories in a digital format at www.DexPages.com. This site provides those who prefer the traditional layout of print white and yellow pages a way to access any of its directories from the convenience of their computer or smartphone, with the added benefit of keyword search, and live links to online business profiles and websites.
11. In Minnesota, Dex Media acquired the publishing business of Qwest which is now part of CenturyLink, the nation's third largest provider of telecommunications services behind AT&T and Verizon. Pursuant to a contract between Dex Media and CenturyLink, Dex Media publishes the "official" directories for the CenturyLink telephone operating companies in Minnesota and several other legacy Qwest states. Dex Media also has competition from independent directory publishers and from increased consumer reliance on the Internet and mobile devices. Fortunately, yellow pages and business white pages continue to be an important advertising medium for small businesses and are still important resources for the majority of households. However, the tradition of universal distribution of residential white pages – a low-usage, low-utility product – especially in metropolitan markets, is no longer in the public interest and needs to be changed, both in the short run and the long run.

B. Background Regarding Telephone Directories And Technological Changes and Usage Trends Supporting Need For Variance From the Commission's Directory Rules.

12. For most of the more than 125 years that Dex Media has been publishing telephone directories, changes were evolutionary; *i.e.*, very small and slow-paced. In the last decade, changes have been truly revolutionary. The impact of these changes on the utility and use of residential white pages has been particularly profound. Thus, while about 70% of households make beneficial and valuable use of yellow pages today, petitioners estimate that less than 5% of households make any beneficial use of residential white pages.⁶
13. There are several powerful and accelerating trends that have reduced both the use and usefulness of residential white pages. First, more and more consumers are choosing to drop their landline at home in favor of other telecommunications platforms, such as cell phones and voice over Internet protocol (VoIP). For example, according to federal government statistics as of the end of 2013, approximately 41% of households have no landline phone whatsoever and rely exclusively on cell phones.⁷ This is up from 34% just two years ago.⁸ Cell phone numbers ordinarily do not appear in residential white pages directories. Couple the “cord cutting” data with the fact that up to 45% of households that still have wired telephone service have switched to a VoIP provider,⁹ and

⁶ Much of the factual information in paragraphs 12-20 is based on the business experience of Dex. While CenturyLink believes the assertions in this petition are accurate, it is relying on Dex's representations as to those facts within Dex's business experience.

⁷ *Wireless Substitution: Early Release of Estimates From the National Health Interview Survey, July-December 2013*, Centers for Disease Control and Prevention, National Center for Health Statistics (July 2014)(available at: <http://www.cdc.gov/nchs/data/nhis/earlyrelease/wireless201407.pdf>).

⁸ *Wireless Substitution: Early Release of Estimates From the National Health Interview Survey, July-December 2011*, Centers for Disease Control and Prevention (rel. June 28, 2012).

⁹ VoIP providers also typically do not provide residential listings to Dex Media.

it is easy to see why the Commission's Directory Rules regarding publication and distribution of residential white pages do not reflect current customer needs.

14. Second, while many households still have a landline, nearly every household has a cell phone. Indeed, there are more cell phones in the U.S. than people. Those same cell phones can store large volumes of phone numbers, serving as a substitute for print residential white pages directories. Even the most basic voice-only cell phones have this capability, not just smartphones. Many people automatically pick up their cell phone even when a landline is nearby because the call can be so easily completed with a touch of an icon or the called party's picture, or simply speaking the name to be dialed. Also, with caller ID, cell phones, and some landline phones, have large capacities to store called and calling numbers, leading consumers to just redial numbers in their phone's saved number and call history records.
15. Third, consumers looking for residential telephone numbers can now find them easily on the Internet. For example, Dex Media publishes replicas of its traditional print directories (including residential white pages) on DexPages.com. Users of DexPages.com can view and "flip through" the online replicas of print directories as well as run searches by name or category and even download directories to their computers, tablets, and other devices. In addition, consumers can search for residential listings on DexKnows.com and Dex Mobile (available for download at DexKnows.com/Mobile). All of these websites and applications are available for download and use at no charge to users.
16. Other factors are not as overwhelming as the foregoing, but are nevertheless significant and add to the lower usage trend. For example, people rely more on specialty and organizational directories, such as those provided by schools and neighborhood

associations both in print and online. Also, even before these trends, Minnesota had a large number of unlisted and non-published residential numbers.

17. The overall result of technological change and increased privacy concerns is a much less complete set of listings for residential white pages than in years past. This fact, coupled with the rise of alternative means to look up numbers, has led to a steep decline in usage of printed residential white pages. In its waiver request at the New York Public Service Commission, Verizon cited a Gallup study showing that only 11% of households used stand-alone residential white pages as long as six years ago, in 2008. A similar 2005 study put the number at 25%. Couple these survey trends with Dex Media's and Frontier's request rates of under 1% in upon request markets, and it is easy to see that usage of residential white pages has essentially evaporated.

18. The numbers and trends in the Gallup surveys are bolstered by the experience of directory publishers which have moved to upon request delivery in other states. AT&T, which was initially the most aggressive publisher in switching to upon request delivery, has experienced extremely low request rates – less than 1% – for residential white pages in markets where it has moved to upon request delivery. The request rates in upon request markets reflect that despite the low usage numbers people report, the Gallup surveys probably overstated the use of residential white pages.

C. **The Industry's Response to Steeply Declining Residential White Pages Usage Trends Has Been to Switch From "Saturation" to "Upon Request" Delivery.**

19. Starting about five years ago, LECs and directory publishers began to change how they distributed residential white pages. They began to discontinue traditional "saturation delivery," in which each and every household in a market was given a residential white

pages. Instead, they started implementing “upon request” delivery of the residential white pages, in which only households who requested them were provided copies. Typical request methods are online or by calling a toll-free number. As with traditional saturation delivery, the upon request directories were provided and delivered free of charge to the consumer.

20. The industry now has experience with upon request delivery over multiple years in over 300 markets across the nation. As discussed below, the switch to upon request delivery has been universally successful; a win-win-win for the consumers, the environment, and publishers.

D. Application of the Rule to the Petitioner Results in Excessive Burden on Petitioners.

21. The current requirement that CenturyLink (and therefore Dex Media) deliver a printed white pages directory to each customer of CenturyLink results in an excessive burden on Petitioners. Because of the changes in customer behavior and needs, Dex Media is forced to print and deliver hundreds of thousands of directories, at significant cost, to customers that no longer use or want them. The members of the public no longer use or want the residential white pages and find the massive waste of resources to produce recycled paper and publish and distribute to themselves and countless similarly situated customers of CenturyLink to be disturbing and even upsetting.
22. The application of the Directory Rules to Petitioners also results in excessive burden in relation to competition. Dex Media has competitors in the directory business, including Yellowbook in the Twin Cities. Yellowbook is not affiliated with CenturyLink or any other LEC and accordingly is free to print and distribute only business directories, which

generate all the revenues for a directory publisher. Because Yellowbook does not have to print and distribute residential white pages, Dex Media bears a significant and excessive cost burden relative to Dex Media's competitors.

E. The Public Interest Requires a Variance from the Directory Rules

23. The public's environmental sensitivities toward print telephone directories have increased significantly in recent years. Although Dex Media's directories are fully recyclable and are produced with recycled and waste wood content, many consumers are increasingly concerned about receiving a hefty book every year that they may not use or want. The directory industry has faced legislative or regulatory pressure in many states and cities, including Minnesota, to limit the distribution of printed directories. While yellow pages and *business* white pages continue to be an important advertising medium for small businesses and relied upon by the vast majority of consumers, the number of users of *residential* white pages – a low-usage, low-utility product – has become almost negligible. Accordingly, 95% or more of consumers are likely to be concerned or irritated by receiving a book they do not need or value and will not use even once before they discard it.

F. Variance from the Rule will not Prejudice the Substantial Legal or Economic Rights of any Person or Entity, as Has Been Proven in Many Markets Across the U.S.

24. In response to the powerful and undisputed technological changes and usage trends discussed above, many states that have directory rules have relaxed or repealed their white pages directory delivery requirements. Some states have or had a rule that required delivery of a residential white pages directory to each telephone subscriber roughly

annually; *i.e.*, saturation delivery. Some states do not have a regulation or statute that requires the annual delivery of white pages telephone directories to all landline subscribers. And in recent years several states that had required saturation delivery, including New Mexico, Oklahoma, Indiana, Michigan, Texas, Florida, Georgia, and North Carolina, and Washington, have repealed or relaxed the requirement to deliver print directories. Typically, the trend has been to move from saturation delivery to upon request delivery for white pages—also called “opt-in.”

25. Many other states in recent years have allowed waivers from state regulations that require the delivery of print residential white pages directories to all customers. AT&T has pursued, or is pursuing, waiver requests at public utilities commissions in many states, including Wisconsin (Docket No. 6720-GF-108), Missouri (Docket No. IE-2009-0357), Ohio (Docket No. 09-0042-TP-WVR), Kentucky (Docket No. 2009-00480), Florida (Docket No. 090082-TL), North Carolina (Docket No. P-55, Sub 1767), Kansas (Docket No. 11-SWBT-270-MIS), and Alabama (Docket No. 15957). Likewise, Verizon has pursued, or is pursuing, waiver requests in several states, including California (Resolution T-17302), New York (Case No. 10-C-0215), Virginia (Case No. PUC 2010-00046), and New Jersey (Docket No. TO10040255). And, as noted, Minnesota granted a waiver to Frontier in 2012.¹⁰
26. Louisiana modified its rule to permit upon request delivery of white pages. Order No. R-31825, *In re: Possible Amendment to Section 501 A (c) and (e) of the White Page*

¹⁰ Order Granting Variance With Restrictions, *In the Matter of a Petition of Frontier Communications of Minnesota, Inc., et al., for a Variance of Rule 7810.2900 Regarding the Distribution of Telephone Directories*, Dkt. No. P-405,407/AM-12-140 (Minn. PUC, issued July 27, 2012).

Directory Distribution Requirement, (LA PSC, rel. June 20, 2012). And New Mexico and Washington have modified their saturation delivery rules.¹¹

27. The directory publishing industry has moved aggressively toward upon request delivery for residential white pages where there are no state regulations requiring saturation delivery or where waivers or rule changes have been obtained. AT&T has moved to upon request delivery for residential white pages in over 60 markets across at least 13 states, including Wisconsin (Milwaukee, Madison, Green Bay, Racine, Kenosha, Waukesha), Ohio (Columbus, Cleveland, Dayton, Akron), Indiana (Indianapolis, Evansville), Missouri (Kansas City, St. Louis), Oklahoma (Tulsa, Oklahoma City), Michigan (Grand Rapids), Kentucky (Louisville), North Carolina (Charlotte, Raleigh, Greensboro, Winston-Salem), South Carolina (Columbia, Charleston, and Greenville), Florida (Miami, Orlando, Jacksonville, Pensacola, Gainesville, Daytona), Texas (Austin, Ft. Worth, San Antonio, Dallas, Houston), Georgia (Atlanta), Tennessee (Chattanooga, Memphis), and Alabama (Mobile). See AT&T's November 9, 2011 filing with the Alabama Public Service Commission (Docket No. 15957) and AT&T's online replicas of its print directories at www.realpageslive.com. In those AT&T markets, even several years ago, demand for residential white pages was very low, with request rates of less than five percent in most markets and less than one percent for many markets.
28. Dex Media's predecessor SuperMedia, as the official publisher for Verizon, Fairpoint and Frontier, has made similar changes to residential white pages directories in recent years. SuperMedia has moved to upon request delivery for residential white pages for many

¹¹ Final Order Modifying Rule, *In the Matter of the Petition For Rulemaking of Dex Media East, Inc.*, (NM Pub. Reg. Comm., Nov. 15, 2012; *errata* issued Nov. 20, 2012); *Order Amending and Adopting Rule Permanently*, General Order R-570, Appendix A, Docket UT-120451 (Wash. Util. & Transp. Comm., Apr. 16, 2013).

directories in Arizona, California, Connecticut, the District of Columbia, Delaware, Florida, Idaho, Indiana, Massachusetts, Maryland, Michigan, Minnesota (Frontier), New Jersey, New York, Ohio, Oregon, Pennsylvania, Rhode Island, North Carolina, Texas, Virginia and Washington.

29. Dex Media's other predecessor, Dex One, also has experience with moving to upon request for residential white pages. In 2012, Dex One moved to full upon request delivery in numerous markets in Arizona, Florida, Nevada, Oregon, and Utah markets. And in 2013 and early 2014, Dex One moved to upon request for residential white pages in the Seattle metro market and two regional areas in Washington state, as well as in Omaha, Nebraska and Albuquerque, New Mexico. The request rates in all these markets is less than one percent.
30. The Illinois Commerce Commission ("ICC") permitted Dex One to switch to "partial" upon request delivery in Chicago in 2007 (Docket No. 07-0434). Since then, Dex One has continued to deliver Neighborhood white pages on a saturation basis while delivering city-wide residential white pages only to customers who request it. The request rate for the city-wide residential white pages has been less than one percent.
31. With over five years of experience in almost 100 markets, if any person were being prejudiced by the elimination of saturation delivery for millions of households, there would be a substantial track record of complaints. To the contrary, the change has been largely welcomed, with few complaints and no organized opposition from consumers or consumer groups. Demand for residential white pages in upon request markets has been very low, generally no more than two or three percent in the first year and today mostly under one percent.

G. Variance requested

32. CenturyLink and Dex Media seek relief from the requirement to distribute a printed residential white pages directory to all customers regardless of a request. If granted a variance, Petitioners will distribute printed residential white pages directories free of charge to all households who request one, whether the households are customers of CenturyLink or CLECs or have no wireline phone service. Dex Media will continue the saturation delivery of printed directories that include emergency information, business and government white pages, yellow pages, consumer guide pages, and other required informational material to all customers.
33. Petitioners propose the following variance and conditions, consistent with the *Frontier Order*, but with some minor modifications, as appropriate to the slightly different circumstances:
- A. Petitioners shall provide a printed residential white pages directory to the customers of CenturyLink and competitive providers within CenturyLink's service areas upon request and at no charge by CenturyLink or Dex Media.
 - B. Petitioners shall inform CLECs of any plans to stop distributing printed residential white pages in the future if and when the change is implemented in a CenturyLink service territory in Minnesota.
 - C. If any competitive providers request that Dex Media accept electronic files identifying customers that request a residential white pages directory, Dex Media will negotiate in good faith a process for exchange of electronic files.
 - D. Petitioners shall state on the delivery bag of the business and government directory that customers can request a printed copy of residential white pages and provide a toll free number to make the request.
 - E. Petitioners shall provide notice on the table of contents of the business and government telephone directory regarding the availability of residential listings and how to order a print copy of the residential white pages directory.

- F. Petitioners shall provide notice in the phone service pages of the business and government telephone directory regarding the availability of residential listings and how to order a print copy of the residential white pages directory.
- G. Petitioners shall print the following message prominently on the cover of the business and government telephone directory:

*Looking for the Residential White Pages? Request a free copy at
DexKnows.com/Green or call 877-243-8339*

CONCLUSION

- 34. For the foregoing reasons, CenturyLink and Dex Media respectfully request that the Commission initiate this investigation and grant this waiver. Not only will granting the waiver benefit the environment, it will also unburden customers who have no use for printed directories.
- 35. Further, Petitioners request that an order granting the waiver be entered by no later than December 15, 2014, to permit implementation of upon request delivery next spring with the 2015 Minneapolis directory, CenturyLink's largest directory market and the one offering the greatest environmental and cost savings.

Respectfully submitted, on behalf of the Petitioners this 11th day of September,
2014.

**QWEST CORPORATION dba
CENTURYLINK QC**

/s/ Jason D. Topp

Jason D. Topp

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Counsel for Petitioner Dex Media East, Inc.

I hereby attest to the accuracy of the facts asserted in the petition:

**QWEST CORPORATION dba
CENTURYLINK QC**

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