

Before the
Federal Communications Commission
Washington, D.C. 20554

In re Application of)	
)	
GTE CORPORATION,)	
Transferor,)	
)	
and)	
)	
BELL ATLANTIC CORPORATION,)	CC Docket No. 98-184
Transferee)	
)	
For Consent to Transfer Control of Domestic)	
and International Sections 214 and 310)	
Authorizations and Application to Transfer)	
Control of a Submarine Cable Landing License)	
)	

ORDER

Adopted: September 5, 2001

Released: September 6, 2001

By the Deputy Chief, Common Carrier Bureau:

1. The order granting the joint application of Bell Atlantic Corporation and GTE Corporation for transfer of control of licenses and lines requires Verizon Communications, Inc. (“Verizon”) to engage an independent auditor to conduct an agreed-upon procedures engagement regarding Verizon’s compliance with the separate advanced services affiliate merger condition.¹ Under paragraphs 56(g) and 57 of the Merger Conditions, any state commission in the Verizon region may have access to the independent auditor’s working papers and supporting materials provided the state commission enters into a protective agreement with Verizon under which the state commission’s review, including any notes, shall be kept confidential.² The Pennsylvania Public Utility Commission and Verizon have executed such an agreement to allow the Pennsylvania Commission access to the working papers and supporting materials of the independent auditor. They now request that the Common Carrier Bureau adopt an order accepting their agreement.

2. We have reviewed the terms of the Protective Agreement, and are persuaded that the public

¹ See GTE Corporation, Transferor, and Bell Atlantic Corporation, Transferee, For Consent to Transfer Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License, CC Docket No. 98-184, *Memorandum Opinion and Order*, 15 FCC Rcd 14032, 14329, ¶ 57 (2000). The Merger Conditions are contained in Appendix D. Bell Atlantic subsequently changed its name to Verizon, following its merger with GTE.

² *Id.* Paragraph 57 requires the separate affiliate engagement and incorporates by reference paragraph 56(g)’s process for inspection of the working papers by state commissions.

interest would be served by adopting the Protective Agreement, a copy of which is appended hereto. We find that the Protective Agreement is consistent with paragraphs 56(g) and 57 of the Merger Conditions and should facilitate an adequate and orderly review of the independent auditor's working papers and supporting materials by the Pennsylvania Commission.

3. Accordingly, IT IS ORDERED, pursuant to sections 4(i) and 4(j) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), and authority delegated under sections 0.91 and 0.291 of the Commission's rules, 47 C.F.R. §§ 0.91, 0.291, that the parties' joint request for approval and adoption of the Protective Agreement appended hereto IS GRANTED. Nothing in this Order, or the Protective Agreement appended hereto, shall restrict the Commission's authority to use the information or materials obtained in the course of these proceedings.

4. IT IS FURTHER ORDERED that this ORDER shall be effective upon release.

COMMON CARRIER BUREAU

Carol E. Matthey
Deputy Chief, Common Carrier Bureau