

Alexander W. Moore
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May 30, 2014

Ms. Luly Massaro, Clerk
Rhode Island Division of Public Utilities and Carriers
89 Jefferson Boulevard
Warwick, RI 02888

**Re: Docket No. XXXX – Petition of Verizon Long Distance LLC
and Verizon Enterprise Solutions LLC for Approval of Merger**

Dear Ms. Massaro:

Enclosed for filing in the above-referenced matter are the original and nine copies of the Petition of Verizon Long Distance LLC and Verizon Enterprise Solutions LLC for Approval of Merger.

Thank you for your assistance.

Sincerely,

A handwritten signature in blue ink that reads "Alexander W. Moore" with a circled "moore" in parentheses to the right.

Alexander W. Moore

Enclosures

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

DIVISION OF PUBLIC UTILITIES AND CARRIERS

)
Petition of Verizon Long Distance LLC)
and Verizon Enterprise Solutions LLC) No. _____
for Approval of Merger)
_____)

PETITION OF VERIZON LONG DISTANCE LLC AND VERIZON ENTERPRISE SOLUTIONS LLC FOR APPROVAL OF MERGER

Pursuant to R.I.G.L. §§ 39-3-24 and 39-3-25, Verizon Long Distance LLC (“VLD”) and Verizon Enterprise Solutions LLC (“VES”) (collectively, the “Petitioners”) respectfully request that the Division of Public Utilities and Carriers consent to and approve the merger of the Petitioners. As grounds for this request, the Petitioners state that both of them are subsidiaries of Verizon Communications Inc., and that the transaction is merely an internal reorganization within Verizon. The merger will not result in a change of control of either Petitioner or any change to the availability, rates, terms or conditions of service offered to the Petitioners’ customers in the state. It will, however, reduce the costs incurred in maintaining the Petitioners as separate companies and thereby enhance their ability to compete in the market, to the benefit of consumers. Accordingly, the proposed merger will not diminish the facilities for furnishing service to the public and is consistent with the public interest, and the Division should approve it.

I. THE PETITIONERS.

Both VLD and VES are single-member limited liability companies formed in Delaware. They are affiliates; both are wholly owned subsidiaries of the same single-member, Verizon New

York Inc.¹ VLD and VES are today (even before the merger) served by the same officers and directors. Both Petitioners provide long-distance and other telecommunications services throughout most of the United States. The Rhode Island Public Utilities Commission (“Commission”) authorized VLD to provide service in Rhode Island on February 2, 2002 and authorized VES to provide service shortly thereafter, on March 3, 2002.

II. THE PROPOSED REORGANIZATION.

The Petitioners intend to close their merger on November 15, 2014. The surviving entity will be VLD. VLD will remain a wholly owned subsidiary of the same single-member, Verizon New York Inc. Exhibit A attached hereto shows the relationship of the entities before and after the merger.

The transaction will not result in a change in the rates, terms or conditions on which either Petitioner currently offers regulated intrastate services in Rhode Island. The only change from a customer’s perspective will be that customers who are currently served by VES will see the name of VLD on their bills following the merger.² Upon consummation of the merger, Verizon will remove VES’ price list from its website and will revise VLD’s price list as necessary to reflect the services and prices formerly provided by VES. After the merger, the Division and the Commission will continue to have the same authority over the Petitioners’ services that they have today.

VES’s customers will be sent notices of the planned change in providers in bill inserts during September, 2014. The notices will inform VES’s customers that they have the right to

¹ Verizon New York Inc., which provides local exchange service and other services throughout New York and in a portion of Connecticut, is a wholly-owned subsidiary of NYNEX LLC, which in turn is wholly owned by the publicly-traded parent corporation, Verizon Communications Inc.

² Upon the Division’s approval of this petition, VES will ask the Commission to rescind VES’s authority to provide service effective as of the closing of the merger.

select any available provider for regional toll and long distance services, and that they may choose to switch to another carrier at any time before or after the merger. VES will not assess any carrier change charge or fees on its customers if they choose to change to another carrier before the merger. In October, the Petitioners will file a notice with the Federal Communications Commission to indicate the intended transfer of subscribers, pursuant to 47 C.F.R. § 64.1120(e).

III. THE MERGER IS IN THE PUBLIC INTEREST AND WILL NOT DIMINISH THE FACILITIES FOR FURNISHING SERVICE TO THE PUBLIC.

Merging VLD and VES is in the public interest. The proposed transaction will help to simplify and streamline the internal structure of affiliated Verizon entities and eliminate the unnecessary administrative costs and burdens of maintaining two different companies. That, in turn, will allow the merged company to compete more efficiently in the market, which ultimately benefits customers.

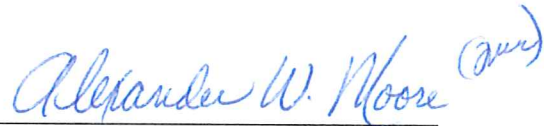
As explained above, the reorganization will not affect the services available to customers or the rates, terms, and conditions for such services. VLD and VES are already served by the same officers and directors, and no change in management is anticipated as a result of this merger. The direct and indirect parents of these entities will remain the same. The reorganization will not diminish or affect the extent of the Division's or the Commission's jurisdiction over the offering of intrastate regulated telecommunications services by the Petitioners. Nor will the reorganization diminish any of the financial, managerial, or technical resources of the resulting entity providing telecommunications services. Consequently, the merger will not diminish the facilities for furnishing such services to the public.

IV. CONCLUSION.

For the foregoing reasons, the Petitioners respectfully request that the Division enter an order consenting to and approving the merger described herein.

VERIZON LONG DISTANCE LLC and
VERIZON ENTERPRISE SOLUTIONS
LLC

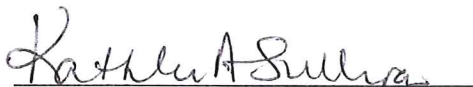
By their attorney,



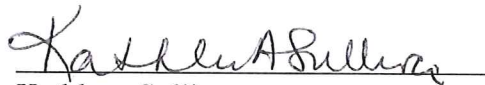
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Date: May 30, 2014

The undersigned verify that the facts stated in the above Petition are true to the best of their knowledge and belief.



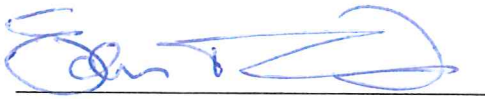
Kathleen Sullivan
President
Verizon Long Distance LLC



Kathleen Sullivan
President
Verizon Enterprise Solutions LLC

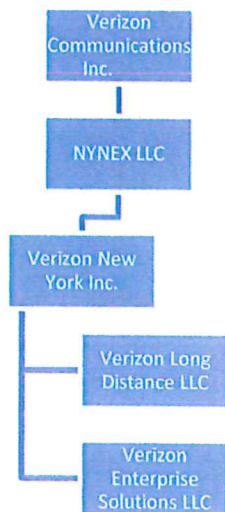


John Townsend
Chief Financial Officer and Secretary
Verizon Long Distance LLC



John Townsend
Chief Financial Officer and Secretary
Verizon Enterprise Solutions LLC

Corporate Structure Before Transaction



Corporate Structure After Transaction

