

**BEFORE THE STATE CORPORATION COMMISSION  
OF THE STATE OF KANSAS**

In the Matter of Petition of CenturyLink  
and Dex Media, Inc. for a Waiver of or  
Exemption from the Commission's Directive  
Regarding Distribution of Telephone  
Directories

Docket No. 16-UTDT-568-MIS

**PETITION OF CENTURYLINK AND DEX MEDIA, INC.  
FOR WAIVER OF OR EXEMPTION FROM THE COMMISSION'S MAY 1, 1967  
DIRECTIVE REGARDING ISSUANCE OF TELEPHONE DIRECTORIES**

COMES NOW Dex Media, Inc. ("Dex Media") and the United Telephone Company of Kansas d/b/a CenturyLink, United Telephone Company of Eastern Kansas d/b/a CenturyLink, United Telephone Company of Southcentral Kansas d/b/a CenturyLink, and Embark Missouri, Inc. d/b/a CenturyLink (collectively "CenturyLink") (CenturyLink and Dex Media collectively "Petitioners"), pursuant to K.A.R. 82-1-214, 82-1-218 and 82-1-219, and hereby petitions the State Corporation Commission of the State of Kansas ("Commission") for a permanent waiver of, or exemption from, the requirements of the Commission's May 1, 1967 Directive concerning the Issuance of Telephone Directories ("the Directive"). In support of their Petition, the Petitioners show the Commission as follows:

**I. BACKGROUND**

1. CenturyLink is a local exchange carrier ("LEC"), pursuant to K.S.A. 66-1,187(h), regulated by the Kansas Corporation Commission ("Commission") as a public utility. Dex

Media is the “official” publisher of directories for CenturyLink affiliates in Kansas<sup>1</sup> pursuant to publishing contracts.<sup>2</sup> CenturyLink does not pay Dex Media for publishing telephone directories on its behalf. Rather, Dex Media bears the entire cost of publishing and distributing the directories from revenues received for yellow pages ads.

2. Dex Media also publishes its print directories in a digital format at [www.DexPages.com](http://www.DexPages.com), using the traditional layout of its printed white and yellow pages. All of the information now provided in the print directories distributed by Dex is also contained in the digital directory for each and every community Dex Media serves in Kansas, on [DexPages.com](http://DexPages.com).

3. CenturyLink is required to issue a telephone directory in accordance with the Directive, which states that a:

Commission Conference was held on April 27, 1967 and it was determined that all telephone companies operating in the State of Kansas issue at least annually a dated telephone directory.

The Directive is not codified in the Commission’s Rules and there is no statutory mandate for the issuance of directories.

4. Both nationally and in Kansas, the markets for telecommunications, information, and directories have undergone revolutionary changes in the 48 years since the Directive requiring issuance of a telephone directory. Because of the proliferation of alternative sources for information and telephone numbers, the fact that the current telephone directory contains just a small fraction of the consumer listings, and extensive competition in telecommunications and

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<sup>1</sup> Dex Media and its predecessors and affiliates have been in the business of publishing telephone directories since 1886. In addition to Kansas, Dex Media publishes directories for incumbent LECs in over 40 other states and the District of Columbia, serving over 500 markets nationwide.

<sup>2</sup> In Kansas, Dex Media acquired the publishing business of CenturyLink’s predecessor companies, including Qwest, pursuant to agreements executed in 2002 and Embarq, pursuant to agreements executed in 2003. CenturyLink does not have any direct financial interest in Dex Media.

information/directory services, continuation of the 48-year-old Directive would result in more harm than benefit to the public interest.

5. Due to ongoing and significant changes in both the telecommunications and directory markets, Petitioners need the flexibility to transition their directory products from print to mobile and online, to meet the needs of customers today, not decades ago. Perhaps most importantly, white pages today contain less than half of the possible residential listings, because the majority of households have switched from LEC voice service to wireless and cable/VoIP, for which listings are not available. The use and usefulness of directories for basic listing information has greatly diminished since 1967.

6. The Commission granted a waiver of the Directive in 2011 to AT&T Kansas for the Kansas City, Topeka and Wichita exchanges.<sup>3</sup> In granting that waiver, the Commission:

recognize[d] that fundamental changes are occurring regarding use of printed media and access to and use of “on-line” information and that there are expanding competitive forces in the converging voice, data and video markets.<sup>4</sup>

As explained further below, those fundamental changes have accelerated in the four years since grant of the AT&T Kansas waiver.

7. The Directive required telephone companies “to issue at least annually” a directory. In 1967, a requirement to “issue” a directory would, implicitly, be a requirement to print, and presumably distribute, a paper directory. In 2016, a requirement to “issue” a directory can readily be satisfied by providing such information online. Petitioners submit that the

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<sup>3</sup> In the Matter of the Petition of Southwestern Bell Telephone Company for a Waiver of or Exemption from the Commission’s May 1, 1967 Directive Concerning Issuance of Telephone Directories, Docket No. 11-SWBT-270-MIS, *Order*, Nov. 9, 2011 (“AT&T Kansas Order”). The AT&T Kansas Order was subsequently vacated by the Commission in its Order issued Nov. 2, 2012.

<sup>4</sup> *Id.* at 2.

Commission could either grant a permanent waiver for the reasons set forth herein, or update the interpretation of the Directive to rule that providing an online directory satisfies the Directive's requirement to "issue" a directory.

## **II. DESCRIPTION OF CONTEMPLATED DIRECTORY CHANGES**

8. Dex Media has steadily been transitioning from paper to online and digital directories in dozens of states, in order to keep up with consumer demand and its digital competitors. As technology, and access to that technology, advances and as customer usage and technology preferences continue to change, Dex Media must now begin to move away from 100% paper directories and move towards a combination of print and digital directories. Going forward, assuming this petition is granted, Dex Media will begin to reduce saturation delivery of paper directories to some households and businesses in some geographic markets in the state, including some customers of CenturyLink. All subscribers will have access to the digital directory and those who request a print directory will receive one at no charge.

9. The changes described here would be implemented only on a market-by-market basis as Dex Media determines the print directory needs in a particular market. No market will be fully digital; some quantities of paper directories will continue to be distributed. Importantly, Dex Media will continue to provide paper copies to customers on request as a transition, until the number of requests becomes so miniscule as to make the costs per book prohibitive. Moreover, Dex Media will include in the digital directories all of the information required by various Commission orders (*e.g.*, notice of consumer right to file a complaint) for as long as Kansas maintains these regulatory requirements. And it will continue to include that information in the paper versions of the directories that will be provided to customers who request them. Prior to

making a change, CenturyLink will include a bill message advising its customers of the digital directory web address and that paper copies of that market's directories are available upon request. The notice would include a toll-free number to make a request.

### **III. BRIEF HISTORY AND DESCRIPTION OF CURRENT MARKETS**

10. In 1878, just two years after Alexander Graham Bell invented his telephone, the first telephone directory in North America was published in New Haven, Connecticut. Over 100 years later, in 1996, Congress took the bold step of fully opening all telecommunications markets—including local service—in the U.S. to competition. Public Law 104-104; 110 Stat. 143 (“1996 Act”). Additionally, the 1996 Act sought to promote competition in the publishing of directories, by requiring phone companies to provide “subscriber list information” to any directory publisher, “on a timely and unbundled basis, under nondiscriminatory and reasonable rates, terms, and conditions.” 47 U.S.C. § 222(e). The 1996 Act reserved to the states the ability to “protect the public safety and welfare,” but only “on a competitively neutral basis.” 47 U.S.C. § 253(b).

11. Today, both the telephone and directory industries are vibrantly competitive, but have evolved and developed in ways that few could have predicted in 1996. Competition today is robust, but it is not provided solely by traditional technologies like time division multiplexing (TDM) circuit-switched landlines, as the 1996 Act contemplated. Instead, competition for voice communications comes primarily from alternative technologies like Voice over Internet protocol or “VoIP” and Commercial Mobile Radio Service (CMRS),<sup>5</sup> commonly called “wireless” or

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<sup>5</sup> Indeed, late last year, the FCC granted ILECs full or partial forbearance from the majority of categories of requirements covered by the petition of the United States Telecom Association for forbearance from numerous

“cellular.” Technology-driven market change has also hit directory publishing, as online sources for both basic listings and classified advertising have proliferated, for computers as well as tablets and other mobile substitutes for the traditional land line.

12. The staid, simple, and limited environment for telephonic communications and information services that existed when the Commission’s Directive was adopted bears little resemblance to the world of today. Telecommunications now can be provided by ILECs, by CLECs in some areas, by CMRS companies serving close to 100% of the U.S. population, by VoIP providers over cable or wireless ISP networks, and by several satellite options. And the options for obtaining telephone numbers and other directory information are, if anything, even more numerous and more ubiquitous than for voice communications.

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federal regulatory requirements based. The FCC granted the extensive regulatory relief despite not finding that narrowband voice communications services are fully competitive, noting that many of its regulations had become “outmoded” given the large percentages of the population that have switched to VoIP or cellular service only and the minority of households that still subscribe to traditional ILEC service. As the FCC summed up, many of the “outdated legacy regulations” for which it granted forbearance “were based on technological and market conditions that differ from today.” See Memorandum Opinion and Order, *In the Matter of USTelecom for Forbearance from Enforcement of Obsolete ILEC Legacy Regulations*, ¶ 2 (WC Dkt. 14-192, rel. Dec. 28, 2015)(“USTelecom Order”).

#### IV. LEGAL AND POLICY SUPPORT FOR THE PETITION

13. In 2013, there were roughly 122.5 million households in the U.S., less than a third of which (37.5 million) still had a traditionally regulated residential landline from a LEC.<sup>6</sup> But, while less than 30% of *households* had a LEC service, there was an average of nearly one wireless phone in service for *every person* (0.98) in the United States.<sup>7</sup>

14. The United States Department of Health and Human Services Centers for Disease Control and Prevention (CDC) publishes regular reports on Wireless Substitution as part of the National Health Interview Survey (NHIS) Early Release Program.<sup>8</sup> The CDC's telephone coverage data show that during the first half of 2015, the percentage of wireless only households nationwide had grown to 47.4% and the percentage of households with both wireless and landline service stood at 41.6%.

15. The national trends are echoed in Kansas. For example, FCC data show that Kansans' subscription to voice service provided by ILECs—such as CenturyLink—declined more than 62% over a 14-year period from 1.5 million at the end of calendar year 1999 to 579,000 at the end of 2013.<sup>9</sup> The FCC data also show that between 2001 and 2013, Kansans' purchase of voice service from non-ILECs—including traditional Competitive Local Exchange Carriers (CLECs) and cable TV providers—increased from 107,000 subscribers at end-of-year

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<sup>6</sup> Compare, <http://www.census.gov/hhes/families/data/cps2013H.html> with [http://transition.fcc.gov/Daily\\_Releases/Daily\\_Business/2015/db0219/DOC-329975A1.pdf](http://transition.fcc.gov/Daily_Releases/Daily_Business/2015/db0219/DOC-329975A1.pdf) (Figure 4). As used here and in the FCC's data, "traditionally regulated landline" refers to an analog switched access line as typically provided by a LEC and some CLECs.

<sup>7</sup> Compare, [http://transition.fcc.gov/Daily\\_Releases/Daily\\_Business/2015/db0219/DOC-329975A1.pdf](http://transition.fcc.gov/Daily_Releases/Daily_Business/2015/db0219/DOC-329975A1.pdf) (Fig. 1) and <https://www.census.gov/popest/data/national/totals/2013/index.html>.

<sup>8</sup> The wireless substitution reports are available at the CDC's website at the following URL: <http://www.cdc.gov/nchs/nhis/releases.htm#wireless>.

<sup>9</sup> The FCC's Local Telephone Competition Reports are available at the FCC's website at: <https://www.fcc.gov/encyclopedia/local-telephone-competition-reports>.



2001 to 452,000 at end-of-year 2013 and subscribership of mobile voice service increased from 670,000 at end-of-year 1999 to 2.8 million at end-of-year 2013.

16. Besides Kansans' shift to mobile and other voice services Kansans also have increased access to numerous alternatives for directory information besides traditional directories. The most recent Census Bureau data show that even two years ago over 89% of Kansas households had a computer and almost 79% used high-speed Internet access.<sup>10</sup> Both of these figures are above the national averages for the same period.<sup>11</sup>

17. The decline of printed white pages directory use and usefulness is easy to understand in the context of the broader trends in the telecommunication industry. To a great extent, the loss of usefulness of traditional white pages is an unavoidable consequence of the massive shift of subscribers from regulated LEC service to largely unregulated cable, VoIP and CMRS, which do not provide listings to white pages publishers. With roughly a third of households using VoIP and close to 50% being cord cutters, the odds of being able to find a number in the residential white pages is *substantially less than 50/50* today nationally.<sup>12</sup> And in Kansas, the odds may be even smaller, as just about 15% of the telephone numbers in the state are associated with service provided by an ILEC. Unfortunately for publishers, white pages directories are no longer viewed as a useful resource, let alone an essential one.

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<sup>10</sup> U.S. Census Bureau, Computer and Internet Use in the United States: 2013, American Community Survey Reports at 10 (Nov 2014 (2013 data))(<http://www.census.gov/history/pdf/2013computeruse.pdf>).  
(<http://www.census.gov/history/pdf/2013computeruse.pdf>).

<sup>11</sup> *Id.*

<sup>12</sup> In fact, it has been reported that 60% of phone numbers are unlisted for one reason or another as of 2013, including ILEC customers who choose to be unlisted or non-published. *See, e.g.,* <http://patch.com/maryland/rockville/reverse-phone-number-lookup-free-vs-paid--reverse-lookup-for-cell-and-landlines>.



18. Conclusive evidence that printed name and number directories are no longer needed to use telephone networks comes from the experience of the cellular industry. From the very beginning and continuing to today, wireless phone numbers have not been listed or published in any directory. Nor do CMRS companies ever distribute printed information—in directories or in any publication. If paper directories and printed customer rights notices were still considered essential to use of telephone networks, then CMRS would not have been so widely adopted. But exactly the opposite has occurred; wireless phones now serve about 79% of the market.<sup>13</sup>

19. More importantly, any household with a device that can connect to the Internet has the ability to obtain directory information from a wide variety of sources other than print directories. Hundreds of mobile “smartphone” applications (“apps”) perform various types of searches or directory lookup. Many of them use location information to make the search results more relevant. For example, all of the following apps can be downloaded for free to iPhones and/or Android phones and then be used to make free searches: Avantar White & Yellow Pages (avantar.com) for iPhone, iPad, and Android; and Dexknows and YP (yellowpages.com) for all smartphones. These applications are advertiser-supported, so that consumers do not pay for searches or lookups.

20. The Internet, used by nearly 90% of all adults,<sup>14</sup> provides a rich and diverse source of resources to look up telephone numbers, competitive options for service, and consumer

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<sup>13</sup> See *National Health Statistics Report*, 18 Dec 2013 at <http://www.cdc.gov/nchs/data/nhsr/nhsr070.pdf>

<sup>14</sup> According to the most recent Pew Research report, overall 87% of U.S. adults are Internet users, which likely includes dial-up connections and usage outside the home. And, 80% of adults have broadband Internet access today, up from 78% in 2013. Pew Research Center, December 21, 2015, “Home Broadband 2015,” available at: <http://www.pewinternet.org/2015/12/21/2015/Home-Broadband-2015/>. The numbers may be higher in Kansas,

rights information under state laws and regulations—all free of charge. Even the first purpose of white pages directories—subscriber and number lookup—is no longer essential. At first blush, this may seem surprising. But when looking at the recent history, data, and structure of the market today, it is plain to see that for number lookups, traditional phone books are not only unnecessary, they are no longer used or even particularly useful. Only the advertising function of directories (yellow pages) continues to be widely used, and even there, usage has declined; advertising revenues have dropped over 40% in the last 15 years,<sup>15</sup> with further declines forecast for the next five years as digital advertising grows.<sup>16</sup> As usage of paper and print directories declines, the likelihood that consumers will use them to look up customer rights and responsibilities also declines.<sup>17</sup>

21. Even households without Internet access have alternative, competitive options to print directories, using their telephones. They can call traditional directory assistance for a fee. And they can also call one of the toll-free information services. The current market leader, which reportedly handles millions of calls every month, is 1-800-FREE-411 (<http://en.wikipedia.org/wiki/800-The-Info>). Any home with a telephone can call toll-free and get a listing for free, after listening to a short advertisement.

22. Thus, today, there is not a single home or business in America that does not have access to a competitive and free means to look up telephone numbers and other information

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given that Kansans' computer and high speed Internet access usage is above the national averages. *See* Note 12, *supra*.

<sup>15</sup> *See, e.g.*, <http://www.bloomberg.com/bw/articles/2012-03-22/the-golden-allure-of-the-yellow-pages#p1>.

<sup>16</sup> *See, e.g.*, BIA/Kelsey, U.S. Local Media Forecast 2015 Spring Update (summary at: <http://www.localmedia.org/wp-content/uploads/2014/04/Ducey-BIAKelsey-2015-U.S.-Local-Media-Forecast-LMA.pptx>).

<sup>17</sup> Inherent in their request for a waiver of printed directory delivery requirements, the Petitioners seek the Commission's approval or concurrence that all required directory notices may be provided through the inclusion of those notices in the digital online publication of the directory.

provided in traditional print directories. And for all but a small percentage—10% or less—there are hundreds of free alternatives online and on mobile app stores.

23. In response to the powerful technological changes and usage trends noted above, many states that formerly required distribution of a printed white pages directory to every telephone subscriber annually (“saturation delivery”) modified or eliminated those requirements by rule change or waivers. Today, the majority of states that once required saturation delivery of printed residential white pages have modified or eliminated their requirements.<sup>18</sup> Further, because the vast majority of consumers no longer want a printed residential directory, the widespread practice in the directory publishing industry is to deliver printed residential white pages only upon request of the consumer. Since 2012, Dex Media has delivered residential white pages directories only upon request in 33 states.<sup>19</sup> Nine states are print directory deregulated (CO, DC, FL, IN, MO, NC, TN, WI and WY) and eleven have print upon request flexibility (ID, MD, ME, MI, MN, NH, NM, OH, TX, VT and WA). Since we launched our print relief initiative seven states have approved our request for relief (IA final order pending, ND, NV, OR, SD, UT and WV). In total, there is print relief in 27 states.

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<sup>18</sup> Including: Wisconsin (Docket No. 6720-GF-108), Missouri (Docket No. IE-2009-0357), Ohio (Docket No. 09-0042-TP-WVR), New Mexico (NMPRC Case No. 12-00237-UT), Washington (WUTC Dkt. UT-120451), 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), Colorado (CPUC Docket No. 12M-817T), Alabama (Docket No. 15957), Minnesota (MPUC Docket No. P-999/R-13-459), South Dakota (S.D. PUC Docket No. TC15-069), and most recently, Oregon (OPUC Docket No. UM 1763). Likewise, Verizon has pursued 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). 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 Directory Distribution Requirement, (LA PSC, rel. June 20, 2012). And Iowa recently issued a proposed rule that would eliminate the current requirements for printed directories. (Iowa Util. Bd. Docket No. RMU-2015-0002).

<sup>19</sup> Including: Arizona, California, Colorado, Connecticut, the District of Columbia, Delaware, Florida, Idaho, Indiana, Massachusetts, Maryland, Michigan, Minnesota, Nebraska, Nevada, New Jersey, New York, New Mexico, North Carolina, Ohio, Oregon, Pennsylvania, Rhode Island, Texas, Utah, Virginia, and Washington.

24. What has been particularly remarkable about discontinuing the 100-year-old practice of saturation delivery of residential white pages in so many markets is the scant consumer attention it has generated. It seems hardly anybody noticed. In not one of the dozens of states and hundreds of markets where saturation delivery ended did consumers raise any significant complaint. In 2014 in Dex Media's "upon request" states, an average of less than one-half of one percent of its customer base requested a printed residential white pages directory. The easy transition from saturation delivery to upon-request delivery of residential white pages directories demonstrates that relaxation or elimination of directory regulations serves the public interest by allowing publishers to satisfy consumer needs and expectations at a lower cost and with less environmental impact.

25. The yellow pages are still an important resource for people and advertising, but outmoded regulation is strangling them in many states. Declining revenues from yellow pages advertising force all directory publishers to cut costs. Because regulatory requirements impose significant costs, Dex Media may be forced to curtail distribution of directories to non-subscribers of CenturyLink. In this way, the costs of regulatory compliance could be limited to less than 40% of homes and businesses.<sup>20</sup> But the broad public interest would suffer in the state. Because as many as 70% of households still use the yellow pages to find local businesses, this is a substantial benefit both to consumers and to local businesses. The yellow pages are an important resource for people and advertising,<sup>21</sup> but outmoded regulation can strangle them. The

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<sup>20</sup> See Paragraph 15, *supra*.

<sup>21</sup> In fact, it is estimated that yellow pages still generate hundreds of billions of dollars of revenues for local businesses in the U.S. The industry still prints 422 million directories a year, and businesses still pay almost \$7 billion to advertise in them, as *Bloomberg Businessweek* reported in 2012. <http://www.bloomberg.com/bw/articles/2012-03-22/the-golden-allure-of-the-yellow-pages#p1>.

Commission's Directive should be modernized through waiver to reduce ongoing regulatory costs and the risks of broader harms to the public interest in Kansas, such as harms to yellow pages or the environment. *See, e.g., USTelecom Order, note 5, supra.* Absent ongoing and significant benefits, regulations interpreted to require printed directories is unwise and contrary to the public interest. Flexibility to publish white pages efficiently and economically is needed.

26. For many years telephone directories were considered an essential adjunct to the telephone service. And, until about the last 20 years, directories also faced little or no competition. Thus, regulation of directory publishing was a byproduct of regulation of the telephone industry. *See generally, The Economics of Regulation: Principles and Institutions*, Kahn, Alfred E. (*reprinted by* Mass. Institute of Technology, 1988). But, standing alone, the telephone directory business is not a utility business. And, with minor exceptions, states do not regulate and have not regulated any other kind of publishers.

27. The Commission has authority to modify the scope and specifics of its regulation of telephone directories. As discussed above, nothing in the Kansas regulations or statutes requires printed directories or prohibits digital publication. The Commission has already exercised its authority by granting, in part, the Petition filed by AT&T Kansas. The foregoing paragraphs establish that the public interest is best served by providing consumers with printed directories only upon request. To the extent consumers need or demand listings, consumer rights information, or directories of some sort, competition and telecommunications market forces are more than adequate today to ensure their needs are met without the need for traditional printed

directories supplied by the phone company. Digital media will not only suffice; it is already serving the public widely and well.

28. As discussed above, there are hundreds of potential sources for the information that is contained in directories, including other print directory publishers. But in any given locality in Kansas, only one of those sources is subject to the Commission's regulations. That is the directory affiliate or contractor of the serving ILEC—Dex Media in the case of CenturyLink. Thus, apart from distorting and inhibiting a competitive market, the Directive hinders fair competition in telecommunications markets, because the providers that now serve the majority of homes and business are not subject to the Directive.

29. Dex Media and CenturyLink need greater flexibility to provision directories in ways that are valued by consumers, yet satisfy environmental concerns. Kansans are justifiably proud of their efforts on behalf of the environment. Dex Media wants to continue to deliver print products to customers that value and use them. That is “utility,” not “waste.” But delivery of tons of paper that likely will never be used is inherently wasteful of both scarce dollars and natural resources. To avoid this undue waste in rapidly changing markets, Dex Media needs the regulatory flexibility to switch to digital products, as and when it is prudent.

## V. CONCLUSION.

For the foregoing reasons, the Petition should be granted and the Commission should permanently waive application of the Directive to the Petitioners or, in the alternative, interpret the Directive to be satisfied by digital publication, including online. The information world is going online. Directories should be allowed to embrace and thrive in this trend. Reduced or flexible regulation will serve the public better and avoid the potential harms that flow from the distortion that outdated directives could inject into what should be a freely competitive directory market.

Respectfully submitted this 10<sup>th</sup> day of June, 2016.



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VERIFICATION

STATE OF TEXAS           )  
                                      )ss.  
COUNTY OF TRAVIS       )

Kevin K. Zarling, of lawful age, being first duly sworn, on oath deposes and states:

That he is an attorney for the United Telephone Company of Kansas in the above-referenced matter; that he has read the above and foregoing document, knows and understands the contents thereof and states that the statements and allegations contained therein are true and correct, according to his knowledge, information and belief.

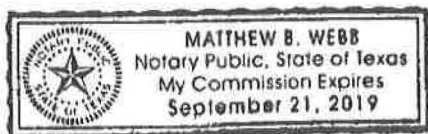
Further affiant sayeth not.



Kevin K. Zarling

Subscribed and sworn to before me this 8<sup>th</sup> day of June 2016.

My Appointment Expires:



Notary Public in and for said  
County and State



VERIFICATION

STATE OF Missouri )  
 )ss.  
COUNTY OF JACKSON )

Anne E. Callenbach, of lawful age, being first duly sworn, on oath deposes and states:

That she is local counsel for Dex Media in the above-referenced matter; that she has read the above and foregoing document, knows and understands the contents thereof and states that the statements and allegations contained therein are true and correct, according to his knowledge, information and belief.

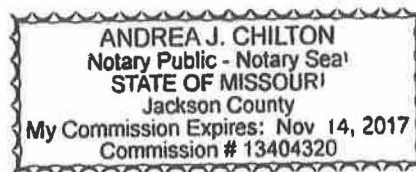
Further affiant sayeth not.

Subscribed and sworn to before me this 10<sup>th</sup> day of June 2016.

My Appointment Expires:

11/14/2017

Andrea J. Chilton  
Notary Public in and for said  
County and State



**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true and correct copy of the above and foregoing pleading has been e-mailed, faxed, hand-delivered and/or mailed, First Class, postage prepaid, this 10<sup>th</sup> day of June, 2016, to:

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