

James W. McTarnaghan
JMcTarnaghan@perkinscoie.com
D. +1.415.344.7007
F. +1.415.344.7207

January 15, 2019

VIA EMAIL AND HAND DELIVERY
cdcompliance@cpuc.ca.gov

Cynthia Walker
Division Director
Communications Division
California Public Utilities Commission
505 Van Ness Avenue
San Francisco, CA 94102

**Re: Notice of Planned Deployment of Broadband Passings by
Spectrum Pacific West, LLC, and Falcon Cable Systems Company II, LP**

Dear Director Walker:

Assembly Bill 1665 (2017) established a statutory right of first refusal (“ROFR”) over the deployment of certain broadband internet access facilities. The ROFR, codified at Public Utilities Code Section 281(f) and implemented by Resolution T-17590, may be exercised by any existing facilities-based broadband service provider (“existing provider”) to prevent the Commission from awarding California Advanced Services Fund (“CASF”) grant funding to a project that would deploy or upgrade broadband internet access facilities within an unserved area.¹ D.18-12-018, issued in December 2018, provided additional guidance on process.

Spectrum Pacific West, LLC, and Falcon Cable Systems Company II, LP (collectively “Charter”) hereby submits this letter in the spirit of the ROFR process to provide notice of the planned deployment of broadband passings to current video-only cable service areas in Monterey, Tulare, and Modoc Counties within the areas designated for broadband deployment as listed as **Exhibit 1** during 2018 (the “Upgrade Area”). **Exhibit 1** identifies each community, the approximate numbers of homes passed² and the responsible legal entity. Charter here also

¹ See § 281(f)(4)(A)(i) (“The commission shall annually offer an existing facility-based broadband provider the opportunity to demonstrate that it will deploy broadband or upgrade existing facilities to a delineated unserved area within 180 days.”). All future code citations are to the Public Utilities Code.

² Homes passed described in **Exhibit 1** reflects an estimate of existing homes and businesses with current video-only cable services from Charter where the company has determined to upgrade in fulfillment of its merger commitment to provide broadband service. While it is possible and quite likely that Charter will extend its network,

provides a list of all census blocks in the Upgrade Area as **Exhibit 2** and respectfully requests that the Commission deny applications for CASF funding to build in these Upgrade Areas. As detailed further below, Charter's plan to upgrade the Upgrade Area is in furtherance of Conditions 2(a) and 2(b) contained in D.16-05-007, the Commission's decision approving the transfer of control of Time Warner Cable Information Services (California) LLC ("TWCIS") and Bright House Networks Information Services (California), LLC ("BHN") to Charter Communications, Inc.

As a condition of exercising its ROFR, an existing provider typically must complete the broadband upgrades in the unserved area within 180 days unless a need for an extension is demonstrated.³ To exercise the ROFR for a given year, an existing provider must submit a ROFR demonstration letter to the Commission by January 15 of that year and complete the related broadband upgrades by July 15th.⁴ For projects scheduled to be completed prior to July 15th of the ROFR period, once the Commission receives the ROFR letter, it shall not approve CASF funding for another broadband project in the same area.⁵ For projects scheduled to be completed in the second half of the calendar year, the submission of a letter does not bar the Commission from approving a grant to build in the same area. The upgrades noticed by this letter have construction completion dates in the first half of 2019 and thus fall squarely within the ROFR process. If any of these projects are delayed, however, providers are encouraged to avoid those areas where build-out will occur in the second half of 2018 given that any funding award would be duplicative, waste limited public resources and would be subject to individual challenges.

Effective Right of First Refusal for Upgrades Required by D.16-05-007

The network upgrades for the Upgrade Area largely result from merger commitments made by Charter and memorialized in D.16-05-007. Specifically, Charter has committed to complete deployment of approximately 70,000 residential and commercial broadband passings to current video-only cable service areas in parts of Monterey, Tulare, and Modoc County.⁶ Many of the upgrades were completed in 2017 and 2018. The upgrades planned for completion in accordance with its merger commitments are the subject of this notice.

nothing herein shall be deemed to require Charter build to more locations than contemplated by its merger commitment.

³ See § 281(f)(4)(A)(i) and (ii).

⁴ Res. T-17590 at 1, 8–9.

⁵ See § 281(f)(4)(A)(ii).

⁶ See D.16-05-007, pp. 70-71, conditions 2(a) and 2(f).

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The D.16-05-007 upgrades must be completed by May 12, 2019.⁷ To meet the May 2019 deadline, Charter will continue its broadband deployment with estimated construction completion dates no later than May 2019.

Given that the network upgrades at issue were ordered by the Commission, Charter requests that CASF applicants avoid the Upgrade Area in future applications for CASF funding. Charter submits that the Commission should deny CASF funding for applications related to the Upgrade Area. CASF applications for such projects would be duplicative and wasteful, and Charter would challenge such applications if not denied on an individual basis.⁸

Moreover, denial of applications for funding for deployment within the Upgrade Area is in the public interest. Given that the upgrades were a condition of approval for the transfer of control of TWCIS and BHN, Charter necessarily will complete the upgrades. The Commission and CASF applicants should therefore regard the ROFR established by this letter as extending to the entire ROFR Project Area and any other area where Charter will perform upgrades contemplated by D.16-05-007.

Please contact the undersigned counsel for Charter at jmctarnaghan@perkinscoie.com or 415-344-7007 if you have any questions.

Respectfully submitted,



James W. McTarnaghan

Attachments

cc: Selena Huang
Tom Glegola
CASF Distribution List

142851788.4

⁷ See *id.* at 71. Charter notes that the underlying agreements provide for possible extensions where completion is delayed associated with a delay in the timely receipt of necessary governmental, regulatory and third-party permits, licenses and approvals, including but not limited to pole attachment permits, easements, rights of way access and utility make-ready requests and nothing herein constitutes a waiver of these provisions.

⁸ To the extent that CASF funding is granted to overbuild areas where Charter is otherwise required to upgrade under merger commitments, Charter would reasonably request that the Commission modify its obligations since the areas would no longer be underserved.

EXHIBIT 1

LIST OF COMMUNITIES

COMMUNITY	COUNTY	HOMES PASSED (APPROXIMATE)	LEGAL ENTITY
Carmel Highlands, CA	Monterey	691	Spectrum Pacific West, LLC
Laguna Seca/Rancho Tierra Grande/ Bay Ridge/Laureles Grade Road, CA	Monterey	617	Spectrum Pacific West, LLC
Camp Nelson, CA	Tulare	801	Spectrum Pacific West, LLC
Alturas, CA	Modoc	1,921	Falcon Cable Systems Company II, LP

EXHIBIT 2
LIST OF CENSUS BLOCKS IN UPGRADE AREA

Community	Census Block	Community	Census Block
Alturas	060530132001091	Alturas	060530141073120
Alturas	060530132001058	Alturas	060490001005001
Alturas	060530116024000	Alturas	060490001001065
Alturas	060530132001055	Alturas	060490001001064
Alturas	060530132001059	Alturas	060490001001057
Alturas	060530132001056	Alturas	060490001001074
Alturas	060530116023003	Alturas	060490001001073
Alturas	060530132001054	Alturas	060490001001063
Alturas	060530132001031	Alturas	060490001001076
Alturas	060530132001063	Alturas	060490001005000
Alturas	060530132001057	Alturas	060490001001077
Alturas	060530116023009	Alturas	060490001002023
Alturas	060530116023004	Alturas	060490001001067
Alturas	060530116023001	Alturas	060490001001066
Alturas	060530116023020	Alturas	060490001001068
Alturas	060530116023002	Alturas	060490001001062
Alturas	060530116023019	Alturas	060490001001060
Alturas	060530132001061	Alturas	060490001001059
Alturas	060530107021047	Alturas	060490001001056
Alturas	060530107021046	Alturas	060490001001061
Alturas	060530116023007	Alturas	060490001001035
Alturas	060530132001060	Alturas	060490001001075
Alturas	060530132001062	Alturas	060490001002007
Alturas	060530116023000	Alturas	060490001005004
Alturas	060530116023006	Alturas	060490001005044
Alturas	060530116023005	Alturas	060490001005003
Alturas	060530107021021	Alturas	060490001002006
Alturas	060530107021027	Alturas	060490001002054
Alturas	060530132001015	Alturas	060490001005043
Alturas	060530107021034	Alturas	060490001002029
Alturas	060530132001047	Alturas	060490001002053
Alturas	060530141073086	Alturas	060490003003075
Alturas	060530132001050	Alturas	060490001002055
Alturas	060530132001051	Alturas	060490001001043
Alturas	060530132001034	Alturas	060490003003072
Alturas	060530132001032	Alturas	060490001002031
Alturas	060530132001017	Alturas	060490003003076
Alturas	060530141073122	Alturas	060490003003061

EXHIBIT 2: LIST OF CENSUS BLOCKS IN UPGRADE AREA (Continued)

Community	Census Block	Community	Census Block
Alturas	060490001002001	Alturas	060490001002009
Alturas	060490001001069	Alturas	060490001002004
Alturas	060490001002034	Alturas	060490001002003
Alturas	060490001002035	Alturas	060490001005002
Alturas	060490001002043	Alturas	060490001002039
Alturas	060490001002045	Alturas	060490001002038
Alturas	060490001002000	Alturas	060490001002021
Alturas	060490001002050	Alturas	060490001002022
Alturas	060490001002027	Alturas	060490001002015
Alturas	060490001002002	Alturas	060490001002008
Alturas	060490001002051	Alturas	060490001002005
Alturas	060490001001042	Alturas	060490001001020
Alturas	060490001002026	Alturas	060490001001055
Alturas	060490001002028	Alturas	060490001001039
Alturas	060490001002025	Alturas	060490001001040
Alturas	060490001002052	Alturas	060490001001038
Alturas	060490001002024	Alturas	060490001001041
Alturas	060490001001044	Alturas	060490001001081
Alturas	060490001002049	Alturas	060490001001029
Alturas	060490001002044	Alturas	060490001001028
Alturas	060490001001082	Alturas	060490001001027
Alturas	060490001002030	Alturas	060490001001016
Alturas	060490001001070	Alturas	060490001001018
Alturas	060490001002016	Alturas	060490001001030
Alturas	060490001001050	Alturas	060490001001017
Alturas	060490001002042	Alturas	060490001001024
Alturas	060490001002048	Alturas	060490001001002
Alturas	060490001002046	Alturas	060490001001006
Alturas	060490001002047	Alturas	060490001001014
Alturas	060490001002041	Alturas	060490001001053
Alturas	060490001002040	Alturas	060490001001015
Alturas	060490001002036	Alturas	060490001001026
Alturas	060490001002037	Alturas	060490001001013
Alturas	060490001002019	Alturas	060490001001047
Alturas	060490001002020	Alturas	060490001001054
Alturas	060490001002017	Alturas	060490001001048
Alturas	060490001002018	Alturas	060490001001007
Alturas	060490001002013	Alturas	060490001001010
Alturas	060490001002012	Alturas	060490001001025
Alturas	060490001002014	Alturas	060490001001046
Alturas	060490001002011	Alturas	060490001001009
Alturas	060490001002010	Alturas	060490001001008

EXHIBIT 2: LIST OF CENSUS BLOCKS IN UPGRADE AREA (Continued)

Community	Census Block	Community	Census Block
Alturas	060490001001049	Alturas	061070027001063
Alturas	060490001001045	Alturas	061070027001138
Alturas	060490001001071	Alturas	061070027001130
Alturas	060490001001072	Alturas	061070027001010
Alturas	060490001001037	Alturas	061070027001211
Alturas	060490001001058	Alturas	061070027001210
Alturas	060490001001052	Alturas	061070027001059
Alturas	060490001001031	Alturas	061070027001214
Alturas	060490001001051	Alturas	061070027001001
Alturas	061070027001112	Alturas	061070027001061
Alturas	061070027001113	Alturas	061070027001013
Alturas	061070027001068	Alturas	061070027001004
Alturas	061070027001064	Alturas	060490001004028
Alturas	061070027001132	Alturas	060490001004031
Alturas	061070027001141	Alturas	060490001004025
Alturas	061070027001139	Alturas	060490001004022
Alturas	061070027001143	Alturas	060490001004020
Alturas	061070027001120	Alturas	060490001004016
Alturas	061070027001126	Alturas	060490001004019
Alturas	061070027001119	Alturas	060490001004015
Alturas	061070027001117	Alturas	060490001004018
Alturas	061070027001134	Alturas	060490001004013
Alturas	061070027001057	Alturas	060490001004012
Alturas	061070027001067	Alturas	060490001005035
Alturas	061070027001147	Alturas	060490001005037
Alturas	061070027001123	Alturas	060490001005036
Alturas	061070027001142	Alturas	060490001005028
Alturas	061070027001128	Alturas	060490001005031
Alturas	061070027001129	Alturas	060490001005029
Alturas	061070027001131	Alturas	060490001005018
Alturas	061070027001213	Alturas	060490001005020
Alturas	061070027001133	Alturas	060490001005011
Alturas	061070027001137	Alturas	060490001005015
Alturas	061070027001140	Alturas	060490001005010
Alturas	061070027001065	Alturas	060490001005012
Alturas	061070027001124	Alturas	060490001005009
Alturas	061070027001122	Alturas	060490001005013
Alturas	061070027001115	Alturas	060490001005007
Alturas	061070027001066	Alturas	060490001004006
Alturas	061070027001135	Alturas	060490001005038
Alturas	061070027001136	Alturas	060490001005023
Alturas	061070027001125	Alturas	060490001005016

EXHIBIT 2: LIST OF CENSUS BLOCKS IN UPGRADE AREA (Continued)

Community	Census Block	Community	Census Block
Alturas	060490001004029	Alturas	060490001005022
Alturas	060490001005040	Alturas	060490001005034
Alturas	060490001003032	Alturas	060490001005017
Alturas	060490001005061	Alturas	060490001001033
Alturas	060490001005066	Alturas	060490001005078
Alturas	060490001003030	Alturas	060490001005014
Alturas	060490001005051	Alturas	060490001004010
Alturas	060490001003054	Alturas	060490001005008
Alturas	060490001003055	Alturas	060490001004000
Alturas	060490001005052	Alturas	060490001005041
Alturas	060490001004026	Alturas	060490001005042
Alturas	060490001005026	Alturas	060490001001036
Alturas	060490001004009	Alturas	060490001004007
Alturas	060490001004030	Alturas	060490001005021
Alturas	060490001005062	Alturas	060490001005024
Alturas	060490001005033	Alturas	060490001005027
Alturas	060490001005025	Alturas	060490001005039
Alturas	060490001003037	Alturas	060490001005006
Alturas	060490001004008	Alturas	060490001004023
Alturas	060490001005065	Alturas	060490001004027
Alturas	060490001005005	Alturas	060490001003052
Alturas	060490001005019	Alturas	060490001005071
Alturas	060490001004021	Alturas	060490001003015
Alturas	060490001005032	Alturas	060490001003046
Alturas	060490001005063	Alturas	060490001003051
Alturas	060490001004011	Alturas	060490001005045
Alturas	060490001004024	Alturas	060490001003039
Alturas	060490001003029	Alturas	060490001003033
Alturas	060490001003031	Alturas	060490001003013
Alturas	060490001005064	Alturas	060490001003005
Alturas	060490001005050	Alturas	060490001005070
Alturas	060490001003036	Alturas	060490001005059
Alturas	060490001001032	Alturas	060490001005060
Alturas	060490003001705	Alturas	060490001003041
Alturas	060490001001022	Alturas	060490003003987
Alturas	060490001001023	Alturas	060490001003049
Alturas	060490001004032	Alturas	060490001003042
Alturas	060490001001078	Alturas	060490001003048
Alturas	060490001001034	Alturas	060490001003047
Alturas	060490001004014	Alturas	060490001003050
Alturas	060490001005030	Alturas	060490001003040
Alturas	060490001004017	Alturas	060490001003019

EXHIBIT 2: LIST OF CENSUS BLOCKS IN UPGRADE AREA (Continued)

Community	Census Block	Community	Census Block
Alturas	060490001003020	Alturas	060490001003008
Alturas	060490001003016	Alturas	060490001003010
Alturas	060490001003001	Alturas	060490001005068
Alturas	060490001005079	Alturas	060490001005067
Alturas	060490001003002	Alturas	060490001005055
Alturas	060490001005076	Alturas	060490001005056
Alturas	060490001005077	Alturas	060490001005046
Alturas	060490001005075	Alturas	060490001005054
Alturas	060490001003044	Alturas	060490001005057
Alturas	060490001003043	Alturas	060490001005069
Alturas	060490001003018	Alturas	060490001003007
Alturas	060490001003017	Alturas	060490001003009
Alturas	060490001003000	Alturas	060530116024034
Alturas	060490001003057	Alturas	060530116024032
Alturas	060490001003021	Alturas	060530116024001
Alturas	060490001003045	Alturas	060530116024037
Alturas	060490001003022	Alturas	060530116024029
Alturas	060490001003056	Alturas	060530116024035
Alturas	060490001003038	Alturas	060530116024031
Alturas	060490001003034	Camp Nelson	060530132001091
Alturas	060490001003003	Camp Nelson	060530132001058
Alturas	060490001003004	Camp Nelson	060530116024000
Alturas	060490001005074	Camp Nelson	060530132001055
Alturas	060490001005072	Camp Nelson	060530132001059
Alturas	060490001003024	Camp Nelson	060530132001056
Alturas	060490001003023	Camp Nelson	060530116023003
Alturas	060490001003014	Camp Nelson	060530132001054
Alturas	060490001005073	Camp Nelson	060530132001031
Alturas	060490001005048	Camp Nelson	060530132001063
Alturas	060490001005053	Camp Nelson	060530132001057
Alturas	060490001005047	Camp Nelson	060530116023009
Alturas	060490001005049	Camp Nelson	060530116023004
Alturas	060490001003053	Camp Nelson	060530116023001
Alturas	060490001003026	Camp Nelson	060530116023020
Alturas	060490001003035	Camp Nelson	060530116023002
Alturas	060490001003011	Camp Nelson	060530116023019
Alturas	060490001005058	Camp Nelson	060530132001061
Alturas	060490001003027	Camp Nelson	060530107021047
Alturas	060490001003025	Camp Nelson	060530107021046
Alturas	060490001003012	Camp Nelson	060530116023007
Alturas	060490001003006	Camp Nelson	060530132001060
Alturas	060490001003028	Camp Nelson	060530132001062

EXHIBIT 2: LIST OF CENSUS BLOCKS IN UPGRADE AREA (Continued)

Community	Census Block	Community	Census Block
Camp Nelson	060530116023000	Camp Nelson	061070027001124
Camp Nelson	060530116023006	Camp Nelson	061070027001122
Camp Nelson	060530116023005	Camp Nelson	061070027001115
Camp Nelson	060530107021021	Camp Nelson	061070027001066
Camp Nelson	060530107021027	Camp Nelson	061070027001135
Camp Nelson	060530132001015	Camp Nelson	061070027001136
Camp Nelson	060530107021034	Camp Nelson	061070027001125
Camp Nelson	060530132001047	Camp Nelson	061070027001063
Camp Nelson	060530141073086	Camp Nelson	061070027001138
Camp Nelson	060530132001050	Camp Nelson	061070027001130
Camp Nelson	060530132001051	Camp Nelson	061070027001010
Camp Nelson	060530132001034	Camp Nelson	061070027001211
Camp Nelson	060530132001032	Camp Nelson	061070027001210
Camp Nelson	060530132001017	Camp Nelson	061070027001059
Camp Nelson	060530141073122	Camp Nelson	061070027001214
Camp Nelson	060530141073120	Camp Nelson	061070027001001
Camp Nelson	061070027001112	Camp Nelson	061070027001061
Camp Nelson	061070027001113	Camp Nelson	061070027001013
Camp Nelson	061070027001068	Camp Nelson	061070027001004
Camp Nelson	061070027001064	Camp Nelson	060530116024034
Camp Nelson	061070027001132	Camp Nelson	060530116024032
Camp Nelson	061070027001141	Camp Nelson	060530116024001
Camp Nelson	061070027001139	Camp Nelson	060530116024037
Camp Nelson	061070027001143	Camp Nelson	060530116024029
Camp Nelson	061070027001120	Camp Nelson	060530116024035
Camp Nelson	061070027001126	Camp Nelson	060530116024031
Camp Nelson	061070027001119	Carmel Highlands	060530115021010
Camp Nelson	061070027001117	Carmel Highlands	060530116041075
Camp Nelson	061070027001134	Carmel Highlands	060530116041076
Camp Nelson	061070027001057	Carmel Highlands	060530116041086
Camp Nelson	061070027001067	Carmel Highlands	060530116041071
Camp Nelson	061070027001147	Carmel Highlands	060530116041080
Camp Nelson	061070027001123	Carmel Highlands	060530116041074
Camp Nelson	061070027001142	Carmel Highlands	060530116041054
Camp Nelson	061070027001128	Carmel Highlands	060530116041079
Camp Nelson	061070027001129	Carmel Highlands	060530116041078
Camp Nelson	061070027001131	Carmel Highlands	060530115021000
Camp Nelson	061070027001213	Carmel Highlands	060530115021012
Camp Nelson	061070027001133	Carmel Highlands	060530116041073
Camp Nelson	061070027001137	Carmel Highlands	060530116041056
Camp Nelson	061070027001140	Carmel Highlands	060530116041057
Camp Nelson	061070027001065	Carmel Highlands	060530116041072

EXHIBIT 2: LIST OF CENSUS BLOCKS IN UPGRADE AREA (Continued)

Community	Census Block
Carmel Highlands	060530116041064
Carmel Highlands	060530116041049
Carmel Highlands	060530116041077
Carmel Highlands	060530116041043
Carmel Highlands	060530116041052
Carmel Highlands	060530116041065
Carmel Highlands	060530116041060
Carmel Highlands	060530116041055
Carmel Highlands	060530116041082
Carmel Highlands	060530116041059
Carmel Highlands	060530116041058
Carmel Highlands	060530116041053
Carmel Highlands	060530116041061
Carmel Highlands	060530116041070
Carmel Highlands	060530116041036
Carmel Highlands	060530116041035
Carmel Highlands	060530116041040
Laguna Seca	060530132001091
Laguna Seca	060530132001058
Laguna Seca	060530116024000
Laguna Seca	060530132001055
Laguna Seca	060530132001059
Laguna Seca	060530132001056
Laguna Seca	060530116023003
Laguna Seca	060530132001054
Laguna Seca	060530132001031
Laguna Seca	060530132001063
Laguna Seca	060530132001057
Laguna Seca	060530116023009
Laguna Seca	060530116023004
Laguna Seca	060530116023001
Laguna Seca	060530116023020

Community	Census Block
Laguna Seca	060530116023002
Laguna Seca	060530116023019
Laguna Seca	060530132001061
Laguna Seca	060530107021047
Laguna Seca	060530107021046
Laguna Seca	060530116023007
Laguna Seca	060530132001060
Laguna Seca	060530132001062
Laguna Seca	060530116023000
Laguna Seca	060530116023006
Laguna Seca	060530116023005
Laguna Seca	060530107021021
Laguna Seca	060530107021027
Laguna Seca	060530132001015
Laguna Seca	060530107021034
Laguna Seca	060530132001047
Laguna Seca	060530141073086
Laguna Seca	060530132001050
Laguna Seca	060530132001051
Laguna Seca	060530132001034
Laguna Seca	060530132001032
Laguna Seca	060530132001017
Laguna Seca	060530141073122
Laguna Seca	060530141073120
Laguna Seca	060530116024034
Laguna Seca	060530116024032
Laguna Seca	060530116024001
Laguna Seca	060530116024037
Laguna Seca	060530116024029
Laguna Seca	060530116024035
Laguna Seca	060530116024031

CASF DISTRIBUTION LIST

(Retrieved 1/16/2018)

a.lauritzen@iwvisp.com
aaron@fullspectrumia.com
aaron@thouse.com
aayala@wwmsolutions.com
abloom@ldxx.com
ac4@cpuc.ca.gov
acardin@digitalpath.net
accounting@321communications.com
accounting@ez-netsys.net
accounting@splicetelecom.com
accounting@uspcom.com
accountspayable@broadbandtele.net
acopeman@ldcb.com
adam@smarterbroadband.com
adam@telcoexperts.com
adilia@cleartalk.net
admin@calling10.com
admin@empyrewireless.com
admin@hellodial.com
admin@velocityatt.com
AdminCoordinator@MendocinoBroadband.org
adnan.shoaib@tierzero.com
aeconomou@mettel.net
afernandez@tminc.com
ag@aceinnovative.com
agertsburg@infotelecom.us
aglenn@compliancepartners.net
agnes.ng@att.com
ahernandez@accela-inc.com
aj1@cpuc.ca.gov 1

aja@cpuc.ca.gov
ajc@cpuc.ca.gov
ajohnson@sanbruno.ca.gov
al@sunmicrowave.com
Al_Mayerhoff@nyigc.com
ALEE@accessoneinc.com
alee@btigroup.com
Alejandra.gallegos@valleyvision.org
alex@ldpost.com
alex@payphone211.com
Alex@race.com
Alexander@ethericnetworks.com
alice.glasner@cpuc.ca.gov
alok.mathur@hughes.com
amaimon@mediacomcc.com
amb@care-ems.com
Amy.Warshauer@ftr.com

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an82778@yahoo.com
andre@broadvox.net
Andrew.RuizdeGamboa@Spacenet.com
andrieu@TELNA.com
angel@firelinebroadband.com
angela.hoke@birch.com
angela.pierce@trillion.net
Angela.Young@cpuc.ca.gov
Angelica.Morales@sce.com
anita@icommlaw.com
anitataffrice@earthlink.net
anthony.delarosa@thomsonreuters.com
anthony@vistabroadband.com **2**

ap@allvoi.com
araksiya@connectto.com
ARAM.GABRIELIAN@INTARNET.COM
aram@Connectto.com
arasura@tcastcom.com
ari@phone.com
ari@phonpower.com
arianazur@hotmail.com
arlee.holt@mymti.com
art@smiwifi.com
ashar@telecircuit.com
ashm@telepacific.com
Asia.powell@ftr.com
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asouder@gettingair.com
atreder@bossys.com
ats@ats-firstcall.com
att-regulatory-ca@att.com
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azim@raza.com
bankim@bridgevoice.net
barbee.ponder@globalstar.com
barry.friedman@thompsonhine.com
barry@hdn.net
bart@digitaldune.net
bbeaty@impacttelecom.com
bblair@affinitymobile.com
ben.a@primold.com
ben.hulet@mlode.com
beth@gsaudits.com **3**

betty.sanders@chartercom.com
bev@tahoeprosperty.org
beverly.howe@gafachi.com
bgantner@paxio.com

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bhackett@gtl.net
bhoover@pinttopointinc.com
bhorn@winters-broadband.com
bhorton@innovativeitinc.com
bill.hays@cityofwatsonville.org
Bill.Mueller@valleyvision.org
bill@omniwerx.com
billh@volcanotel.com
billing@tierzero.com
bmeier@convergeone.com
bnusbaum@turn.org
bob.huff@deltel.com
bob@useatmc.com
bobbi@visiology.com
bperna@customteleconnect.com
brad@riptidewireless.com
brad@ucsc.edu
brbranson@lonepinetv.com
breeve@o1.com
brendan.kasper@vonage.com
brent@sedcorp.biz
brian@sbc-wireless.com
brianb@abgcapital.com
brobinson@cambaygroup.com
bruce.hakimi@cybernetcom.com
Bruce.Ross@asm.ca.gov.

bruce.stenslie@edc-vc.com
bruce@cybernetcom.com
bryan@cot.net
bsimmons@iprise.com
bsteffen@catalinabb.com
bthornton@marinjpas.org
buenaluz@ztg.net
butler@eot.net
bwilde@creatint.com
bwilfert@ccicom.com
byung@telava.com
caleb.jones@cpuc.ca.gov
callplanusa@q.com
camurray@integratelecom.com
candy@tctelephone.com
caogdin@interbahn.net
ca-puc@avcinc.com
carl.billek@corp.idt.net
carl.billek@idt.net
carl@mysimplemobile.com
Carlos@race.com

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(Retrieved 1/16/2018)

carol.denton@thomsonreuters.com
carolp@alliancegrp.com
carrie.rice@hickorytech.com
casie.isaacs@thomsonreuters.com
cat@airespring.com
catwater@atcaa.org
cbridgeman@psrec.coop
cc2@cpuc.ca.gov
ccie4140@gmail.com 5

ccook@telesphere.com
cdevenney@mediacomcc.com
celeste.eckroat@usad.com
ceo@empyrewireless.com
cerickson@acinet.com
cerwin@psrec.coop
ces54@humboldt.edu
cfilak@calltower.com
cforst@360.net
cfritz@nextiva.com
cg2@cpuc.ca.gov
cgibson@csptelecom.com
cgiles@cuwireless.com
chabran@cctpg.org
Chad.jones@vocalipx.com
chantel.mosby@centurytel.com
charles.forst@360.net
charles.forst@zayo.com
charlie.born@frontiercorp.com
Charlie.Born@ftr.com
cheryl@wtild.com
CHLSolutions@msn.com
chopfinger@securustech.net
Choua.Her@mossadams.com
chris@connectionportal.com
chris@tahoeprosperity.org
christie@usa-companies.net
Christine.Burke@FTR.com
christopher.murphy@viasat.com
Christopher@Newrules.org 6

chuang@cinergycom.com
cindy.manheim@cingular.com
cityattorney@ci.watsonville.ca.us
cjasty@gmail.com
ckonrad@ldxx.com
cl@sandiegobusiness.org
clare.mcneil@quicktels.com
clec@race.com

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CLECOPS@alec.net
clenno@csumb.edu
cliff.jackson@mybighthouse.com
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clovell@blueroostertelecom.com
cmailloux@turn.org
cmalone@halowireless.com
cmei722@gmail.com
cmemerson@csuchico.edu
cmermerson@csuchico.edu
cneeld@tminc.com
cnutting@csufresno.edu
commercypo@aol.com
Connie.Chen@cpuc.ca.gov
conniestew@humboldt.edu
contact@nationwideregulatorycompliance.com
contracts@wavecomsolutions.com
controller@wci.com
corp@nextgnetworks.net
corporate@certaincorp.com
corporate@onelinkcomm.com 7

corporate@teledias.com
corporateoffice@teleunoinc.com
Corporatestaff@ruralwest.com
cpuc.notice@empireunified.com
cpuc@caryco.info
cpuc@centralcoastbroadbandconsortium.org
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cstein@dominionbusinessgroup.com
cstewart@ipnetworksinc.com
curtis@com-pair.net
customercare@pulsetele.com
cynthia.mcreynolds@cpuc.ca.gov
cynthia.walker@cpuc.ca.gov
d.fasano@ntta.com
daguirre@telscape.net
dan@outbackinternet.com
dand@ponderosatel.com
dane@sonic.net

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(Retrieved 1/16/2018)

Danielle@freedomvoice.com
danielm@lacuracao.com
danielr@abgcapital.com
DanR@goldenstatecellular.com
darren.mass@masscommgroup.com 8

darren.pesce@cvtprepaid.com
dave@cenic.org
dave@dmrcom.net
dave@gtelecomm.com
david.discher@att.com
david.macmillan@hq.speakeasy.net
david.olert@intermetro.net
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david.robinson@syniverse.com
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ddaigle@freedomdarkfiber.com
ddcurtis@wecare.net
ddicicco@gcioa.com
dean.dalzell@zayo.com
debbie@octagonprepaid.com 9

debbiepe@stcg.net
debi@caltel.com
del.heintz@chartercom.com
dennis.moffit@suddenlink.com
despinozaaguilar@csuchico.edu
devcomm@aol.com
devins@pcs1.net
deyoung@caltel.org
dforster@tminc.com
dgwood@iwvisp.com
diallongdistance@aol.com
diana.peneva@tatacommunications.com

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diane.peters@globalcrossing.com
djiron@flatwireless.com
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don.davis@proximiti.com
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douglasd@cvin.com
dougsimmons101@sbcglobal.net
dramsey@mcn.org
drodriguez@ypiusa.org 10

dsc@cpuc.ca.gov
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dsl@frazmtn.com
dslingerland@ypiusa.org
dsmat@inetworkgroup.com
dsmat@inetworksgroup.com
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dward@tsicorp.net
dweirich@8x8.com
DWTCPUCDOCKETS@dwt.com
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ece.okar@cnxntech.com
ecortez@wavebroadband.com
ecutright@karuk.us
eddie.mishan@emsonusa.com
edgonzalez@csufresno.edu
edgonzalez@mail.fresnostate.edu
edorm@cot.net
edwardoneill@dwt.com
edwin@janaslani.com
efi@flatplanetphone.com
egwolfe@ducortelco.com
ehiggins@corp.digitalpath.net
Eileen.Odell@cpuc.ca.gov

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Einfo@entelegent.com 11

eitan@dollarphone.com
Elisa.Lamberty@Spacenet.com
elise.brentnall@lcbcom.com
emarzullo@sbrda.org
emre.kosmaz@kosmaz.com
enriqueg@greenlining.org
equimper@uniontelecomusa.com
eric@suttercreek.com
erin@solstice-gis.com
ERNEST@ONESOURCENETWORKS.COM
eschweizer@cogentco.com
esears@globaltouchtelecom.com
esears@xcastlabs.com
esther.northrup@cox.com
ethomas@freedomvoice.com
evotaw@ducortelco.com
evw@cpuc.ca.gov
expresstel@sbcglobal.net
ezequiel.vega@cityofwatsonville.org
fabboud@spacenetllc.com
fabiola@allo.com
fcc@pcwi.net
FILABELLE@SANPHONECISCO.COM
finance@telmate.com
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fmeng@vertextelecom.com
foisy@bellsouth.net
ForestJames@EnerTribe.com
frank@x2telecom.com
fred.ramer@peakcomm.com 12

fred@nexvortex.com
fredmrd@pacbell.net
FUJISHIMA@DOCOMOUSA.COM
g5admin@c-zone.net
gail.long@tdstelecom.com
gal@vUnity.com
gary.barlow@tonservices.com
gary@medalliontelecom.com
gary@wcvad.com
garyj@nationalbrands.com
gblack@cwclaw.com
gcole@bluejaywireless.com
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geln.semow@cpuc.ca.gov
genedry@razorline.com
George.Connott@DPIEnergy.com

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George.lucero@megapath.com
george.thomson@ftr.com
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george@myifp.com
george@totel.com
georges@axint.net
gerard.ainsztein@americantower.com
geri@olscomm.com
g-gunsalus@mindspring.com
ghogan@symtelco.com
gil@ncerc.org
GKarish@millervaneaton.com
gknight@sdfutures.org
Gladys.Palpallatoc@cetfund.org 13

glenn.richards@pillsburylaw.com
glim@endpointe.com
gmcglynn@nti.us
gmeyer@ygnition.com
goose@beamspeed.com
gpelzer@pelzercom.com
gphone@gphone.com
grant.spellmeyer@uscellular.com
Greg.Diamond@Level3.com
greg.m@socaltelephone.com
greg.m@wholesaleairtime.com
greg.rogers@level3.com
greg@digizip.com
greg@fogeatersinc.com
greg@wholesaleairtime.com
gregl@goait.com
gregory.castle@att.com
groberts@800response.com
grodham@diversifiedconsulting.net
grs@cpuc.ca.gov
gsatserv@sbcglobal.net
gspriggs@cityofplacerville.org
gvc@cpuc.ca.gov
gwilson@impulse.net
haff.enterprises@gmail.com
hando@canditech.net
hans@starfone.net
harlynf@npgco.com
hd@lucasvalley.net
heather.gibbs@deltacom.com 14

Heidi@tahoeprosperty.org
heidi@xyncom.com
henry@com-impact.com

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hmorales@skyriver.net
hmoss@freespark.com
hong.ji@airnex.com
hpaulin@tconetwork.com
hstringer@tminc.com
hyepin@gmail.com
iho@opentel.com
info@acelere.net
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info@windjammercable.com
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info@ztelephony.com
ingrid.galyan@fnf.com
irena@vocalipx.com
isaacs@isg-telecom.com
israel@globecomintl.com
israel@livetel.com
issa@qlinkwireless.com
it_director@bearrivertribe.com
itmanager@towerstream.com
jack.liu@chtglobal.com
Jacob.Barlow@CenturyLink.com
jacque.lopez@verizon.com
jahall@corp.earthlink.com
James.Lehrer@sce.com
james.mackenzie@quortechequities.com
james.mertz@hypercube-llc.com
james.t.meister@windstream.com
james@ipcomms.net

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(Retrieved 1/16/2018)

james@northcoastnet.com
Janae.WalkerBronson@americantower.com
janewhang@dwt.com
jarrett@smartchoiceus.com
jason.brown@accesspointinc.com
Jason.Sophinos@viasat.com
jason@convergence.com
jason@convergencesys.com
jason@remotelylocated.com
jay@allcompass.com 16

Jazmine.ulloa@latimes.com
jbarghouthi@intelepeer.com
jbeausoleil@o1.com
jbeausoleil@vayatelecom.com
jbj@cpuc.ca.gov
jborchelt@gmail.com
jbrown@vcomsolutions.com
jbubar@aol.com
jcarroll@equinoxcorp.com
jclark@gmsr.com
jcrowe@uscable.com
jcui@corp.earthlink.com
jcv@vosburgtechcenter.com
jdaniels@tsigrp.net
JDaniels@ustelesis.us
jdolgonas@cenic.org
jdollenmayer@pngmail.com
jean.lee@hellodial.com
Jeff.Carlisle@lightsquared.com
jeff.jang@openpop.com
jeff.wirtzfeld@qwest.com
JELSISI@SBCGLOBAL.NET
Jeni.Santana@T-Mobile.com
jennh@velociter.net
jenni.partridge@stiprepaid.com
jennifer.hinojosa@infonxx.com
jennifer.kashatus@dlapiper.com
jennifer.lautenschleger@tdstelecom.com
jennifer@ovctelecom.com
jeremy.bals@usacomcommunications.tv 17

jesus.g.roman@verizon.com
jgilliland@cvctermination.com
jh@mymti.com
jh@qtelephone.com
jh@sandiegobusiness.org
jharper@broadviewnet.com
jhawley@fh2.com

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jhawley@technet.org
JIANHUA.MA@VERIZONWIRELESS.COM
jim.brownfield@radical.com
jim.comeaux@vintalk.com
jim@coremarkinc.com
jimmy@carmelgroup.com
jimmy@carmelgroup.com
jimwilliby@yahoo.com
jj@bigrivertelephone.com
jjcraddock@conterra.com
jklapper@dialink.com
jkorn@storesonline.com
jkrutchik@ststelecom.com
jlane@cal.net
jlawson@adtech-it.com
jlm@mcn.org
jmaadi@intouchamerica.com
jmancuso@clearworld.net
jmauldin@adamsbroadwell.com
jmccarthy@nextwave.com
jmills@utilitytelephone.com
jmulvehill@5linx.com
jn@consumertelcom.com 18

joan.m.engler@verizon.com
Jodi.Mulligan@valleyvision.org
Joe.Chicoine@ftr.com
joe.dunbar@verizonbusiness.com
joe.topel@orange-ftgroup.com
joe@ccitelcom.com
joelstaker@cityofwatsonville.org
johara@anpi.org
johara@anpisolutions.com
john.e.owens@gm.com
john.pandolfi@interfacesys.com
JOHN@RELIANTBROADBAND.US
john@Spiralinternet.com
john@tcomconsultants.net
john_gutierrez@cable.comcast.com
johnbarnicle@yahoo.com
johng@unitelgroup.com
Johnj@Rapidlink.com
johnj@telenational.net
johnm@consumercellular.com
johns@pcs1.net
jokoneski@pst.coop
jon@LDAccess.com
jon@morenotrenching.com

CASF DISTRIBUTION LIST

(Retrieved 1/16/2018)

jorgeaoki@mcblue.com
jose.camacho@windstream.com
jparker@credomobile.com
jparker@wafs.com
jpena@rgts.com
jpenney@wavebroadband.com 19

jpetrakis@acc2go.com
jreed@edenhousing.org
jrenneker@nos.com
jrhoden@infostructure.net
jriley@telecompliance.net
jrotman@ciphernetworks.ca
jrkyu@gmail.com
jschwenkler@csuchico.edu
jstaker@ci.watsonville.ca.us
jtatum@cityofbishop.com
jtlowers@sisqtel.net
judy@hyattconsultinggroup.com
judy@ivedc.com
judypau@dwt.com
julie.laine@twcable.com
justinmankin@gmail.com
jvillanueva@clearcel.com
jwakefield@covad.com
jwaters@csufresno.edu
jwest@linesystems.com
jwilcox@jwecorp.com
kaljar@qnet.com
kar@cpuc.ca.gov
karen.pearl@lightyear.net
kariannahunter@gmail.com
karp@humboldt.edu
kathiwilliams@imperialctc.org
kathy.campbell@cinbell.com
kathy@isphone.net
kconnelly@eblcmail.org 20

kcwilsonii@gmail.com
kdaniel@horizoncable.com
KDu@abs-cbni.com
keeshugo@calbroadband.com
keith@preferredlongdistance.com
kellingson@wavebroadband.com
kelly@northlandco.com
kelly_c@co.lake.ca.us
kelvin.hong@newworldtel.com
Ken.Clements@DodsonGroup.net
ken@fastblue.com

CASF DISTRIBUTION LIST

(Retrieved 1/16/2018)

kenneth.knapp@mhonetworks.com
kenny@calmtel.com
kerry@closecall.com
kevin@socaltelephone.com
kevin@softcom.net
KevinM@tcoe.org
KevinM@visalia.net
kevins@anzaelectric.org
kfennell@broadvox.com
kflock@cabrilloedc.org
kfranks@lifeline.net
kgarnett@cal.net
kgeuder@tminc.com
kgorey@bcntele.com
khavins@broadbanddynamics.com
khbae@sunycell.com
KHoff@fire2wire.com
Kim.Do@megapath.com
kimm.partridge@ucn.net 21

kipc@broadweave.com
Kirby@caltel.com
kjl@cpuc.ca.gov
kjohnston@bctconsulting.com
kkchoi@roadwaycom.com
kl@sandiegobusiness.org
klepper@nadoctors.net
klewis@hrdowden.com
KMcdine@cpvcom.com
KMCDONALD@T2TECHNOLOGIES.COM
kmcha@enjoyandtv.com
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kperkins@rtclic.com
kperkins@rtcllc.net
kpoythress@tspan.net
kris@lokt.net
kristi.jaska@viasat.com
Kristin.L.Jacobson@sprint.com
krustrum@co.tuolumne.ca.us
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kscovill@telecomsys.com
kwoods@fh2.com
kyork@sierrabusiness.org
l.lupton@surewest.com
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larry@speedypin.com

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larryl@isgcom.com
larrylevine@pacifictelephonecompany.net 22

latwood@its-omni.com
latwood@itstelecom.com
laura@mayhooklaw.com
Lauren@gotwifi.com
laurie.miller@tnzi.com
lbranson@lonepineisp.com
lbranson@lonepinetv.com
lchai@cnsny.net
LCires@inphonex.com
ldbbaseinc@aol.com
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ldeesing@riversideca.gov
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ldellaero@trinsic.com
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leog@getatc.com
leon@positivetele.com
Lesla@calcable.org
lesley.cooper@spacenet.com
Lezlie.P.Young@windstream.com
linda.c.stinar@centurylink.com
Linda.cicco@bt.com
linda.hunt@lightyear.net 23

linda.k.joseph@embarq.com
linda.parks@americanmessaging.net
Linda.Peng@comnet-telephone.com
lindab@stcg.net
linda-best@comcast.net
Lisa.Ludovici@charter.com
lisa.prigozen@cpuc.ca.gov
lisa@cicom.net
Lisa_mogli@cabl.comcast.com
ljfreeman@bandwidth.com
lmandolini@edenhousing.org
lmb@cpuc.ca.gov
lmb@wblaw.net
lorrie.bernstein@mossadams.com
lortega@communityunion.org

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louie.decarlo@mci.com
lrice@psrec.coop
LRLEYVAMO@BESTEL.COM.MX
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ltillery@sbrda.org
lvalmana@yakamerica.com
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lynnf@stcg.net
m.h.pokorny@ildmail.com
m.haley2@verizon.net
m.pokorny@ildmail.com
mad@dcnwireless.com
maflynn@ibasis.net 24

magli@comtech21.com
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Marc.Blumer@qwest.com
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Marcie.Evans@cox.com
marg@tobiaslo.com
Margaret.O'Connel-Pike@viasat.com
margo.ormiston@verizon.com
maria@vezatelecom.com
mariana.gatewood@telcentris.com
marianne@worldnet1.net
Marilyn.Shandolow@intelliverse.com
mark.goldsmith@troutmansanders.com
Mark.Koval@sprint.com
mark.layton@crossroads.us
mark@access-intl.com
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mark@kvwireless.com
mark@surfnetc.com
mark@surfnetusa.com
markbaza@imperialctc.org
markc@morenotrenching.com
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markn@transpacgroup.net 25

markvanness@gmail.com
marsha.pokorny@ildmail.com

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martha@IEBroadband.com
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mdurkin@rawbw.com
melaniedmrcd@gmail.com 26

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michael.foreman@att.com
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michael.minkus@cpuc.ca.gov
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Mike-cpuc@tiedyenetworks.com
mikehansen@alarmlink.com
mikek@newpathnetworks.net
miket@itltd.net 27

mindy@cot.net
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mkrybus@dynalinktel.com
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mlitten@4dct.com
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mtr@commlawgroup.com
mtr@compliancegroup.com
mwidbin@reunioncommunications.com
myra@ats-firstcall.com
myron305@TRITelcom.com
mzayas@callone.com
nand@barevox.com 28

natalieverette@telequality.com
nathan.glazier@alltel.com
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neteng@boingo.com
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nirupampal@gmail.com
nlubamersky@telepacific.com
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operalta@telemexintl.com
osbill@centrisinfo.com
oscar@alturaintl.com
owen.rochte@cpuc.ca.gov
pamela.trickel@tdstelecom.com
patriciarobbins@dwt.com 29

patrick@nationwideregulatorycompliance.com
Paul.Cain@cox.com
paul.mcaleese@iwirelesshome.com
paul.sieracki@surewest.net
paul@dacinfo.com
Paul@race.com
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Peter.Rasmusson@FARRtechnologies.com
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raul@logical.com.mx
Ravneet.Kaur@cpuc.ca.gov 31

raymond@gctcorp.com
rbrent@garlic.com
rcampbell@razzolink.com
rchoinski@lighttower.com
rcocklin@rockgrp.com
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rnorton@tminc.com
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rodney@ctlcorp.net
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roz.stauthamer@viasat.com
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ryan@excitetelecom.com
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ryanw@oacys.com
rynae.benson@verizonwireless.com
s.zolfonoon@planetetel.com 34

sagonzales@csufresno.edu
sagonzales@mail.fresnostate.edu
sales@aerosurf.net
sales@rockyridge.us
sales@skyq.com
samuel.sheagren@viasat.com
sandrwilliams@netoneint.com
sandy@sedcorp.biz
sarapw@ftcpa.net
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seth@101netlink.com
sfenker@earthlink.net
sfenker1@earthlink.net
sfetzer@cctonline.net
sflessner@wjcable.net
sfrisch@sierrabusiness.org
shala@goldline.net
shance@atcaa.org 35

shannon.wagner@deltacom.com
sharon.e.adams@xo.com
sharon.watkins@mclmllc.com
ShawnBarker@ShawnBarkerConstruction.com
sheaton@rcrcnet.org
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sherri@broadcore.com
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smdaniel@horizoncable.com
smdaniel@horizoncable.net
smendez@mcgrawcom.net
sntaylor@cot.net
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stacie.castro@cpuc.ca.gov
stacie.nothem@humboldt.edu
stephan.shin@cosmobridge.co.jp
Stephanie.Cassioppi@uscellular.com
stephanie.jackson@ncic.com
stephen.h.kukta@sprint.com
Steve.sharpe@sonoma-county.org
steve.south@vocalocity.com
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steven.au@newworldtel.com
Steven.karp@humboldt.edu
STEVIN@COMITYCOMMUNICATIONS.COM
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supers@touch-tel.com
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susan.lipper@t-mobile.com
suzannetoller@dwt.com
swilson@voyss.com
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takis@nettalk.com
tammy.cronin@valleyvision.org

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tara.jackson@birch.com
tara.thronson@valleyvision.org
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tch@cpuc.ca.gov
tdelgado@lccomminc.com
teana@gtfredeem.com
tech@mlode.com
telewest@vail.net
terrynche@gmail.com
tf@velotech.net
tgc@cpuc.ca.gov 38

tgcv@sbglobal.net
tgoren@g2sol.net
thecardroominc@aol.com
theradioshop@jimsradioshop.com
thomas.haluskey@ecntel.com
thomas.k.braun@sce.com
thomas.selhorst@att.com
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tina.colvin@quest.com
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todds3@cox.net
tom.bardo@nelsonmullins.com
tom@uatnow.com
tom@viscominternational.com
tom@westfamily.org
tom@zeustele.com 39

tomie_Nelson@adp.com
tommcveigh@yahoo.com
tomspeed@nationalda.com
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tony@razzolink.com

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tonya@siskiyoucounty.org
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trevor@RoycroftConsulting.org
trisa.struckman@satventuresmanagement.com
Trish.Kelly@valleyvision.org
tsanders@icoe.org
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vicent.petrescu@necc.us
victor@bktgroup.com 40

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wirawan.krisman@team.telstra.com
woolfson@telswitch.com
wsatterb@csufresno.edu
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XiaoSelena.Huang@cpuc.ca.gov
XLeonard@gmail.com
xsh@cpuc.ca.gov

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You-Young.Selden@cpuc.ca.gov

ysmythe@caltel.com

zebzankel@dwt.com

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