

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
December 10, 1998**

CASE NO: TO-99-227

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

Paul G. Lane/Leo J. Bub
Anthony K. Conroy/Katherine C. Swaller
Southwestern Bell Telephone Company
One Bell Center, Room 3520
St. Louis, MO 63101

Richard S. Brownlee, III
Hendren and Andrae, L.L.C.
221 Bolivar Street, P.O. Box 1069
Jefferson City, MO 65102

Stephen F. Morris
MCI Telecommunications Corporation
701 Brazos, Suite 600
Austin, TX 78701

General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

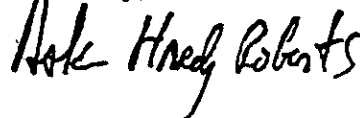
Paul S. DeFord
Lathrop & Gage
2345 Grand Boulevard, Suite 2500
Kansas City, MO 64108

Carl J. Lumley/Leland B. Curtis
Curtis, Oetting, Heinz, Garrett & Soule
130 s. Bemiston, Suite 200
Clayton, MO 63105

Kenneth A. Schiffman
Sprint Communications Company L.P.
8140 Ward Parkway, 5E
Kansas City, MO 64114

Enclosed find certified copy of ORDER in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

Uncertified Copy:

Scott A. Sapperstein
Intermedia Communications
3625 Queen Palm Drive
Tampa, FL 33619

To all interexchange and local exchange telecommunications companies

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

At a session of the Public Service
Commission held at its office
in Jefferson City on the 9th
day of December, 1998.

In the Matter of the Application of Southwestern)
Bell Telephone Company to Provide Notice of)
Intent to File an Application for Authorization) Case No. TO-99-227
to Provide In-region InterLATA Services)
Originating in Missouri Pursuant to Section 271)
of the Telecommunications Act of 1996.)

ORDER GRANTING INTERVENTIONS,
GRANTING PROTECTIVE ORDER,
AND ESTABLISHING PROCEDURAL SCHEDULE

Southwestern Bell Telephone Company (SWBT) filed a Notice of Intent to File an Application for Authorization to Provide In-Region, InterLATA Services Originating in Missouri Pursuant to Section 271 of the Telecommunications Act of 1996 with the Commission on November 20, 1998. SWBT states that it has filed this notice pursuant to the Commission's order in Case No. TO-97-56 to provide 120 days advance notice of its affiliate's intention to file an application with the Federal Communications Commission (FCC) under Section 271 of the Telecommunications Act of 1996. SWBT also filed a draft of its brief in support of the application and direct testimony. In addition, SWBT has requested that each competitive local exchange company (CLEC) provide information in the form of an implementation schedule and set of 54 questions as previously requested in Case No. TO-97-56.

In Case No. TO-97-56 the Commission ordered that upon notice from SWBT of its intent to file its application with the FCC, the Commission would issue an order setting a date for the filing of rebuttal testimony and an evidentiary hearing, and joining as a party all CLECs including all entities that have applied for CLEC certification as of the date of SWBT's notice. The Commission finds that those entities should be made parties to this case without the need for filing an application to intervene. Attached to this order as Attachment A is a list of the CLECs and local exchange carriers (LECs) which will be made a party to this case.

The Commission finds that other proper persons should be allowed ten days from the issuance of this order to file an application to intervene or to participate without intervention. The Commission finds that notice of this filing should be sent to all interexchange and local exchange telecommunications companies.

On November 24 AT&T Communications of the Southwest, Inc., TCG St. Louis, Inc., and TCG Kansas City, Inc. (collectively referred to as AT&T) filed an Application to Intervene and Motion for Entry of Procedural Schedule. AT&T states that it has an interest in the Commission's decision because it provides competitive interexchange telecommunications services and is a prospective provider of local exchange telecommunications services in Missouri. AT&T states that its interests are different from those of the general public. AT&T states that its expertise and experience in the telecommunications industry will assist

the Commission in providing its recommendation to the FCC on SWBT's Section 271 application.

AT&T also proposed a procedural schedule and some additional procedural guidelines. Both AT&T and SWBT suggested that the Commission consider allowing the witnesses at the evidentiary hearing to testify in a panel presentation format. AT&T also included model questions used by the Texas Public Utility Commission in conducting that state's Section 271 application proceeding. AT&T's proposed procedural schedule is as follows:

November 23, 1998	-	Discovery begins
January 25, 1999	-	Rebuttal testimony and/or written comments
February 1, 1999	-	Witness lists exchanged
February 8, 1999	-	Last day for depositions
February 15, 1999	-	Prehearing conference
February 22, 1999	-	Evidentiary hearing
March 8, 1999	-	Simultaneous briefs filed
March 19, 1999	-	Commission recommendation issued

On November 30 Digital Teleport, Inc. (DTI) filed an Application to Intervene and MCI Telecommunications Corporation (MCI) filed a Motion to Intervene. DTI states that it has an interest in the Commission's decision in this case because it provides interexchange, local exchange, and basic local telecommunications services in Missouri. DTI states that its interests are different from those of the general public.

MCI states in its motion that the Commission's decision may affect its interests as an interexchange telecommunications services provider and that its expertise and experience in the telecommunications industry will assist the Commission in providing its recommendation to the FCC on SWBT's Section 271 application. MCI also states that its interests are different from those of the general public.

On December 4 Sprint Communications Company L.P (Sprint) filed an Application for Intervention. Sprint stated that it is an authorized provider of intrastate and interstate interexchange telecommunications services in Missouri, and is also authorized to provide competitive local exchange telecommunications services in Missouri. Sprint states that its interests in this proceeding are different than those of the general public and its expertise will aid the Commission in making a decision in this matter.

On December 7 the Mid-Missouri Group of Local Exchange Telephone Companies¹ (MMG) filed an Application for Intervention. MMG stated that it seeks to intervene because the Commission's decision may affect MMG's interests as a provider of interexchange telecommunications services. MMG states that its interests in this proceeding are different than those of the general public and its expertise will aid the Commission in making a decision in this matter.

¹ The Mid-Missouri Group of Local Exchange Telephone Companies consists of the following companies: Alma Telephone Company, Chariton Valley Telephone Corporation, Choctaw Telephone Company, Mid-Missouri Telephone Company, MoKan Dial, Inc., Modern Telecommunications Company, Northeast Missouri Rural Telephone Company, and Peace Valley Telephone Company, Inc.

The Commission has reviewed the applications to intervene and finds that they are in substantial compliance with Commission rules regarding intervention and that the applicants have an interest in this matter which is different from that of the general public. The Commission concludes that the requests for intervention should be granted.

SWBT also requested the issuance of the Commission's "standard protective order" for information it wishes to file as part of its direct testimony, which the company considers to be highly confidential or proprietary information. Although the Commission is given limited information as to exactly what information SWBT wishes to protect and why it believes a protective order is necessary, in the interest of expediency, the Commission finds that there is a need to protect confidential information and the request for a protective order is reasonable. The Commission has previously recognized the need to protect confidential information and the issuance of protective orders has helped to minimize disputes in past cases. Therefore, the Commission finds that a protective order should be granted.

On November 25 the Staff of the Missouri Public Service Commission (Staff) filed a Motion to Consolidate or in the Alternative to Reject Filing. Staff argues in its motion that SWBT's filing should be consolidated with Case No. TO-97-56 and SWBT required to certify that it has served its notice on all the parties to Case No. TO-97-56 as required by the Commission's order. Staff also requests that the 120-day advance notice period not begin to run until notice is given to all the

parties in Case No. TO-97-56. In the alternative, Staff states that the filing should be rejected for failure to comply with the Commission's order.

On November 30 MCI filed a Motion to Reject Filing or Require Service. MCI also requests the Commission to reject SWBT's filing or in the alternative to order SWBT to serve its filing on all parties to Case No. TO-97-56 and postpone commencement of the 120-day advance notice period until that certification is filed with the Commission. On December 2 a notice was issued informing SWBT that it should respond to MCI and Staff's motions no later than December 4.

On December 3 the Office of the Public Counsel (OPC) filed a response to the motions. OPC's position is that the Commission is not strictly bound by 120-day time period and may issue its recommendation after the 120 days has expired. OPC states that the Commission's recommendation is intended as an aid for the FCC after SWBT has filed its application with the FCC. Thus, the Commission could reasonably extend its order into the 90-day period in which the FCC will be deliberating the application. OPC requests the Commission to establish a reasonable procedural schedule.

SWBT filed its response to Staff, MCI, and AT&T's motions on December 4. SWBT states that it does not object to the consolidation of Case No. TO-97-56 with Case No. TO-99-227, and states that in the alternative, the Commission may want to close Case No. TO-97-56. The Commission determines that the issues in Case No. TO-97-56 have been decided with the exception of SWBT's request for service upon the CLECs

of 54 questions and an implementation schedule. The Commission also determines that the single pending issue from Case No. TO-97-56 has been raised by SWBT in the current case. Therefore, the Commission finds that Case No. TO-97-56 may now be closed. The issue of requiring the CLECs to complete an implementation schedule and answer questions will be addressed in a subsequent order.

Also in SWBT's response, it certifies that it has served the notice of its Section 271 application upon all the parties to Case No. TO-97-56 as of December 2, 1998. Therefore, the Commission finds that the 120-day advance notice period should begin on December 2, 1998, as that is when SWBT complied with the Commission's order regarding notice to the parties.

SWBT included in its response a proposed procedural schedule and stated that it desires to file surrebuttal testimony in this matter. SWBT states that Staff is in agreement with a procedural schedule as follows:

January 12, 1999	-	Rebuttal Testimony due
January 26, 1999	-	Surrebuttal Testimony of SWBT due
February 1-2, 1999	-	Prehearing conference
February 3, 1999	-	Hearing Memorandum due
February 8-12, 1999	-	Hearing (expedited transcripts requested)
February 26, 1999	-	Initial Briefs due
March 9, 1999	-	Reply Briefs due

March 19, 1999 - Commission Order issued

March 29, 1999 - Effective date of
Commission order

Staff filed a Clarification of Proposed Procedural Schedule on December 7. In that pleading, Staff clarified that its recommendation is that if the Commission allows SWBT to file surrebuttal testimony in this proceeding, that all parties should be allowed to file surrebuttal testimony.

On December 8 MCI filed a reply to the proposed procedural schedules. MCI stated that it was opposed to the Commission attempting to conclude its proceeding before April 1, or before a deadline that the FCC sets for PSC recommendations. MCI also opposes January 12, 1999, as the deadline for the filing of rebuttal testimony. MCI states that the January 12 date would not give it sufficient time to respond to SWBT's voluminous pleadings. MCI states that it supports AT&T's January 25, 1999 deadline for filing rebuttal testimony.

The Commission has reviewed the pleadings including the proposed procedural schedules as set out by AT&T and SWBT and Staff. The Commission finds that in the interest of expediency, a procedural schedule should be established immediately. The Commission also agrees with OPC that it is not strictly bound by a 120-day time period for making its recommendation to the FCC. The Commission will, however, attempt to make its recommendation as close to that 120-day deadline as possible, so as not to hamper the FCC's ability to adequately review SWBT's application once it is filed. Upon review of the Commission's

calendar, the Commission finds the procedural schedule set out below to be reasonable, including allowing all parties to file surrebuttal testimony. The Commission also finds that the following conditions should be applied to the schedule:

(A) The Commission requires the prefiling of testimony as defined in 4 CSR 240-2.130. All parties shall comply with this rule, including the requirement that testimony be filed on line-numbered pages. The practice of prefiling testimony is designed to give parties notice of the claims, contentions and evidence in issue and to avoid unnecessary objections and delays caused by allegations of unfair surprise at the hearing.

(B) Testimony and schedules shall not be filed under seal and treated as proprietary or highly confidential unless a protective order has first been established by the Commission. The party that considers information to be proprietary or highly confidential should request a protective order. Any testimony or schedule filed without a protective order first being established shall be considered public information.

(C) The parties shall file a hearing memorandum setting out the issues to be heard and the witnesses to appear on each day of the hearing, with an appendix containing definitions of essential terms, each party's position on the disputed issues, and the order of cross-examination. The hearing memorandum will set forth the issues that are to be heard and decided by the Commission. Any issue not contained in the hearing memorandum will be viewed as uncontested and not requiring

resolution by the Commission. Staff will be responsible for preparing and filing the hearing memorandum.

(D) The Commission emphasizes the importance of the deadline for filing the hearing memorandum. Commission Staff will be responsible for preparing and filing the hearing memorandum, and, unless the Commission orders otherwise, the hearing memorandum shall be filed on or before the date set. Each party is required to provide Staff with its position on each unresolved issue at least two business days prior to the filing deadline for the hearing memorandum. Each party shall either present their signature element (a signed page), shall provide written authorization to permit the General Counsel to sign for that particular party, or shall be available to sign the final draft at the offices of the General Counsel prior to the filing deadline. A hearing memorandum which is not signed is considered noncompliant as to the party whose signature is missing and any party who fails or refuses to sign the final copy of the hearing memorandum is hereby ordered to file its own hearing memorandum, which follows the same numbering and topic outline, by the hearing memorandum filing date.

(E) The Commission's general policy provides for the filing of the transcript within two weeks after the hearing. However, SWBT has requested expedited transcripts and the Commission determines that the request is appropriate and will be granted.

(F) The Commission will limit the length of initial briefs to 30 pages and reply briefs to 15 pages. All pleadings, briefs and amendments shall be filed in accordance with 4 CSR 240-2.080. The briefs to

be submitted by the parties shall follow the same format established in the hearing memorandum. Initial briefs must set forth and cite the proper portions of the record concerning the remaining unresolved issues that are to be decided by the Commission.

(G) All parties are required to bring an adequate number of copies of exhibits which they intend to offer into evidence at the hearing. If an exhibit has been prefiled, only three copies of the exhibit are necessary for the court reporter. If an exhibit has not been prefiled, the party offering it shall bring, in addition to the three copies for the court reporter, six copies for the bench, as well as copies for opposing counsel.

IT IS THEREFORE ORDERED:

1. That the Records Department of the Commission shall send notice to all interexchange and local exchange telecommunications companies.

2. That all certificated local exchange carriers and any party with a pending application for local exchange carrier certification as of December 2, 1998, as listed in Attachment A, shall be made a party to this action without the need for intervention.

3. That the interventions of AT&T Communications of the Southwest, Inc., TCG St. Louis, Inc., TCG Kansas City, Inc., MCI Telecommunications Corporation, Digital Teleport, Inc., the Mid-Missouri Group of Local Exchange Telephone Companies, and Sprint Communications Company L.P are granted.

4. That any other party wishing to intervene or to participate without intervention in this matter shall file an application no later than December 21, 1998, with:

Secretary, Missouri Public Service Commission
Post Office Box 360
Jefferson City, Missouri 65102

and send copies to:

- a. Paul G. Lane
Leo J. Bub
Anthony K. Conroy
Katherine C. Swaller
Southwestern Bell Telephone Company
One Bell Center, Room 3520
St. Louis, Missouri 63101
- b. All the companies listed on Attachment A
- c. MCI Telecommunications Corporation
100 South Fourth Street
St. Louis, Missouri 63102
- d. Office of the Public Counsel
Post Office Box 7800
Jefferson City, Missouri 65102

5. That the motion for protective order made by Southwestern Bell Telephone Company is granted and the protective order attached to this order (Attachment B) adopted.

6. That the following procedural schedule is adopted:

January 7, 1999	- Rebuttal Testimony due 3:00 p.m.
January 15, 1999	- Surrebuttal Testimony (all parties) 3:00 p.m.
January 19-20, 1999	- Prehearing Conference 10:00 a.m.

January 25, 1999	- Hearing Memorandum due 3:00 p.m.
February 1-5 and 8-11, 1999	- Evidentiary Hearing 9:00 a.m. (First Day) (Expedited Transcripts)
February 26, 1999	- Initial Briefs due 3:00 p.m.
March 9, 1999	- Reply Briefs Due 3:00 p.m.

7. That anyone wishing to attend the prehearing conference or the hearing who has special needs as addressed by the Americans With Disabilities Act should contact the Missouri Public Service Commission at least ten (10) days before the prehearing or hearing at one of the following numbers: Consumer Services Hotline — 1-800-392-4211 or TDD Hotline — 1-800-829-7541.

8. That this order shall become effective on December 9, 1998.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Lumpe, Ch., Crumpton, Drainer,
Murray and Schemenauer, CC.,
concur.

Dippell, Regulatory Law Judge

Certificated Missouri Competitive Local Exchange Companies

CLECs:

American Communications Services
of Kansas City Inc.
131 Nat'l Business Pkwy.
Suite 100
Annapolis Junction, MD 20701

Ameritech Communications
International
9525 W. Bryn Mawr, Suite 600
Rosemont, IL 60018

AT&T Communications of the
Southwest, Inc.
101 West McCarty, Suite 216
Jefferson City, MO 65101

Atlas Communications, Ltd.
482 Norristown Rd., Suite 200
Blue Bell, PA 19422

BellSouth BSE, INC.
2727 Paces Ferry Road
Atlanta, GA 30339

Birch Telcom of Missouri, Inc.
1004 Baltimore Ave., Suite 900
Kansas City, MO 64105

Broadspan Communications, Inc.
11756 Borman Drive
Suite 101
St. Louis, MO 63146

Brooks Fiber Communications of
Missouri
One Brooks Center Parkway
Town & Country, MO 63017

BTI
4300 Six Forks Rd, Suite 400
Raleigh, NC 27609

Dial & Save of Missouri, Inc.
8750 N. Central Expressway,
Suite 1500
Dallas, TX 75231

Dial US
333 Park Central E
Suite 926
Springfield, MO 65806

Digital Teleport, Inc.
11111 Dorsett Road
St. Louis, MO 63043

Dobson Wireless, Inc.
13439 N. Broadway Ext.
Suite 200
Oklahoma City, OK 73114

Excel Telecommunication Systems,
Inc.
8750 N Central Expressway
Box #6
Dallas, TX 75231

ExOp of Missouri, Inc.
402 A East Bannister Road
Kansas City, MO 64131

EZ Talk Communications, L.L.C.
4727 South Main
Stafford, TX 77477

Fast Connections, Inc.
2200 Ross Ave., Suite 3838
Dallas, TX 75201

Frontier Telemanagement Inc.
180 S. Clinton
Rochester, NY 14646

GE EXCHANGE
6540 Powers Ferry Road
Atlanta, GA 30339

Green Hills Communications, Inc.
7926 NE State Route M
Breckenridge, MO 64625

Group Long Distance, Inc.
6455 E. Johns Crossing
Suite 285
Duluth, GA 30097

GTE Communications Corporation
6665 N. MacArthur
Irving, TX 75039

ICG Telecom Group, Inc.
161 Inverness Drive West
Englewood, CO 80112

Intermedia Communications Inc.
3625 Queen Palm Drive
Tampa, FL 33619

Kansas City Fiber Network, LP
1111 Main St., Suite 300
Kansas City, MO 64105

LCI International Telecom Corp.
d/b/a Qwest Communications
Services
4250 N. Fairfax Drive
Suite 12W055
Arlington, VA 22203

LDD, Inc.
24 South Minnesota
Cape Girardeau, MO 63701

LDM Systems, Inc.
254 S. Main St.
New York, NY 10956

Local Fone Service, Inc.
624 Six Flags Drive, Suite 214
Arlington, TX 76011

Local Line America, Inc.
2680 State Rd.
Cuyahoga Falls, OH 44223

Mark Twain Communications
Company
P.O. Box 128
Hurdland, MO 63547

MAXCOM, Inc.
10647 Widmer Road
Lenexa, KS 66215

Max-Tel Communications, Inc.
102 W. Franklin
Alvord, TX 76225

MCIMetro Access Transmission
Services
2400 North Glenville Dr.
Richardson, TX 75082

McLeodUSA Telecommunications
Services
6400 C Street SW
Cedar Rapids, IA 52406

Megsinet-CLEC, Inc.
225 West Ohio, Suite 200
Chicago, IL 60610

MFS Intelenet of Missouri, Inc.
1705 S. Capital of Texas Hwy.
Suite 100
Austin, TX 78746

Micomm Services, Inc.
4001 Mcewen Drive, Suite 200
Dallas, TX 75244

Microwave Services, Inc.
3 Bala Plaza East, Suite 502
Bala Cynwyd, PA 19004

Midwestern Tel
3809 Castelman Ave.
Suite 100
St. Louis, MO 63110

Miller Telephone Co
209 East Main
Miller, MO 65707

Missouri Comm South, Inc.
101 Randol Mill, Suite 108
Arlington, TX 76011

Navigator Telecommunications,
LLC
212 Center St., Suite 1100
Little Rock, AR 72201

NOW Communications, Inc.
713 Country Place Drive
Jackson, MS 39208-6619

Preferred Carrier Services, Inc.
500 Grapevine Hwy., Suite 300
Hurst, TX 76054

Omniplex Communications Group
743 Sprint 40 Park, Suite 250
Chesterfield, MO 63005

QCC, Inc.
8829 Bond Street
Overland Park, KS 66214

Quintelco, INC.
1 Blue Hill Plaza
Pearl River, NY 10965

Reconex
9620 S.W. Barur Blvd., Suite 330
Portland, OR 97219

REN-TEL Communications, Inc.
85 Pine Haven Dr.
Carrollton, GA 30116

Sprint Communications Company
8140 Ward Parkway-5E
Kansas City, MO 64114

Suretel, Inc.
5 North McCormick
Oklahoma City, OK 73127

TCG St. Louis
233 S Wacker Drive, Suite 2100
Chicago, IL 60606

Tel-Link, L.L.C.
1001 Third Avenue West
Suite 354
Bradenton, FL 34205

Tel-Save, Incorporated of
Pennsylvania
6805 Route 202
New Hope, PA 18938

Teligent, Inc.
8065 Leesburg Pike, Suite 400
Vienna, VA 22182

The Cube
1063 Wirt Road, Suite 202
Houston, TX 77005

Transamerican telephone
209 E University
Danton, TX 76201

U.S. Telco, Inc.
1600 Pacific Avenue #2700
Dallas, TX 75201-3565

USLD Communications, Inc.
4250 North Fairfax Drive
12W002
Arlington, VA 22203

USN Communications Southwest,
Inc.
10 S. Riverside Plaza, Suite 401
Chicago, IL 60606

Winstar Wireless of Missouri,
Inc.
7799 Leesburg Pike, Suite 401 S.
Tysons Corner, VA 22043

WorldCom Technologies
1705 S. Capital of Texas Hwy.,
Suite 100
Austin, TX 78746

Z-Tel Communications, Inc.
777 S. Harbour Island Blvd.
Suite 990
Tampa, FL 33602

LOCAL COMPANIES:

ALLTEL Missouri, Inc
1705 S. Lillian
PO Box 180
Bolivar, MO 65613

Alma Telephone Company
206 S. County Rd
Alma, MO 64001

Atlas Communications, Ltd.
482 Norristown Rd., Suite 200
Blue Bell, PA 19422

Birch Telecom of Missouri, Inc.
1004 Baltimore Ave., Suite 900
Kansas City, MO 64105

Bourbeuse Telephone Company
64 N. Clark
Sullivan, MO 63080

BPS Telephone Company
P.O. Box 669
Malden, MO 63863

Cass County Telephone Company
P.O. Box 647
Peculiar, MO 64078

Chariton Valley Telephone
Corporation
P.O. Box 407
Bucklin, MO 64631

Choctaw Telephone Company
P.O. Box 82
221 West Main
Halltown, MO 65664

Citizens Telephone Co. of
Higginsville, Missouri, Inc.
1905 Walnut
P.O. Box 737
Higginsville, MO 64037

Comcast Telecommunications, Inc.
d/b/a Comcast Long Distance
211 South Gulph Road
King of Prussia, PA 19406

Craw-Kan Telephone Cooperative
200 N. Ozark
P.O. box 100
Girard, KS 66743

Digital Broadcast Network Corp.
977 Charter Commons
Chesterfield, MO 63017

Ellington Telephone Company
P.O. Box 400
201 College
Ellington, MO 63638

Farber Telephone Company
Main & Linn
Farber, MO 63345

Fidelity Telephone Company
64 North Clark Ave.
Sullivan, MO 63080

Goodman Telephone Company, Inc
P.O. Box 592
815 Oneida
Seneca, MO 64865

Granby Telephone Company
Box 209
Granby, MO 64844

Grand River Mutual Telephone
Company
1001 Kentucky Ave
Princeton, MO 64673

Green Hills Telephone
Corporation
P.O. Box 227
Breckenridge, MO 64625

Group Long Distance, Inc.
1451 West Cypress Creek Road,
Suite 2001
Fort Lauderdale, FL 33309

GTE Arkansas Incorporated
601 Monroe Street, Suite 304
Jefferson City, MO 65101

GTE Midwest Incorporated
601 Monroe Street, Suite 304
Jefferson City, MO 65101

Holway Telephone Company
211 Ash St.
P.O. Box 112
Maitland, MO 64466

Iamo Telephone Company
P.O. Box 368
104 Crook St.
Coin, IA 51636

Kingdom Telephone Company
P.O. Box 97
211 S. Main
Auxvasse, MO 65231

KLM Telephone Company
P.O. Box 30
Rich Hill, MO 64779

Lathrop Telephone Company
P.O. Box 167
Princeton, MO 64673

Le-Ru Telephone Company, Inc.
P.O. Box 147
Stella, MO 64867

Mark Twain Rural Telephone
Company
P.O. Box 68
Hurdland, MO 63547

McDonald County Telephone
Company
P.O. Box 207
Pineville, MO 64856

McLeodUSA Telecommunications
Services
6400 C Street SW
Cedar Rapids, IA 52406

Mid-Missouri Telephone Company
P.O. Box 38
215 Roe St.
Pilot Grove, MO 65276

Missouri Comm South, Inc.
101 Randol Mill, Suite 108
Arlington, TX 76011

Missouri CSI Corp.
12835 E Arapahoe Rd., 5th Floor
Englewood, CO 80112

Mo-Kan Dial Co., Inc.
Box 429
112 S. Broadway
Louisburg, KS 66053

Modern Telecommunications Co.
718 South West St
Green City, MO 63545

New Florence Telephone Company
192 West Broadway
P.O. Box 526
Peculiar, MO 64078

New London Telephone Company
501 S. Main St.
P.O. Box 369
New London, MO 63459

Northeast Missouri Rural
Telephone Company
Route Three
718 West Street
Green City, MO 63545

Ominplex Communications Group
743 Sprint 40 Park, Suite 250
Chesterfield, MO 63005

Orchard Farm Telephone Co
5065 North Highway 94
St. Charles, MO 63301

Oregon Farmers Mutual Telephone
Company
118 East Nodaway
Box 227
Oregon, MO 64473

Peace Valley Telephone Company,
Inc.

P.O. Box 9
7101 State Hwy W
Peace Valley, MO 65788

Rock Port Telephone Company
107 Opp St.
P.O. Box 147
Rock Port, MO 64482

Seneca Telephone Company
P.O. Box 329
Seneca, MO 64865

Southwestern Bell Telephone
Company
General Counsel-Missouri
One Bell Center, Room 3520
St. Louis, MO 63101

Sprint
5454 West 110th St
Overland Park, KS 66211

Steelville Telephone Exchange,
Inc
P.O. Box 370
Steelville, MO 65565

Stoutland Telephone Company
Highway T
P.O. Box 97
Stoutland, MO 65567

TCG Kansas City, Inc.
233 S. Wacker Drive, Suite 2100
Chicago, IL 60606

TDS Engineering, L.L.C.
229 East Fourth Street
P.O. Box 297
Carthage, MO 64836

Teligent, Inc.
8065 Leesburg Pike, Suite 400
Vienna, VA 22182

**Missouri Companies With Pending Applications for Authority
to Provide Competitive Local Exchange Telecommunications
in Missouri as of December 2, 1998**

ACI Corp.
7337 S. Revere Parkway
Englewood, CO 80112

Advanced Communications Group,
Inc.
390 Woodsmill Rd. South
Suite 150
St. Louis, MO 63017

BarTel Communications, Inc.
14 Clif-side
Glendale, MO 63122

Camarato Distributing, Inc.
900 Camarato Drive
Herrin, IL 62948

Choctaw Communications, L.C.
d/b/a Smoke Signal Communica-
tions
8400 S. Gessner
Houston, TX 77074

DIECA Communications, Inc.
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050

Gabriel Communications of
Missouri, Inc.
16650 Chesterfield Grove Rd.
Suite 110
Chesterfield, MO 63005

GTE Communications Corporation
5221 N. O'Connor Blvd.
13th Floor
Irving, TX 75039

JATO Communications Corp.
5660 Greenwood Plaza Blvd.
Suite 220
Englewood, CO 80111

Level 3 Communications, LLC
1450 Infinite Drive
Louisville, CO 80027

NET-tel Corporation
d/b/a NET-tel Communications
Corporation
3050 K Street, N.W.
Suite 250
Washington, DC 20007

NEXTLINK MISSOURI, INC.
500 108th Ave. NE, Suite 2200
Bellevue, WA 98004

The Pager Company
5321 E. 9th St.
Kansas City, MO 64124

Simply Local Services, Inc.
11406 Gravois Road, Suite 100
St. Louis, MO 63126

Supra Telecommunications and
Information Systems, Inc.
2620 S.W. 27th Ave.
Miami, FL 33133

Transwire Missouri Operations,
LLC
8 West 19th Street
New York, NY 10011

United States Telecommunications
Inc. d/b/a Tel Com Plus
13902 N. Dale Mabry, Suite 212
Tampa, FL 33618

Universal Telephone
2611 E. Harry
Wichita, KS 67211

PROTECTIVE ORDER

- A. The following definitions shall apply to information which a party claims should not be made public.

HIGHLY CONFIDENTIAL: Information concerning (1) material or documents that contain information relating directly to specific customers; (2) employee-sensitive information; (3) marketing analyses or other market-specific information relating to services offered in competition with others; (4) reports, work papers or other documentation related to work produced by internal or external auditors or consultants; (5) strategies employed, to be employed, or under consideration in contract negotiations.

PROPRIETARY: Information concerning trade secrets, as well as confidential or private technical, financial and business information.

- B. During the course of discovery a party may designate information as HIGHLY CONFIDENTIAL or PROPRIETARY (hereinafter, "designated information") and shall make such designated information available to the party seeking discovery, if such information is not objectionable on any other ground, under the restrictions set out in paragraphs C and D. The party designating the information as HIGHLY CONFIDENTIAL or PROPRIETARY shall provide to counsel for the requesting party, at the time the designation is made, the ground or grounds for the designation. The requesting party may then file a motion challenging the designation. The party

designating the information confidential shall have five (5) days after the filing of the challenge to file a response. No other filings are authorized.

- C. Materials or information designated as HIGHLY CONFIDENTIAL may at the option of the furnishing party, be made available only on the furnishing party's premises and may be reviewed only by attorneys or outside experts who have been retained for the purpose of this case, unless good cause can be shown for disclosure of the information off-premises and the designated information is delivered to the custody of the requesting party's attorney. Outside expert witnesses shall not be employees, officers or directors of any of the parties in this proceeding. No copies of such material or information shall be made and only limited notes may be taken, and such notes shall be treated as the HIGHLY CONFIDENTIAL information from which notes were taken.
- D. Disclosure of PROPRIETARY information shall be made only to attorneys, and to such employees who are working as consultants to such attorney or intend to file testimony in these proceedings, or to persons designated by a party as outside experts. Employees to whom such disclosure is to be made must be identified to the other party by name, title and job classification prior to disclosure. Information designated as PROPRIETARY shall be served on the attorney(s) for the requesting party. On-premises inspection shall not be required for PROPRIETARY information, except in the case of voluminous documents (see paragraph K). Any employees of

the party who wish to review such PROPRIETARY materials shall first read this order and certify in writing that (s)he has reviewed same and consented to its terms. The acknowledgment so executed shall contain the signatory's full name, permanent address, title or position, date signed, and an affirmation that the signer is acting on behalf of his/her employer. Such acknowledgment shall be delivered to counsel for the party furnishing the information or documents before disclosure is made.

- E. Attorneys, in-house experts or outside experts who have been provided access to material or information designated HIGHLY CONFIDENTIAL or PROPRIETARY shall be subject to the nondisclosure requirements set forth in paragraphs C or D, whichever is applicable, and S.
- F. If material or information to be disclosed in response to a data request contains material or information concerning another party which the other party has indicated is confidential, the furnishing party shall notify the other party of the intent to disclose the information. The other party may then choose to designate the material or information as HIGHLY CONFIDENTIAL or PROPRIETARY under the provisions of this Protective Order.
- G. Any party may use material or information designated as HIGHLY CONFIDENTIAL or PROPRIETARY in prefiled or oral testimony at hearing provided that the same level of confidentiality assigned by the furnishing party is maintained, unless otherwise classified by the Commission. In filing testimony all parties shall

designate as HIGHLY CONFIDENTIAL or PROPRIETARY only those portions of their testimony which contain information so designated by the furnishing party. If any party plans to use information and testimony which has been obtained outside this proceeding, it must ascertain from the furnishing party if any of such information is claimed to be HIGHLY CONFIDENTIAL or PROPRIETARY prior to filing.

- H. A party may designate prefiled or live testimony, or portions thereof, submitted in this case as HIGHLY CONFIDENTIAL or PROPRIETARY (hereinafter, "designated testimony"). Prefiled testimony designated as HIGHLY CONFIDENTIAL or PROPRIETARY shall be filed under seal and served upon all attorneys of record. Only those portions of the prefiled testimony designated as HIGHLY CONFIDENTIAL or PROPRIETARY should be filed under seal, and should be marked in a manner which clearly indicates which materials are considered HIGHLY CONFIDENTIAL and which are considered PROPRIETARY.
- I. Within five (5) days of the filing of designated testimony, the party asserting the claim shall file with the Commission the specific ground or grounds for each claim. Such filing shall show the nature of the information sought to be protected and specifically state the alleged harm of disclosure. Such filing shall be filed under seal only if it contains either PROPRIETARY or HIGHLY CONFIDENTIAL information and shall be served upon all attorneys of record.

- J. Attorneys upon whom prefiled testimony designated HIGHLY CONFIDENTIAL or PROPRIETARY has been served shall make such testimony available only to those persons authorized to review such testimony under the restrictions in Paragraphs C or D, whichever is applicable.
- K. If a response to a discovery request requires the duplication of voluminous material or material not easily copied because of its binding or size, the furnishing party may require the voluminous material be reviewed on its own premises. Voluminous material shall mean a single document, book or paper which consists of more than 150 pages.
- L. Attorneys of record in this case shall require that the in-house or outside expert read this Protective Order and certify in a written nondisclosure agreement that the person has reviewed the Protective Order and consented to be bound by its terms. The nondisclosure agreement shall contain the signatory's full name, permanent address, employer and the name of the party with whom the signatory is associated. Such agreement shall be filed with the Commission. Attached hereto as Appendix "A" and incorporated by reference herein is a form for use in complying with the terms of this paragraph.
- M. In the event a witness discloses the contents of designated prefiled testimony in his or her own prefiled testimony, such testimony shall also be designated in the same manner as the

designated prefiled testimony and handled in accordance with this order.

- N. Unless good cause is shown, challenges to the confidential nature of prefiled designated testimony shall be filed with the Commission no later than ten (10) days after the grounds supporting the designations are filed or at the hearing, whichever occurs first. The party making the designation shall have five (5) days to respond to the challenge or may respond at the hearing, whichever occurs first.
- O. The Commission or Regulatory Law Judge may rule on the challenge to the designations prior to the hearing, or at the hearings.
- P. In the event no party challenges prefiled designated testimony, or in the event the Commission or its Regulatory Law Judge rules that testimony was properly designated, then such testimony shall be received into evidence, subject to any other objections being made and ruled upon, and kept under seal.
- Q. In addition, all live testimony, including cross-examination and oral argument which reveals the content of prefiled designated testimony or which is otherwise held to be confidential, including any argument as to whether certain testimony is properly designated, shall be made only after the hearing room is cleared of all persons besides the Commission, its Regulatory Law Judges, court reporters, attorneys of record and witnesses to whom the designated information is available pursuant to the terms of this Protective Order. The transcript of such live testimony or oral

argument shall be kept under seal and copies shall only be provided to the Commission, its Regulatory Law Judges, and attorneys of record. Such attorneys shall not disclose the contents of such transcripts to anyone other than those who may have access to the designated information under the terms of this Protective Order. Persons who have access to the designated information under the terms of this Protective Order shall treat the contents of such transcript as any other designated information under the terms of this Protective Order.

- R. References to designated testimony, whether prefiled or live and transcribed, in any pleadings before the Commission, shall be by citation only and not by quotation. Subject to the jurisdiction of any reviewing court, references to designated testimony in pleadings or oral arguments made to such reviewing court shall also be by citation only.
- S. All persons who are afforded access to information under the terms of this Protective Order shall neither use nor disclose such information for purposes of business or competition or any other purpose other than the purpose of preparation for and conduct of this proceeding and then solely as contemplated herein, and shall keep the information secure and in accordance with the purposes and intent of this order.
- T. Subject to the jurisdiction of any reviewing court, designated testimony constituting part of the record before the Commission

shall be delivered to any reviewing court under seal upon service of the appropriate writ of review.

- U. The Commission may modify this order on motion of a party or on its own motion upon reasonable notice to the parties and opportunity for hearing.
- V. Within ninety (90) days after the completion of this proceeding, including judicial review thereof, all designated information, testimony, exhibits, transcripts or briefs in the possession of any party other than Staff or the Public Counsel shall be returned to the party claiming a confidential interest in such information and any notes pertaining to such information shall be destroyed.
- W. The provisions of paragraph C, D, J and L of this Protective Order do not apply to Staff or Public Counsel. Staff and Public Counsel are subject to the nondisclosure provisions of Section 386.480, RSMo 1994. Staff and Public Counsel shall provide a list of the names of their employees who will have access to the designated information.
- X. Outside experts of Staff or Public Counsel who have been contracted to be witnesses in this proceeding shall have access to designated information and testimony on the same basis as Staff and Public Counsel except the outside expert shall read this order and sign the nondisclosure agreement attached as Appendix "A" hereto.

- Y. Outside experts of Staff and Public Counsel who have not been contracted to be witnesses in this proceeding are subject to the provisions of this Protective Order.
- Z. Prefiled testimony and exhibits, whether filed or offered at the hearing, shall be prepared in the manner described in Appendix "B".

APPENDIX "A"

STATE OF MISSOURI
PUBLIC SERVICE COMMISSION

NONDISCLOSURE AGREEMENT

I, _____,
have been presented a copy of this Protective Order issued in Case
No. _____ on the _____ day of _____, 19____.

I have requested review of the confidential information
produced in Case No. _____ on behalf of _____
_____.

I hereby certify that I have read the above-mentioned
Protective Order and agree to abide by its terms and conditions.

Dated this _____ day of _____,
19_____.

Signature and Title

Employer

Party

Address

Telephone

1. If prefiled testimony contains parts which are classified as Proprietary or Highly Confidential, it shall be filed with the Commission's Secretary/Chief Regulatory Law Judge's Office as follows:

- A. An original plus eight (8) copies of prefiled testimony with the Proprietary or Highly Confidential portions obliterated or removed shall be filed.
- B. One (1) copy of those pages which contain information which has been designated as Proprietary, with any Highly Confidential portions obliterated or removed, shall be filed in a separate envelope. The portions which are Proprietary shall be indicated as described in D, below.
- C. One (1) copy of those pages which have been designated as Highly Confidential shall be filed in a separate envelope. The portions which are Highly Confidential shall be indicated as described in D, below.
- D. Six (6) copies of the complete prefiled testimony to be filed under seal for the Regulatory Law Judge and Commissioners. The Proprietary pages shall be stamped "P" and the Proprietary information indicated by two asterisks before and after the information, **Proprietary**. The Highly Confidential pages shall be stamped "HC" with the Highly Confidential information indicated by two asterisks and underlining before

and after the Highly Confidential information, **Highly Confidential**.

Any deviations from this format must be approved by the Regulatory Law Judge.

2. Three (3) copies of exhibits, whether testimony or other, shall be filed at the hearing with the information separated as described in 1.A, 1.B and 1.C above with each copy of the Proprietary and Highly Confidential portions placed into separate envelopes to be marked as Exhibit __, Exhibit __P and Exhibit __HC.

**STATE OF MISSOURI
OFFICE OF THE PUBLIC SERVICE COMMISSION**

I have compared the preceding copy with the original on file in this office and
I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City,
Missouri, this ^{9th}~~10th~~ day of December, 1998.



A handwritten signature in cursive script that reads "Dale Hardy Roberts".

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge