

DoD/FEA:Dex Holdings, LLC I-2

**Request:**

- A) Does the Publishing Agreement between Qwest and Dex Holdings, LLC ("Dex Holdings") oblige Dex Holdings to continue publishing "blue pages" government listings?
- B) If the answer to the preceding question is "no," state whether Dex Holdings would object to an amendment to the Publishing Agreement that would obligate Dex Holdings to publish "blue pages" government listings. If Dex Holdings would object, explain fully and completely the reason(s) for such an objection.

**Response(s):**

This response is subject to, and without waiver of, Dex Holdings' general objections set forth in response to DoD/FEA:Dex Holdings, LLC I-1.

- A) No.
- B) Dex Holdings would object to such a requirement.

First, there is no need for formal contractual or legal requirements that would obligate Dex to publish governmental listings in a separate "blue pages" section of its directories. No such requirement exists today and all of the communities Dex serves are, and will continue to be, effectively served. No regulatory requirement obligates any LEC in Washington to publish such "blue pages," yet Dex publishes "blue pages" in the vast majority of its Washington directories today. Dex Holdings anticipates continuing to do so because, in those directories, the "blue pages" section enhances the value of the directory to users by making it easier to use and more attractive to the user. This feature, therefore, encourages usage of the Dex directory over those of competing providers.

Second, the publishing agreement, as negotiated between Qwest and Dex Holdings, already fully addresses the parties' obligations in the event that the WUTC were to impose a new, "blue pages" publishing requirement, making an amendment to the publishing agreement unnecessary. See section 3.13 of Exhibit D to the Rodney agreement.

Third, Dex Holdings needs to retain the flexibility to make the determination whether to publish a "blue pages" section on a book-by-book basis, as Dex does today. In making the decision whether to publish a separate blue pages section, Dex considers a variety of factors, including the physical size of the directory, the community size, the number and nature of government listings, usage habits and production costs. The decision whether to have a separate "blue pages" section has always been part of the management discretion of Dex in providing products that meets the needs of each of its markets. In those directories that do not have "blue pages," the government listings are incorporated in the white pages section of the directory and, today, those directories also meet the needs of the communities they cover.

**Respondent:** Dex Holdings Legal Counsel