



GTE Telephone
Operations

P.O. Box 1003
Everett, WA 98206-1003
206/261-5321

May 22, 1996

WT-960709
(AA)

Mr. Steve McLellan, Secretary
Washington Utilities and Transportation Commission
Chandler Plaza Building
1300 S. Evergreen Park Drive S.W.
Olympia, Washington 98504

Re: **IN THE MATTER OF THE APPLICATION OF GTE NORTHWEST
INCORPORATED FOR AN ORDER APPROVING AN AGREEMENT AND
AMENDMENT TO THE AGREEMENT WITH GTE DIRECTORIES**

Dear Mr. McLellan:

Pursuant to WAC 480-146-080 (General Information Items 1 - 9) and WAC 480-146-090, enclosed for filing with the Commission are an original and three copies of an Agreement between Mast Advertising and Publishing, Inc. (Mast) and Continental Telephone Company of the Northwest, Inc. (Contel) and an Amendment to that Agreement between GTE Northwest Incorporated (GTE) and Associated Directory Service Inc (ADS). Since the original agreement, Contel was merged into GTE and Mast was restructured and is now known as ADS.

These documents are confidential and have been stamped as such. GTE requests that these documents be treated in accordance with WAC 480-09-015.

Please contact Joan Gage at 206 261-5238 with any questions.

Very truly yours,

Lida C. Tong
State Director - External Affairs
Washington

Enclosures

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STATE UTILITIES COMMISSION

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REC'D



BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

~~IN THE MATTER OF THE APPLICATION) No. _____~~
~~OF GTE NORTHWEST INCORPORATED FOR)~~
~~AN ORDER APPROVING A DIRECTORY) APPLICATION~~
~~PUBLISHING AGREEMENT WITH GTE)~~
~~DIRECTORIES)~~
~~_____)~~

GTE Northwest Incorporated (GTE Northwest) makes application to the Washington Utilities and Transportation Commission (Commission) for an order approving an Agreement between Mast Advertising & Publishing, Inc. and Continental Telephone Company of the Northwest, Inc. dated August 15, 1985, and an amendment to that Agreement between GTE Northwest and Associated Directory Services Inc. After the execution of the directory publishing contracts, Continental Telephone was merged into GTE Northwest. Subsequently, SBC Communications, Inc., the parent of Associated Directory Services Inc. (formerly Mast Advertising & Publishing, Inc.), sold the directory publishing contracts to GTE Directories. Accordingly, GTE Northwest and GTE Directories are affiliated interests as defined under RCW 80.16.010, as they both are wholly owned subsidiaries of GTE Corporation. In accord with the provisions of WAC 480-146-090, the following general information and specific exhibits are furnished in support thereof:

GENERAL INFORMATION

- (1) Name of Applicant:
GTE Northwest Incorporated
- (2) Principal Address:
1800 41st Street
Everett, Washington 98201

(3) Attorney for Applicant:

A. Timothy L. Williamson
GTE Northwest Incorporated
1800 41st Street
Everett, WA 98201

(4) State under which Applicant is organized, date of organization, and term or duration:

GTE Northwest was incorporated in the State of Washington on March 31, 1964, and is authorized to transact utility business in Washington, Oregon, and Idaho. GTE Northwest also has a wholly-owned subsidiary, GTE West Coast Incorporated, which is authorized to conduct telephone utility business in California.

(5) General description of the property owned by Applicant and the field of its operations served:

The Applicant's property consists generally of real estate, buildings, switches, pole lines, cables, wires, and other equipment necessary for the provision of telecommunications services.

(6) If a corporation, the names and addresses of common and preferred stockholders of Applicant owning the greatest number of shares of stock owned by each as of April 1, 1996:

As of April 1, 1996, the Applicant had 17,920,000 shares of Common Stock and no shares of Preferred Stock outstanding.

<u>Name and Address</u>	<u>Shares Owned</u>	<u>Percentage of Shares Owned</u>	<u>Percentage of Voting Control</u>
<u>COMMON STOCK</u>			
GTE Corporation One Stamford Forum Stamford, CT 06904	17,920,000	100.000%	100%

(7) The names, titles and addresses of the principal officers and directors of the Applicant:

Officers

Eileen O'Neill Odum	1800 41st Street Everett, WA 98201	President
John C. Appel	P.O. Box 15092 Irving, TX 75015	Executive Vice President Network Operations
Gerald K. Dinsmore	P.O.Box 15092 Irving, TX 75015	Senior Vice President Finance & Planning
Richard M. Cahill	P.O. Box 15092 Irving, TX 75015	Vice President- General Counsel
Richard L. Schaulin	P.O. Box 15092 Irving, TX 75015	Vice President- Human Resources
Larry J. Sparrow	P.O. Box 15092 Irving, TX 75015	Vice President- Carrier Markets
C. F. Bercher	P.O. Box 15092 Irving, TX 75015	Vice President- Consumer Markets
Michael J. McDonough	P.O. Box 15092 Irving, TX 75015	Vice President- Business Markets
Mary Beth Bardin	P.O. Box 15092 Irving, TX 75015	Vice President- Public Affairs
Brad M. Krall	P.O. Box 15092 Irving, TX 75015	Vice President- Centralized Opns
Alex Stadler	P.O. Box 15092 Irving, TX 75015	Vice President- Strategy & Technology Planning
Stephen A. Inkrott	P.O. Box 15092 Irving, TX 75015	Assistant Vice President-Network Planning
Charles J. Somes	P.O. Box 15092 Irving, TX 75015	Secretary
Gregory D. Jacobson	P.O. Box 15092 Irving, TX 75015	Treasurer
William M. Edwards, III	P.O. Box 15092 Irving, TX 75015	Controller

Directors

J. C. Appel	P.O. Box 15092, Irving, TX 75015
M. B. Esstman	P.O. Box 15092, Irving, TX 75015
T. W. White	P.O. Box 15092, Irving, TX 75015
G. K. Dinsmore	P.O. Box 15092, Irving, TX 75015
R. M. Cahill	P.O. Box 15092, Irving, TX 75015

- (8) The name and address of any affiliated interest corporation, association or similar organization which holds control over Applicant, and the manner and extent of such control. The amount of each class of securities of Applicant owned by such affiliated interest, to the best of Applicant's knowledge:

GTE Corporation, One Stamford Forum, Stamford, Connecticut, is the only affiliated interest of Applicant which holds control over the Applicant. GTE Corporation owns all of the outstanding common stock of the Applicant, has 100% voting control, and elects its Directors.

- (9) The name and address of subsidiary companies, when and where incorporated, classes of stock, shares outstanding, shares owned or controlled by Applicant, and percentage of voting control represented thereby:

The Applicant has one subsidiary company: GTE West Coast Incorporated (GTE West Coast), 1800 41st Street, Everett, Washington, which was incorporated on May 31, 1928 in the State of California. GTE West Coast has 93,176 shares of \$25 par value, common stock outstanding, all of which are owned by GTE Northwest. Applicant has 100% voting control over GTE West Coast.

Exhibits A through D contain additional information regarding this Application, as required by WAC 480-146-090. Exhibit A lists the amendment and underlying contract between the parties. Exhibit B, if appropriate, sets forth the list of officers and directors of GTE Directories who are also officers and directors of GTE Northwest. Exhibit C, if appropriate, sets forth pertinent salary and financial information regarding officers and employees of GTE Directories. Exhibit D sets out relevant contract information. Exhibits A

through D are incorporated herein by reference as part of this Application.

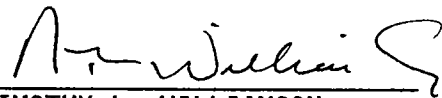
WHEREFORE, GTE Northwest respectfully requests that this Commission issue its Order approving the contract amendment between GTE Northwest and GTE Directories, as well as the underlying directory publishing contract.

DATED at Everett, Washington, this 22nd day of May, 1996.

GTE NORTHWEST INCORPORATED


LIDA C. TONG
State Director - External Affairs (WA)

Attorney for Company:


A. TIMOTHY L. WILLIAMSON

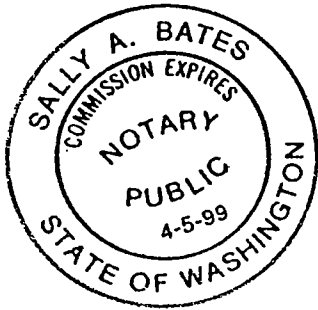
STATE OF WASHINGTON)
) ss.
COUNTY OF SNOHOMISH)

LIDA C. TONG, being first duly sworn, on oath deposes and says: that she is the State Director - External Affairs (Washington) for GTE Northwest Incorporated, the applicant in the proceeding entitled above; that she has read the foregoing application and knows the contents thereof; that the same are true

and correct of her own knowledge, except as to matters which are therein stated on information or belief, and as to those matters she believes them to be true.

Lida C. Tong
LIDA C. TONG

Subscribed and sworn to before me this 22^d day of May, 1996.



Sally A. Bates
Notary Public for the State of Washington
My appointment expires 4/5/99

EXHIBIT A

~~Copies of the amendment and underlying agreement between Applicant
and GTE Directories.~~

EXHIBIT B

A list of all directors and officers of the affiliated interest who are also officers and/or directors of the Applicant:

None.

EXHIBIT C

If contract or arrangement is for the furnishing of management, supervisory, construction, engineering, accounting, legal, financial or similar services, show the following:

Not applicable.
