

Anthony K. Conroy
Senior Counsel

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September 7, 1999

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
301 West High Street, Floor 5A
Jefferson City, Missouri 65101

FILED²
SEP 7 1999
Missouri Public
Service Commission

Re: Case No. FM-2000-219

Dear Judge Roberts:

Enclosed for filing with the Missouri Public Service Commission in the above-referenced case is an original and 14 copies of Application Of Southwestern Bell Telephone Company For Authority To Transfer Certain Assets To SBCS Switches, Inc.

Thank you for bringing this matter to the attention of the Commission.

Very truly yours,

A handwritten signature in cursive script that reads "Anthony K. Conroy".

Anthony K. Conroy

Enclosure

cc: Attorneys of Record

FILED²

SEP 7 1999

Missouri Public
Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Application of)
Southwestern Bell Telephone Company)
for Authority to Transfer Certain Assets to)
SBCS Switches, Inc.)

Case No. Tm2000-219

**APPLICATION OF SOUTHWESTERN BELL TELEPHONE COMPANY
FOR AUTHORITY TO TRANSFER CERTAIN ASSETS
TO SBCS SWITCHES, INC.**

COMES NOW Southwestern Bell Telephone Company (SWBT), and for its verified
Application (Application) for Authority to Transfer Certain Assets to SBCS Switches, Inc.
(Switches, Inc.), states to the Missouri Public Service Commission (Commission) as follows:

I. Introduction and Description of the Transaction

Pursuant to this verified Application, SWBT seeks expedited¹ review and Commission approval of SWBT's application to transfer certain assets, which are generally described on Appendix 1 attached hereto, to Switches, Inc. Switches, Inc. is a Delaware corporation and a wholly-owned subsidiary of SWBT. Once this transfer takes place, SWBT will distribute all of its stock in Switches, Inc. to SWBT's parent corporation, SBC Communications Inc. (SBC). Thereafter, SBC will merge Switches, Inc. into SBC Services, Inc. (Services, Inc.), with Services, Inc. being the surviving entity. Services, Inc. is a Delaware corporation and a wholly-owned subsidiary of SBC. Services, Inc. will utilize the assets which are the subject of this application along with other assets, to provide, on a centralized basis, a variety of administrative

¹ Contemporaneously with the filing of its application in this case, SWBT has also filed a Motion to Expedite Review and Approval of Application of Southwestern Bell Telephone Company for Authority to Transfer Certain Assets to SBCS Switches, Inc., in which SWBT requests that the Commission complete its review of and approve SWBT's application by December 1, 1999.

support services to SWBT and other SBC subsidiaries, including Pacific Bell, Nevada Bell and Southern New England Telephone (SNET).²

The administrative support services that Services, Inc. will provide on a centralized basis to SWBT and other SBC subsidiaries include the following types of services:

- Information Technology and Billing Support Services: Information technology services include such services as software development and maintenance, data center operations, PC desktop support services, and internal corporate data communications management. These services are currently provided to SWBT by its internal Information Technology organization, and under affiliate transaction agreements by SWBT's affiliates. Billing support services include such functions as billing operations, bill printing and mailing, fraud management, payment processing, and billing system project management. These services are currently provided to SWBT by its internal Billing Support organization, and under affiliate transaction agreement by SWBT's affiliates.
- Real Estate Support Services: Real estate support services include such services as facilities management, real estate design and construction management, real estate transactions, space planning, real estate transactions, space planning, real estate systems project management, and furniture administration. These services are currently provided to SWBT by its internal Real Estate organization, and under affiliate transaction agreement by SWBT's affiliates.
- Procurement Support Services: Procurement support services include such functions as contract management, purchasing operations, fleet management, materials management, internal mail services, copy bureau services, and procurement systems project management. These services are currently provided to SWBT by its internal Procurement organization, and under affiliate transaction agreement by SWBT's affiliates.
- Finance Support Services: Finance support services include such functions as accounts payable and bill payments, payroll, disbursement accounting and fixed asset accounting. These services are currently provided to SWBT by its internal finance organizations and under affiliate transaction agreement by SWBT's affiliates.

² As described in detail herein, the assets which are the subject of this application are not necessary or useful in the provision of telecommunications services to the public by SWBT, but instead are used to provide support services. Accordingly, Commission approval may not be required under Section 392.300 RSMo (1994). Nevertheless, without waiving its position that approval is unnecessary, SWBT is requesting approval here and the Commission need not resolve this legal issue.

- Human Resources Support Services: Human resources support services include such functions as staffing, work force development, benefit administration, absence management, and labor relations. These services are currently being provided to SWBT by its internal Human Resources organization, and under affiliate transaction agreement by SWBT's affiliates.

- Training Services: Training support services include such functions as course development and instructor-led and self-paced employee training. These services are currently provided to SWBT by its internal Human Resources organization and under affiliate transaction agreement by SWBT's affiliates.

SWBT's proposed transfer of assets to Switches, Inc. will not be detrimental to the public interest. See 4 CSR 240-2.060(5)(D). SWBT seeks authority to transfer the support function assets which are the subject of this application in order to facilitate the consolidation and centralization of similar administrative support functions provided to numerous subsidiaries of SBC. These administrative support functions are currently provided internally by several different SBC subsidiaries. The consolidation and centralization which the proposed transfer of assets will accomplish will permit SWBT and other subsidiaries of SBC to operate more efficiently by sharing the cost of common support functions and eliminating unnecessary duplication of such functions in numerous affiliates. This consolidation of administrative support functions will also allow SBC to realize additional operating efficiencies from its mergers with SNET and Pacific Telesis Group, and its pending merger with Ameritech.

SWBT will comply with the Federal Communications Commission's (FCC's) affiliate transaction rules in connection with the transfer of assets described herein. Pursuant to the FCC's affiliate transaction rules, SWBT will record the greater of the net book value or the fair market value of the assets transferred to Switches, Inc. An independent third party will determine the fair market value of the assets, which will in turn be compared to the net book value of the assets to be transferred. SWBT will provide this information to the Commission's

Staff after the analysis has been completed. SWBT estimates the net book value of the assets located in Missouri which will be transferred to Switches, Inc. will not exceed \$200 million.

SWBT will enter into a written contract under which Services, Inc. will provide administrative support services to SWBT. This contract will include provisions requiring Services, Inc. to meet the same quality standards for the support services as SWBT provides to itself today, and will require Services, Inc. to meet any change in those quality standards which SWBT may require during the duration of the contract. SWBT's payments to Services, Inc. for the administrative support services provided to SWBT by Services, Inc. will fully comply with all affiliate transaction rules.

SWBT anticipates that, over time, efficiencies gained from consolidating and centralizing the provision of the support services at issue here will lead to lower costs of service than would otherwise be incurred. The FCC's affiliate transaction rules will apply to the contract between Services, Inc. and SWBT and will ensure that SWBT does not book a rate for the receipt of services beyond that authorized by the FCC (i.e., the rate will be capped at the fully distributed cost incurred by Services, Inc.). But, even in the unlikely event that such efficiencies do not lead to lower costs, the transfer of assets contemplated by this application will have no impact on the rates, terms, conditions, or quality level of telecommunications services presently provided by SWBT to its retail customers in Missouri. SWBT is subject to price cap regulation in Missouri pursuant to Section 392.245 RSMo (1998 Supp.) and, as a result, its retail prices may not be increased to recover any potential additional costs which might result from the transfer of assets from SWBT to Switches, Inc. Similarly, SWBT does not anticipate that the transfer of assets will result in any increase in the costs upon which its wholesale rates are based, but in any event, the Commission retains full authority under Section 252 of the federal Telecommunications Act

of 1996 to establish prices for any unbundled network elements if the parties are unable to negotiate an agreement. Accordingly, this Commission can ensure that this transfer of assets will not result in increased wholesale rates.

II. Information Required Pursuant to 4 CSR 240-2.060(1) and 2.060(5)³

1. SWBT submits its Application pursuant to Commission rule 2.060(1) and 2.060(5).
2. Pursuant to the requirement of Commission rule 2.060(1)(A), the applicant's legal name is Southwestern Bell Telephone Company. SWBT is a Missouri corporation duly authorized to conduct business in Missouri with its principal place of business in Missouri located at One Bell Center, St. Louis, Missouri 63101.
3. Pursuant to the requirement of Commission rule 2.060(1)(B), SWBT is a "local exchange telecommunications company" and a "public utility" and is authorized to and does provide "telecommunications service" within the state of Missouri, as each of those terms are defined in §386.020 RSMo (1998).
4. Pursuant to the requirement of Commission rule 2.060(1)(C), all correspondence, communications and orders and decisions of the Commission in this matter should be sent to SWBT as follows:

Paul G. Lane
Leo J. Bub
Anthony K. Conroy
Katherine C. Swaller
Attorneys for Southwestern Bell Telephone Company
One Bell Center, Room 3518
St. Louis, Missouri 63101

³ As used herein, all citations to the Commission's rules are to 4 CSR 240-.

5. Pursuant to the requirement of Commission rule 2.060(1)(D), SWBT submits its application in this case seeking Commission authority under §392.300 RSMo (1994) to transfer certain assets to SBCS Switches, Inc. As described above, Switches, Inc. is a Delaware Corporation and is a wholly-owned subsidiary of SWBT. After the Commission approves SWBT's application in this case, SWBT will distribute all of the outstanding stock in Switches, Inc. to SWBT's parent corporation, SBC. Thereafter, Switches, Inc. will be merged into SBC Services, Inc., which is also a Delaware corporation and also a wholly-owned subsidiary of SBC. Services, Inc. will be the surviving corporation and the entity which will provide administrative support services to SWBT and other SBC subsidiaries.

6. Pursuant to the requirement of Commission rule 2.060(1)(E), the relief requested by SWBT, as more fully described herein, is Commission authority to transfer to Switches, Inc. certain assets currently used by SWBT to administratively support its provision of telecommunications service in Missouri. As described above, a description of the assets which SWBT seeks authority to transfer to Switches, Inc. is attached hereto as Appendix 1.

7. Pursuant to the requirement of Commission rule 2.060(5)(A), Appendix 1 to this Application contains a description of the property which SWBT seeks authority to transfer. SWBT will conduct an inventory of the specific assets it proposes to transfer to Switches, Inc. and will provide a list of such assets to the Commission prior to the Commission making a final determination on this application. No franchises, permits, operating rights or certificates of convenience or necessity are involved in the proposed transfer of assets from SWBT to Switches, Inc.

8. Pursuant to the requirement of Commission rule 2.060(5)(B), Appendix 2 to this Application is a copy of the agreement between SWBT and Switches, Inc., pursuant to which the assets which are the subject of this application will be transferred from SWBT to Switches, Inc.

9. Pursuant to the requirement of Commission rule 2.060(5)(C), Appendix 3 to this application is a certified copy of the consent of the board of directors of SWBT, authorizing the transfer of assets which is the subject of this application from SWBT to Switches, Inc.

10. Pursuant to the requirement of Commission rule 2.060(5)(D), as described herein, the proposed transfer of assets from SWBT to Switches, Inc. will not be detrimental to the public interest. The assets which will be transferred to Switches, Inc. are currently used by SWBT to administratively support SWBT's provision of telecommunications services in Missouri. In order to achieve greater operating efficiencies among SWBT and its affiliates, certain administrative support functions currently performed internally within SWBT (using SWBT assets located in Missouri and elsewhere) and by various affiliates of SWBT will be consolidated and performed by Services, Inc. This consolidation is designed to be completed, assuming regulatory approval, by the end of 1999. The administrative support services that Services, Inc. will provide to SWBT and its affiliates include the services described on pages 2-3 of this application. After the transfer of assets from SWBT to Switches, Inc. and Switches, Inc.'s merger into Services, Inc., Services, Inc. will continue to utilize these assets and others to provide the same support functions to SWBT, as well as other SWBT affiliates, on a centralized basis. SWBT will continue to comply with all applicable FCC affiliate transaction rules, both in connection with the initial transfer of assets to Switches, Inc. and in all subsequent transactions with Services, Inc.⁴ SWBT will book the greater of fair market value and net book value for all

⁴ See, 47 CFR §32.27.

assets transferred to Switches, Inc. SWBT will book as expense the fully distributed cost of services provided by Services, Inc. to SWBT.⁵

11. As described above, the transfer of assets which is the subject of this Application will have no impact on any retail rates charged by SWBT and will be transparent to SWBT's retail customers in Missouri. Nor does SWBT anticipate that the proposed transfer will cause its rates to wholesale customers to increase, but, in any event, the Commission retains control over the rates charged by SWBT pursuant to the arbitration provisions of Section 252 of the federal Telecommunications Act of 1996. SWBT is not seeking authority to transfer any assets or equipment (including switches, cables, etc.) it currently uses to provide telecommunications services in Missouri. SWBT will retain its network, operator services and customer service personnel presently providing services to customers in Missouri. SWBT will also retain ownership of the "legacy" operational and billing systems (e.g., BOSS, CRIS, CABS, SORD and OSS) presently used to support telecommunications services provided in Missouri.

12. Pursuant to Commission rule 2.060(5)(E) and (F), neither Switches, Inc. nor Services, Inc. is now subject to the jurisdiction of the Commission under Chapter 392, and neither entity will be subject to Commission jurisdiction after the transfer of assets described herein is completed.

13. As described in paragraph 7 of this application, SWBT has not completed its inventory of the specific assets located in Missouri which it will transfer to Switches, Inc. With respect to the requirement of Commission rule 2.060(5)(G), however, the transfer of assets located in Missouri from SWBT to Switches, Inc. will not have a material negative impact on the

⁵ The FCC affiliate transaction rules require SWBT to book the lower of fully distributed cost or prevailing price for services received from Services, Inc. It is not anticipated that Services, Inc. will provide services to unaffiliated third parties, hence a prevailing price as defined by the FCC's affiliate transaction rules will not exist.

tax revenues of any political subdivision of Missouri. Certain political subdivisions may experience an increase in tax revenues as a result of the transfer.

WHEREFORE, Southwestern Bell Telephone Company respectfully requests that the Commission issue an Order authorizing the transfer certain assets as described in this application to SBCS Switches, Inc.

Respectfully submitted,

SOUTHWESTERN BELL TELEPHONE COMPANY

BY Anthony K. Conroy

PAUL G. LANE #27011

LEO J. BUB #34326

ANTHONY K. CONROY #35199

KATHERINE C. SWALLER #34271

Attorneys for Southwestern Bell Telephone Company

One Bell Center, Room 3516

St. Louis, Missouri 63101

314-235-6060 (Telephone)

314-247-0014 (Facsimile)

VERIFICATION OF APPLICATION

I, William B. McCullough, an Officer of Southwestern Bell Telephone Company and pursuant to 4 CSR 240-2.060(F), hereby swear and affirm that I am authorized to speak on behalf of the Applicant Southwestern Bell Telephone Company and to attest to the veracity of the statements contained in this Application.

William B. McCullough
Name

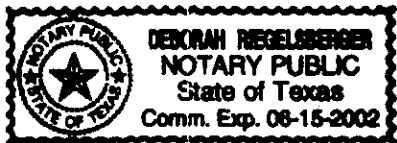
State of Texas)
County of Bexar) SS

Sept. I, Deborah Riegelsberger, a Notary Public do hereby certify that on this 3rd day of ~~August~~, 1999, personally appeared before me William B. McCullough who declared that all of the information contained herein above is true, to the best of his knowledge and belief.

Deborah Riegelsberger
Notary Public

My Commission Expires:

06-15-2002



Type of Assets to be Transferred

Description
Office Support Equipment
OCS Data Terminal - Apparatus & Connections
OCS-Station Apparatus-Telephone & Miscellaneous
OCS Telephone & Miscellaneous - Apparatus & Connections (Audio Conference Bridges)
OCS Digital Data Systems - Apparatus & Connections (T1 - High Cap)
Data Communications Devices
Motor Vehicles
OCS Optical Fiber BDS - Apparatus & Connections (Routers and Bridges)
OCS Telephone & Miscellaneous - Key Systems Apparatus & Connections (Common Voice Equipment)
PBX & Key Systems - Non Electronic Manual & Dial
OCS PBX Analog
PBX & Key Systems - Digital Data Systems
OCS PBX Digital
OCS Other Miscellaneous non-PBX Equipment (Video Conference and ACD)
Office/Storeroom Furniture
Mainframes and Peripherals
Mainframe CPU
Mainframe Disk
Minicomputers
Garage and Motor Vehicle Shop Equipment
Personal Computers
PC Peripherals and AMA Equipment (Not AMA in SWBT)
Tools and Other Work Equipment
Storeroom Work Equipment

ASSET TRANSFER AGREEMENT

This Agreement is made and entered into as of the 24 day of August, 1999, by and between Southwestern Bell Telephone Company ("SWBT"), a Missouri corporation, and SBCS Switches, Inc. ("SBCS Switches"), a Delaware Corporation.

WHEREAS, SWBT is the owner of certain property consisting of support service assets, together with ancillary supporting equipment, (collectively, the "Property") as referenced on Attachment A;

WHEREAS, SWBT is the sole shareholder of SBCS Switches;

WHEREAS, SWBT desires to transfer to SBCS Switches, and SBCS Switches desires to receive from SWBT, the Property, upon the terms set forth herein;

NOW, THEREFORE, SWBT AND SBCS Switches agree as follows:

1. Upon receipt of all appropriate regulatory approvals, SWBT agrees to transfer the Property to SBCS Switches. Attachment A hereto is a list of the assets comprising the Property, including the net book value of the assets.
2. SBCS Switches agrees to acknowledge receipt of the Property in writing.
3. If SWBT or SBCS Switches determines that Attachment A was inaccurate in the description of the Property or in its representation of the net book value of the assets, then Attachment A will be revised to correct the error, and SWBT will take all steps necessary to comply with applicable state or federal regulations governing the transaction.
4. SWBT will make all appropriate bookkeeping entries relating to the transfer of Property, including the recording of the greater of net book value and fair market value of the transferred assets, pursuant to applicable affiliate transaction requirements imposed by the Federal Communications Commission.

IN WITNESS WHEREOF, SWBT and SBCS Switches have caused this Agreement to be executed in duplicate counterparts, each of which will be deemed an original instrument, by their duly authorized representatives as of the date set forth above.

SOUTHWESTERN BELL TELEPHONE
COMPANY

By: 

Title: PRESIDENT & CEO

SBCS SWITCHES, INC.

By: 

Title: President and Treasurer

ATTACHMENT A

SWBT SUPPORT ASSETS PROJECTED TO BE MOVED TO SBC SERVICES

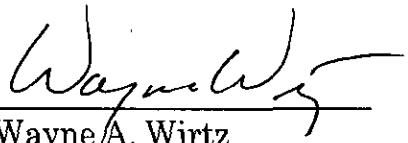
All values are estimates and subject to change based on final inventory of related assets

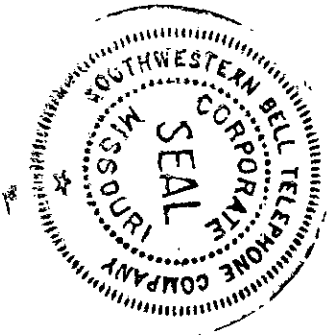
		AR	KS	MO	OK	TX	TOTAL
116C	OCS - CPE	\$ 691,667.73	\$ 3,948,579.99	\$ 14,557,888.75	\$ 1,887,926.69	\$ 10,071,969.97	\$ 31,158,033.13
126C	OCS - Audio Confer	\$ 1,130.28	\$ -	\$ 57,237.74	\$ 31.37	\$ 2,111.58	\$ 60,510.96
136C	OCS - High Cap C	\$ -	\$ 7,404.52	\$ 29,241.70	\$ -	\$ 1,461.86	\$ 38,108.08
156C	OCS - Routers	\$ 281,803.67	\$ 393,622.04	\$ 946,901.70	\$ 351,904.11	\$ 3,209,709.06	\$ 5,183,940.58
166C	OCS - Common V	\$ -	\$ -	\$ 87,500.50	\$ 38,014.55	\$ 175,963.82	\$ 301,478.87
176C	OCS - PBX Analog	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
186C	OCS - PBX Digital	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
196C	OCS - Video Confer	\$ 102,676.97	\$ 355,635.50	\$ 2,701,283.89	\$ 184,877.25	\$ 3,076,262.43	\$ 6,420,736.04
151C	Motor Vehicles	\$ 273,466.24	\$ 643,339.22	\$ 833,961.77	\$ 694,120.81	\$ 3,382,500.63	\$ 5,827,388.66
52C	Garage and Motor	\$ 4,093.49	\$ 15,584.46	\$ 82,829.44	\$ 16,275.41	\$ 2,063,636.51	\$ 2,182,419.31
60C	Tools and Other W	\$ 291,920.80	\$ 473,944.61	\$ 927,399.06	\$ 517,646.10	\$ 3,641,185.90	\$ 5,852,096.46
20C	Office Storeroom F	\$ 772.14	\$ 19,347.22	\$ 180,023.65	\$ 8,919.75	\$ 90,601.72	\$ 299,664.48
106C	Office Support Equ	\$ 22,708.42	\$ 26,095.36	\$ 1,511,362.43	\$ 39,409.15	\$ 4,170,482.03	\$ 5,770,057.39
270C	Mainframes and P	\$ 957,914.24	\$ 999,340.01	\$ 78,621,975.85	\$ 595,519.57	\$ 51,287,221.68	\$ 132,461,971.35
370C	Minicomputers	\$ 2,862,118.73	\$ 676,572.31	\$ 40,034,053.48	\$ 2,322,184.58	\$ 30,537,184.95	\$ 76,432,114.05
570C	Personal Compute	\$ 126,224.99	\$ 274,015.24	\$ 4,687,074.23	\$ 207,844.90	\$ 2,487,819.04	\$ 7,782,978.41
		\$ 5,616,497.70	\$ 7,833,480.47	\$ 145,258,734.19	\$ 6,864,674.23	\$ 114,198,111.19	\$ 279,771,497.78

**SOUTHWESTERN BELL TELEPHONE COMPANY
SECRETARY'S CERTIFICATE**

I, Wayne A. Wirtz, do hereby certify that I am the duly appointed, qualified and acting Assistant Secretary of Southwestern Bell Telephone Company, a Missouri corporation, and have custody of the records and seal of said corporation; and I further certify that attached hereto as Exhibit A is a true, complete and correct copy of corporate resolutions duly adopted by the Executive Committee of the Board of Directors on August 23, 1999, and said resolutions have not been modified, amended or rescinded and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of said corporation as of this 24th day of August 1999.


Wayne A. Wirtz
Assistant Secretary



**CONSENT OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF
SOUTHWESTERN BELL TELEPHONE COMPANY**

THE UNDERSIGNED, being all of the members of the Executive Committee of the Board of Directors of Southwestern Bell Telephone Company (the "Company"), a Missouri corporation, hereby each consent to and deem it advisable to adopt and hereby do adopt the following resolutions, without a meeting, which consents shall have the same force and effect as a unanimous vote at a meeting duly held:

WHEREAS, the Company desires to transfer and convey the Company owned property consisting of support service assets to its wholly-owned subsidiary, SBCS Switches, Inc.;

WHEREAS, the Company intends, upon obtaining regulatory approval for the transfer of the assets, to distribute all of the Company's stock in SBCS Switches, Inc. to SBC Communications Inc. (SBC);

WHEREAS, subsequent to the distribution of the Company's stock in SBCS Switches, Inc. to SBC, SBCS Switches, Inc. proposes to merge with SBC Services, Inc. with the surviving entity being SBC Services, Inc., and thereafter, the Company intends to use SBC Services, Inc. for the administrative services which the Company presently provides itself, pursuant to applicable affiliate transaction rules;

WHEREAS, the purpose of the transfer is to permit the centralization of support service assets; and

NOW THEREFORE, it is

RESOLVED, that effective August 23 1999, the Company, upon obtaining the necessary regulatory approvals, authorizes the proper officers of the Company to transfer and convey the Company owned property consisting of support service assets, together with ancillary supporting equipment as substantially referenced on Attachment A, to its wholly-owned subsidiary, SBCS Switches, Inc., upon such terms and conditions as they deem proper and convenient; and

RESOLVED FURTHER, that the proper officers of the Company are authorized to execute and deliver any and all documents, instruments and agreements and to take such other or further actions as they shall deem necessary or desirable to fully effectuate the foregoing resolutions.

RESOLVED FURTHER, that for purposes of the foregoing resolution, the proper officers of the Company are the President, any Vice President, the Treasurer or any Assistant Treasurer, the Secretary or any Assistant Secretary.

Action taken as of this 23 day of August 1999.

R. Caldwell
Royce Caldwell

Ray Wilkins
Ray Wilkins

ATTACHMENT A

SWBT SUPPORT ASSETS PROJECTED TO BE MOVED TO SBC SERVICES

All values are estimates and subject to change based on final inventory of related assets

		AR	KS	MO	OK	TX	TOTAL
116C	OCS - CPE	\$ 691,667.73	\$ 3,948,579.99	\$ 14,557,888.75	\$ 1,887,926.69	\$ 10,071,969.97	\$ 31,158,033.13
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		\$ 5,616,497.70	\$ 7,833,480.47	\$ 145,258,734.19	\$ 6,864,674.23	\$ 114,198,111.19	\$ 279,771,497.78

CERTIFICATE OF SERVICE

Copies of this document were served on the following parties by hand-delivery on September 7, 1999.



Anthony K. Conroy

DAN JOYCE
MISSOURI PUBLIC SERVICE COMMISSION
301 W. HIGH STREET, SUITE 530
JEFFERSON CITY, MO 65101

MARTHA HOGERTY
OFFICE OF THE PUBLIC COUNSEL
301 W. HIGH STREET, SUITE 250
JEFFERSON CITY, MO 65101