

DT 99-161

**COMMUNICATIONS BILLING, INC.**

**Acquisition of Vista Group International, Inc. Customer Base  
Order Approving Acquisition of Customer Base with Conditions**

**O R D E R N O. 23,527**

**July 6, 2000**

On August 16, 1999, Communications Billing, Inc. (CBI) and Vista Group International, Inc. (Vista) jointly filed with the New Hampshire Public Utilities Commission (Commission) requesting approval for the acquisition by CBI of a certain portion of the long distance customer base of Vista.

CBI, a nationwide provider of telecommunications services, is a registered competitive intraLATA toll provider in New Hampshire pursuant to Authorization No. IXC27898 dated February 25, 1998. Vista received its authority to provide competitive intraLATA toll services in New Hampshire on September 26, 1997 pursuant to Authorization No. IXC 23797.

On August 10, 1999, CBI and Vista entered into an Asset Purchase Agreement wherein CBI will purchase from Vista:

- a) the right to provision certain Vista telecommunications customers with telecommunications and ancillary services;
- (b) the right to receive payments from Vista Customers; and
- (c) the right to receive accounts receivable for such Vista Customers.

CBI avers that the asset transfer, including certain Vista customers, will serve the public interest by enabling CBI to achieve increased economies of scale and to compete more effectively. CBI states that the transfer will result in no change in customers' rates, terms, or condition of service. CBI will notify customers, in writing, of the transfer of assets and of customers' opportunity to cancel their service at no charge. CBI claims that its customers will suffer no interruption or diminution in service quality and the transfer of assets will be essentially transparent.

Pursuant to our authority under RSA 374:30, the Commission finds that CBI's acquisition of particular assets of Vista is in the common good and public interest. Since the acquisition here consists of certain portions of Vista's customer base and accounts receivable, including the right to receive payments from such Vista customers, the provisions of RSA 374:28-a apply.

In Order No. 23,234 (June 14, 1999) DT 99-077, Re RSL COM U.S.A., Inc. (RSL), the Commission determined that the provisions of RSA 374:28-a, which prohibits changes of a customer's service provider without the customer's knowledge or consent, applies when there is a transfer of a customer base from one provider to another. Therefore, we will approve

the transfer of a customer base only when the acquisition of each customer's long distance service is conditioned on notice to the customer of his/her opportunity to choose, without additional charge, another long distance carrier not less than fourteen days after the date of the notice.

As we stated in RSL, "[I]t is imperative that customers have adequate advance notice that a carrier proposes to stop serving them, of their ability to choose another carrier, and of the identity of the carrier that will serve them if they do not make a choice by the end of the notice period." Id. p. 3. We will approve CBI's acquisition of Vista subject to the condition that its notification to Vista's customers must provide customers with a 14-day cost-free opportunity to choose another carrier, not merely to cancel service.

**Based upon the foregoing, it is hereby**

**ORDERED**, that the proposed transfer of the certain systems of Vista Group International, Inc. to Communications Billing, Inc. is GRANTED, with the condition that the proposed customer notification provide no less than 14 days during which customers may request a change of service providers, at no charge.

By order of the Public Utilities Commission of New  
Hampshire this sixth day of July, 2000.

---

Douglas L. Patch  
Chairman

---

Susan S. Geiger  
Commissioner

---

Nancy Brockway  
Commissioner

Attested by:

---

Thomas B. Getz  
Executive Director and Secretary