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October 12, 2001

FILED²

OCT 12 2001

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
Jefferson City, Missouri 65101

76-2002-185

In re: Southwestern Bell Telephone Company's, Southwestern Bell Texas, Inc.,'s, and Southwestern Bell Telephone, L.P.'s, d/b/a Southwestern Bell Telephone Company's, Motion for Expedited Treatment Regarding Their Joint Application for Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1), and 4 CSR 240-2.060(8)

Case No.:

Dear Judge Roberts:

Enclosed for filing with the Missouri Public Service Commission is Southwestern Bell Telephone Company's, Southwestern Bell Texas, Inc.,'s, and Southwestern Bell Telephone, L.P.'s, d/b/a Southwestern Bell Telephone Company's, Motion for Expedited Treatment Regarding Their Joint Application for Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1), and 4 CSR 240-2.060(8).

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

Very truly yours,

Mimi B. MacDonald /mm

Mimi B. MacDonald

Enclosure

cc: Attorneys of Record

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED²

OCT 12 2001

Missouri Public
Service Commission

In the Matter of the Application of)
Southwestern Bell Telephone Company)
To Transfer Property and Ownership of)
Stock Pursuant to Section 392.300, R.S.Mo.)

Case No. *TO-2002-185*

SOUTHWESTERN BELL TELEPHONE COMPANY'S,
SOUTHWESTERN BELL TEXAS, INC.'S, AND
SOUTHWESTERN BELL TELEPHONE, L.P.'S, d/b/a
SOUTHWESTERN BELL TELEPHONE COMPANY'S,
MOTION FOR EXPEDITED TREATMENT REGARDING THEIR
JOINT APPLICATION FOR ORDER PERMITTING CORPORATE
RESTRUCTURING PURSUANT TO SECTION 392.300, R.S.MO.,
4 CSR 240-2.060(1), AND 4 CSR 240-2.060(8)

Comes now Southwestern Bell Telephone Company, Southwestern Bell Texas, Inc., and Southwestern Bell Telephone, L.P., d/b/a Southwestern Bell Telephone Company¹ and, for Their Motion for Expedited Treatment Regarding Their Joint Application For Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1) and 4 CSR 240-2.060(8), state as follows:

1. Southwestern Bell Telephone Company ("SWBT"), Southwestern Bell, Texas, Inc. ("SWBT Texas"), and Southwestern Bell Telephone, L.P., d/b/a Southwestern Bell Telephone Company ("SWBT, L.P."), in their Joint Application For Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1) and 4 CSR 240-2.060(8) are seeking approval from the Missouri Public Service Commission ("the Commission") to convert SWBT, through a series of transactions, from a Missouri corporation to a Texas limited partnership in order to achieve an overall tax savings.

¹Upon obtaining the appropriate approvals for this corporate restructuring, Southwestern Bell Telephone Company, a Missouri corporation, will be converted to a Texas limited partnership. Southwestern Bell Telephone Company, the Missouri corporation, will then cease doing business. At that time, Southwestern Bell Telephone, L.P. will apply for a fictitious name registration, i.e. d/b/a Southwestern Bell Telephone Company.

2. In order to realize the full benefits of this conversion, SWBT must be converted from a Missouri corporation to a Texas limited partnership no later than December 31, 2001. This conversion will have no effect on the tax revenues of the State of Missouri or its political subdivisions in which SWBT's structures, facilities, or equipment are located nor will the restructuring affect the ultimate owner of SWBT, which will continue to be owned by SBC Communications Inc.

3. SWBT, SWBT Texas, and SWBT, L.P. respectfully request the Commission approve their Joint Application no later than December 20, 2001, which is the planned effective date of the conversion. There will be no negative effect on SWBT's customers or the general public if the Commission acts by December 20, 2001.

4. SWBT, SWBT Texas, and SWBT, L.P. filed their Joint Application for Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1) and 4 CSR 240-2.080(8) as soon as possible after making the decision to reorganize.

WHEREFORE, Southwestern Bell Telephone Company, Southwestern Bell Texas, Inc., and Southwestern Bell Telephone, L.P., respectfully request that the Commission grant their: (a) Motion for Expedited Treatment Regarding Their Application for Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1) and 4 CSR 240-2.060(8); and (b) Application for Order Permitting Corporate Restructuring Pursuant to Section 392.300, R.S.Mo., 4 CSR 240-2.060(1) and 4 CSR 240-2.060(8) on or before December 20, 2001.

Respectfully submitted,

BY Mimi B. MacDonald /tm

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CERTIFICATE OF SERVICE

Copies of this document were served on the following parties by hand-delivery on
October 12, 2001.

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