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**III. Estimated Public Attendance:** Approximately 25 members of the public attended the meeting as observers.

**IV. Documents Introduced.** Each member received the following handouts:

- (1) Discussion Paper for Use in Conjunction with the Conference Call Meeting of the North American Numbering Council
- (2) Lockheed Martin IMS/CIS Letter of March 26, 1999
- (3) Mitretek Letter of March 26, 1999
- (4) Lockheed Martin IMS/CIS Letter of March 22, 1999 (with attachment)
- (5) Responses to the North American Numbering Council CIS Issue Management Group Recommended Warburg Pincus CISAC/CIS Criteria
- (6) FCC Public Notice DA 99-347 (rel. Feb. 17, 1999)

**V. Summary of the Meeting:**

**A. Welcoming Remarks.** Chairman Alan Hasselwander provided welcoming remarks. Chairman Hasselwander stated that six documents had been sent to NANC members in preparation for the meeting, providing background on the issues and the subsequent questions raised by NANC and its working group. He stated that the focus of the inquiry is to respond to the FCC Public Notice of February 17, 1999 (February 17 Notice), which requested ". . . the NANC to provide its input to the Bureau on the Lockheed Martin Request," that is, the request to transfer the Lockheed Martin Communications Industry Services business "to a new independent company, Warburg, Pincus & Co." Chairman Hasselwander also referenced the following request that had been made by Mitretek to the NANC in its March 26, 1999 letter: "As no one has questioned Mitretek's ability to meet all the necessary elements to assume the NANPA responsibilities, we ask the NANC to make clear in its comments to the Commission Mitretek's capability to assume expeditiously the responsibilities of the NANPA."

The NANC commenced its discussion by referring to the questions posed on page 2 of Chairman Hasselwander's Discussion Paper, highlighting the issues to be addressed pursuant to the February 17 Notice:

Question 1: Does the NANC believe that the CIS Acquisition Corporation, and its relationship with Warburg, Pincus & Co., is neutral under the criteria set forth in the Requirements Document, as well as under the Commission's rules and orders. If not, does the NANC believe that the CIS Acquisition is not subject to undue influence by parties with a vested interest in the outcome of numbering activities?

Following discussion, the NANC agreed that the first question has two parts and that the first part

of the question is whether the CIS Acquisition Corporation, in its relationship with Warburg, Pincus & Co., is neutral under all the criteria set forth in the Requirements Document, as well as the Commission's rules and orders. The NANC reached consensus that CISAC would not meet all of the neutrality criteria. With respect to the second part of the question, following brief discussion, the NANC reached consensus that CISAC would not be subject to undue influence. Bill Adair, SBC, abstained from voting on this point.

Peter Guggina, MCI WorldCom, stated that the FCC should require sufficient documentation from Warburg, Pincus and CIS to support the statements made in the Lockheed Martin IMS letters of March 22 and March 26, 1999. Mr. Guggina also stated that the March 22 and March 26 letters improve the conditions under which CIS/Warburg, Pincus will agree to operate. He stated that he believes the conditions should be memorialized in the FCC order addressing the Lockheed Martin Request. Phil McClelland, NASUCA, stated that the FCC order also should make clear that the NANC continues to have oversight over the NANPA to ensure its continued neutrality. .

Chairman Hasselwander agreed to mention these two points in the transmittal letter to the FCC.

Chairman Hasselwander then turned to the second question on his Discussion Paper:

Question 2: Does NANC believe that the CIS Acquisition Corporation will have the capability to perform the functions of the NANPA in accordance with the Requirements Document?

Bernie Harris, GTE, noted that the FCC rules and the Requirements Document are not the same, and that the NANPA is required to comply with both the FCC rules and the Requirements Document. The NANC agreed to modify the question as suggested by Mr. Harris. Following brief discussion, the NANC reached consensus that the proposed new entity would be capable of performing the NANPA functions in accordance with the FCC's rules and the Requirements Document.

Chairman Hasselwander turned to the third question raised in the Discussion Paper:

Question 3: If Lockheed's petition is granted, does the NANC believe that the CIS Acquisition Corporation and Warburg, Pincus & Co. should be subject to conditions (beyond those set forth by Lockheed Martin and Warburg, Pincus & Co.) to assure its neutrality and capability during the current NANPA term? If so, what should those conditions be?

Peter Guggina, MCI WorldCom, noted that the LLCs currently are engaged in discussions with Lockheed Martin concerning its neutrality and its liability. He questioned whether any provisions agreed to by Lockheed Martin in the LLC context should be carried forward to the NANPA context. Ed Gould, AT&T, stated that the LLCs might have liability questions that do not arise in the NANPA context. Chairman Hasselwander posed the question of whether the NANC should

require Lockheed Martin/CIS to post a performance bond if it agreed to a performance bond with the LLCs. Following discussion, the NANC agreed that it should not do anything that would interfere with the ongoing discussions between the LLCs and Lockheed Martin/CIS. It also agreed that the liability issues present with respect to LNPA may not be present with respect to NANPA.

Commissioner Rolka, NARUC, suggested that the Lockheed Martin request to transfer the CIS should be conditioned on a cooperative relationship with the thousands block pooling administrator; in other words, if thousands block pooling administration is assigned to another entity, CISAC should be required to work cooperatively with that entity. The NANC agreed to this condition.

Dan Hochvert, Bell Atlantic, noted that all of the discussion had centered on the NANPA and asked whether the NANC should comment on LNPA. Chairman Hasselwander stated that although the FCC had not specifically asked the NANC to do so in its February 17 Notice, since NANC is charged with oversight over LNP, he did not believe that a statement would be out of place.

Andrea Hadley, GTE, commented that the LLCs currently are negotiating with Lockheed Martin/CIS and again raised the concern that NANC not take any action that might interfere with those negotiations. She noted that the neutrality criteria in the LNPA arena might differ from the neutrality criteria applicable to the NANPA. Kris Monteith, FCC, noted that the FCC views the LNPA functions as distinct from the NANPA function. Thus, while the FCC is looking to the NANC for a recommendation on the Lockheed Martin request to transfer the NANPA function to CISAC, it had not asked the NANC for a recommendation on the transfer of the LNPA function to the new CISAC. The FCC had, in general, asked for comment on the impact of the proposed transfer of the NANPA function on the LLCs and on other members of the NANP. Following further discussion, the NANC agreed to remain silent on the LLC/LNPA issue.

No further suggestions were made with respect to conditions to be imposed on CISAC.

Chairman Hasselwander then turned to the request from Mitretek that the NANC support the statement made in Mitretek's March 26 letter as to Mitretek's capability to assume expeditiously the responsibilities of the NANPA. Although the February 17 Notice does not specifically request that the NANC address Mitretek's position as the alternate NANPA, Chairman Hasselwander noted that the notice does ask for general comment on Mitretek's ability to perform, the price at which it would perform, and how Mitretek would transition the NANPA functions.

The NANC discussed how to handle Mitretek's request. Several NANC members raised concerns, stating that the proposed statement went beyond the issues looked at by the NANC. Dan Hochvert, Bell Atlantic, noted that the NANC had not studied the issue of Mitretek's neutrality, ability to perform and so forth. For this reason, Mr. Hochvert stated that the NANC is not in a position to comment on Mitretek's request. Following discussion, the NANC declined to comment on Mitretek's capability to assume the duties of the NANPA.

In closing, Chairman Hasselwander remarked that the NANC's recommendation must be filed with the FCC the following day. He stated that he would answer the FCC's questions in the

manner directed by the NANC and that he would include with the filing all of the documents that the NANC had considered during this conference call.

*C. Other Business.* Regarding NANPA performance survey responses, Andrea Cooper, Co-Chair, NANPA Oversight Working Group, requested that NANC members urge their respective companies to respond to the survey as soon as possible. She noted that, to date, the Working Group had received 60 responses.

*D.* The meeting was adjourned at 4:40 p.m.