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**STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION**

At a session of the Public Service Commission held at its office in Jefferson City on the 23rd day of December, 1997.

In the Matter of the Application of WorldCom )  
Technologies, Inc. for a Certificate of Authority )  
to Provide Basic Exchange and Local Exchange ) **Case No. TA-98-201**  
Intrastate Telecommunications Services Within the )  
State of Missouri. )  
)

**ORDER GRANTING CERTIFICATES OF SERVICE AUTHORITY  
AND APPROVING TARIFF**

**Procedural History**

WorldCom Technologies, Inc. (WTI) applied to the Commission on November 13, 1997, for certificates of service authority to provide basic local and local exchange telecommunications services in Missouri under Sections 392.420 - .440, RSMo 1994<sup>1</sup>, and Sections 392.410 and .450, RSMo Supp. 1996. WTI asked the Commission to classify it as a competitive company and waive certain statutes and rules as authorized by Sections 392.361 and 392.420. WTI is a Delaware corporation and a wholly owned subsidiary of MFS Communications Co., Inc., which is in turn a wholly owned subsidiary of WorldCom, Inc.<sup>2</sup> WTI's offices are located 515 East Amite Street, Jackson, Mississippi.

The Commission issued an Order and Notice on November 26, directing parties wishing to intervene in the case to do so by December 15.

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<sup>1</sup> All statutory references are to Revised Statutes of Missouri 1994 unless otherwise indicated.

<sup>2</sup> The corporate reorganization that gave rise to this structure was approved by the Commission in Case No. TM-98-15 on September 30, 1997.

The Commission also directed WTI to file a pleading providing, or referring the Commission to the location of, documentation supporting its allegations of technical, managerial, and financial resources no later than December 10. WTI filed an amended application on December 10 which included the documentation requested by the Commission. WTI filed its basic local tariff along with the original application, with an effective date of December 28. Southwestern Bell Telephone Company (SWBT) filed an application to intervene on December 15 which will be ruled upon in this order.

The parties filed a Stipulation and Agreement (SA), included as Attachment 1 to this order, on December 18, and the Staff of the Commission (Staff) filed Suggestions in Support of the Stipulation and Agreement on December 22. In the SA the parties waived their rights to present testimony, cross-examine witnesses, present oral argument or briefs, and to seek rehearing or judicial review. The requirement for a hearing is met when the opportunity for hearing has been provided and no proper party has requested the opportunity to present evidence. State ex rel. Rex Deffenderfer Enterprises, Inc. v. Public Service Commission, 776 S.W.2d 494, 496 (Mo. App. 1989). Since no one has requested a hearing in this case, the Commission may grant the relief requested based on the verified application.

### **Intervention**

SWBT filed an application to intervene on December 15. SWBT stated that it has a direct interest in the Commission's decision in this case because it provides basic local exchange services and will be in direct competition with this company if the certificate is granted. SWBT argued that no other party will adequately protect it's interests in this

matter and that its intervention would be in the public interest because of SWBT's expertise and experience in the telecommunications industry.

The Commission has reviewed the application and finds it is in substantial compliance with Commission rules regarding intervention and that SWBT has an interest in this matter which is different from that of the general public. The request for intervention shall be granted.

## **Background**

WTI, which was certificated to provide interexchange services in Missouri in Case No. TA-98-16, wishes certification to provide facilities-based and resold basic local telecommunications service and local exchange telecommunications services. Local exchange services are considered competitive services and are subject to different rules and statutory requirements than are basic local services. Therefore, they will be considered separately in the discussion below.

WTI wants to provide basic local services in portions of Missouri that are currently served by SWBT and GTE Midwest Incorporated (GTE). WTI is not asking for certification in any area that is served by a small incumbent local exchange provider (ILEC). The specific exchanges in which WTI proposes to operate are described in Exhibit C to the original application (Attachment 2 to this order). WTI is requesting that its basic local exchange services be classified as competitive and that the application of certain statutes and regulatory rules be waived.

## **Discussion**

### **A. Requirements of 4 CSR 240-2.060(4).**

Commission rule 4 CSR 240-2.060(4) requires a foreign corporation applying for certification to provide telecommunications

services to include in its application a certificate from the Secretary of State showing it is authorized to do business in Missouri, a description of the types of service it intends to provide, a description of the exchanges where it will offer service, and a proposed tariff with a 45-day effective date. WTI has provided all the required documentation, including the proposed tariff. The company is a party to an interconnection agreement with SWBT that was approved after arbitration in Case No. TO-97-27 on October 18, 1996.<sup>3</sup>

## **B. Local exchange certification**

The Commission finds that WTI's entry into competition in the local exchange telecommunications market is in the public interest and the company shall be granted a certificate of service authority. The Commission finds that the local exchange services WTI proposes to offer are competitive and the company shall be classified as a competitive company. The Commission is of the opinion that waiving the statutes and Commission rules set out in Ordered Paragraph 5 is reasonable and not detrimental to the public interest.

The Commission determines, by authority of Section 392.470, that WTI shall comply with the following regulatory requirements as reasonable and necessary conditions of certification:

- (1) WTI must comply with reasonable requests by Staff for financial and operating data to allow Staff to monitor the intraLATA toll market. § 386.320.3, RSMo Supp. 1996.
- (2) WTI must file tariffs containing rules and regulations applicable to customers, a description of the services provided, and a list of rates associated with those

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<sup>3</sup> The agreement approved in Case No. TO-97-27 is between SWBT and MFS Communications Company, Inc., WTI's parent corporation. By its terms the agreement applies to MFS's subsidiaries as well.

services in accordance with 4 CSR 240-30.010 and Section 392.220, RSMo Supp. 1996.

- (3) WTI may not unjustly discriminate between its customers. §§ 392.200, RSMo Supp. 1996, and 392.400.
- (4) WTI must comply with all applicable rules of the Commission except those specifically waived by this order. §§ 386.570, 392.360.
- (5) WTI must file a Missouri-specific annual report. §§ 392.210, 392.390.1.
- (6) WTI must comply with jurisdictional reporting requirements as set out in each local exchange company's access services tariffs. § 392.390.3.
- (7) WTI must submit to the Staff, on a confidential basis, a copy of the jurisdictional report it submits to local exchange companies. The report must be submitted within ten days of the date on which it is submitted to the local exchange company.

### **C. Basic local service certification**

Section 392.455, RSMo Supp. 1996, sets out the requirements for granting certificates to provide basic local telecommunications service to new entrants. A new entrant must: (1) possess sufficient technical, financial and managerial resources and abilities to provide basic local telecommunications service; (2) demonstrate that the services it proposes to offer satisfy the minimum standards established by the Commission; (3) set forth the geographic area in which it proposes to offer service and demonstrate that such area follows exchange boundaries of the incumbent local exchange telecommunications company and is no smaller than an exchange; and (4) offer basic local telecommunications service as a separate and distinct service. In addition, the Commission must give due consideration to equitable access for all Missourians to affordable telecommunications services, regardless of where they live or their income.

**1. Technical, financial and managerial resources and abilities.** WTI submitted Exhibit E with its amended application consisting of a Form 10-K, filed with the federal Securities and Exchange Commission, which reflects the corporate organization and describes the management personnel of WTI's parent, WorldCom, Inc. The management team members have experience in various areas of the telecommunications industry including management, finance, and telecommunications software development. WTI also submitted as Exhibit F a Form 10-Q, also filed with the Securities and Exchange Commission, which reflects the asset balances and income statement of WorldCom, Inc. and its subsidiaries. The parties agreed that WTI possesses sufficient technical, financial and managerial resources and abilities to provide basic local telecommunications service.

**2. The entrant's proposed services satisfy the minimum standards established by the Commission.** WTI has agreed to provide services that meet the minimum quality standards established for the state of Missouri, including quality of service and billing standards. The parties agreed that WTI proposes to offer basic local services that satisfy the minimum standards established by the Commission.

**3. The geographic area in which the company proposes to offer service.** WTI set out in Exhibit C to its original application all the exchanges in which it proposes to offer services. WTI has defined its service area by means of the tariffed exchange areas of the ILECs presently providing basic local service in those exchanges. The company has agreed that its service area must follow ILEC exchange boundaries and be no smaller than an exchange. The parties agreed that WTI has sufficiently identified the geographic area in which it proposes to offer basic local

service and that the area follows ILEC exchange boundaries and is no smaller than an exchange.

4. **The offering of basic local telecommunications service as a separate and distinct service.** WTI has agreed to offer basic local telecommunications service as a separate and distinct service.

5. **Equitable access for all Missourians to affordable telecommunications services.** WTI has agreed to provide equitable access, as determined by the Commission, for all Missourians within the geographic area in which it will offer basic local services in compliance with Section 392.455(5), RSMo Supp. 1996.

#### **D. Competitive classification**

The Commission may classify a telecommunications provider as a competitive company if the Commission determines it is subject to sufficient competition to justify a lesser degree of regulation. § 392.361.2. In making that determination the Commission may consider such factors as market share, financial resources and name recognition, among others. In the matter of the investigation for the purpose of determining the classification of the services provided by interexchange telecommunications companies within the State of Missouri, 30 Mo. P.S.C. (N.S.) 16 (1989); In the matter of Southwestern Bell Telephone Company's application for classification of certain services as transitionally competitive, 1 Mo. P.S.C. 3d 479, 484 (1992). In addition, all the services a competitive company provides must be classified as competitive. § 392.361.3. The Commission has found that whether a service is competitive is a subject for case-by-case examination and that different criteria may be given greater weight depending upon the service being considered. *Id.* at 487.

The parties have agreed that WTI shall be classified as a competitive telecommunications company. The parties have also agreed that WTI's switched exchange access services may be classified as a competitive service, conditioned upon certain limitations on WTI's ability to charge for its access services. WTI has agreed that, unless otherwise ordered by the Commission, its originating and terminating access rates will be no greater than the lowest Commission-approved corresponding access rates in effect at the date of certification for the large incumbent LECs within those service areas in which WTI seeks to operate. The parties have agreed that the grant of service authority and competitive classification to WTI shall be expressly conditioned on the continued applicability of Section 392.200, RSMo Supp. 1996, and on the requirement that any increases in switched access services rates above the maximum switched access service rates set forth in the agreement must be cost-justified pursuant to Sections 392.220, RSMo Supp. 1996, and 392.230, rather than Sections 392.500 and 392.510.

The parties agreed that waiver of the following statutes is appropriate: Sections 392.210.2, 392.270, 392.280, 392.290.1, 392.300.2, 392.310, 392.320, 392.330, RSMo Supp. 1996, and 392.340. The parties also agreed that application of these Commission rules could be waived: 4 CSR 240-10.020, 4 CSR 240-30.040, and 4 CSR 240-35.

### **E. Basic Local Service Tariff**

WTI filed its basic local service tariff with its original application. The tariff carries an effective date of December 28. WTI filed substitute sheets on December 10 and 18.

Staff reviewed the tariff filing and filed a memorandum on December 22, 1997, recommending that it be approved. Staff stated that



WTI's proposed tariff is virtually identical to MFS Intelenet of Missouri, Inc.'s (MFS) basic local tariff. MFS's tariff was approved by the Commission on October 2 in Case No. TA-96-374. MFS has since merged into WTI in a corporate reorganization approved by the Commission.<sup>4</sup> Staff stated that WTI is currently planning to offer business services only.<sup>5</sup> When provisioning service on a resale basis, WTI will offer business Single Line and Multi Line service. Using its own facilities WTI will offer the following business services: Single Line, Multi Line, Basic Trunk, Direct Inward Dial (DID) Trunk, Intelenet Full Service T-1, Inward Business Line, Inward Digital Trunk and Inteletrex. WTI's customers will be able to choose whether to purchase resold or facilities based local services. Staff recommended that the proposed tariff be approved as amended to become effective on December 28.

### **Findings of Fact**

The Missouri Public Service Commission, having considered all of the competent and substantial evidence upon the whole record, makes the following findings of fact:

- A. The Commission finds that competition in the local exchange and basic local exchange telecommunications markets is in the public interest.

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<sup>4</sup> TM-98-15, Order Approving Application to Reorganize Corporate Structure issued September 30, 1997.

<sup>5</sup> The Commission notes that WTI's predecessor, MFS, intended to begin providing business services only but eventually expand its services to include residential end users. See Order Approving Tariff issued October 2, 1997, page 2.

- B. The Commission finds that WTI has met the requirements of 4 CSR 240-2.060(4) for applicants for certificates of service authority to provide telecommunications services.
- C. The Commission finds that the local exchange services market is competitive and that granting WTI a certificate of service authority to provide local exchange telecommunications services is in the public interest.
- D. The Commission finds that WTI meets the statutory requirements for provision of basic local telecommunications services and has agreed to abide by those requirements in the future. The Commission determines that granting WTI a certificate of service authority to provide basic local exchange telecommunications services is in the public interest.
- E. The Commission finds that WTI is a competitive company and shall be granted waiver of the statutes and rules set out in Ordered Paragraph 5.
- F. The Commission finds that WTI's certification and competitive status are expressly conditioned upon the continued applicability of Section 392.200, RSMo Supp. 1996, and on the requirement that any increases in switched access services rates above the maximum switched access service rates set forth in the agreement must be cost-justified pursuant to Sections 392.220, RSMo Supp. 1996, and 392.230, rather than Sections 392.500 and 392.510.

G. The Commission finds that WTI's proposed tariff details the services, equipment, and pricing it proposes to offer, and is similar to tariffs approved for other Missouri certificated basic local service providers. The Commission finds that the proposed tariff should be approved as amended to become effective on December 28.

### **Conclusions of Law**

The Missouri Public Service Commission has reached the following conclusions of law:

The Commission has the authority to grant certificates of service authority to provide telecommunications service within the state of Missouri. WTI has requested certification under Sections 392.420 - .440, and Sections 392.410 and .450, RSMo Supp. 1996. Those statutes permit the Commission to grant a certificate of service authority where the grant of authority is in the public interest. Sections 392.361 and .420 authorize the Commission to modify or suspend the application of its rules and certain statutory provisions for companies classified as competitive or transitionally competitive.

The Commission has jurisdiction over the rates charged for basic local telecommunications services and is obligated to assure that those rates are just and reasonable. § 392.200, RSMo Supp. 1996.

The Federal Telecommunications Act of 1996 and Sections 392.185 and 392.455, RSMo Supp. 1996, were designed to institute competition in the basic local exchange telecommunications market in order to benefit all telecommunications consumers. Section 392.185, RSMo Supp. 1996, states that "the provisions of this chapter shall be construed to: (1) Promote universally available and widely affordable telecommunications

services; . . . (3) Promote diversity in the supply of telecommunications services and products throughout the state of Missouri; . . . (6) Allow full and fair competition to function as a substitute for regulation when consistent with the protection of ratepayers and otherwise consistent with the public interest . . . .”

The Commission has the legal authority to accept a Stipulation and Agreement as offered by the parties as a resolution of the issues raised in this case, pursuant to Section 536.060, RSMo Supp. 1996. Based upon the information contained within the Stipulation and Agreement of the parties, the supporting information offered at the hearing on November 13, 1996, and on its findings of fact, the Commission concludes that the Stipulation and Agreement shall be approved.

**IT IS THEREFORE ORDERED:**

1. That Southwestern Bell Telephone Company is granted intervenion in accordance with 4 CSR 240-2.075(4).

2. That the stipulation of the parties, filed on December 18, 1997, is approved in resolution of the issues.

3. That WorldCom Technologies, Inc. is granted a certificate of service authority to provide local exchange telecommunications services in the state of Missouri, subject to the conditions of certification set out above.

4. That WorldCom Technologies, Inc. is granted a certificate of service authority to provide basic local telecommunications services in the state of Missouri, subject to the conditions of certification set out above.

5. That WorldCom Technologies, Inc. is classified as a competitive telecommunications company. The following statutes and regulatory rules shall be waived:

**Statutes**

- 392.210.2 - uniform system of accounts
- 392.270 - valuation of property (ratemaking)
- 392.280 - depreciation accounts
- 392.290.1 - issuance of securities
- 392.300.2 - acquisition of stock
- 392.310 - stock and debt issuance
- 392.320 - stock dividend payment
- 392.340 - reorganization(s)
- 392.330, RSMo Supp. 1996 - issuance of securities,  
debts and notes

**Commission Rules**

- 4 CSR 240-10.020 - depreciation fund income
- 4 CSR 240-30.040 - uniform system of accounts
- 4 CSR 240-35 - reporting of bypass and  
customer-specific arrangements

6. That WorldCom's certification and competitive status are expressly conditioned upon the continued applicability of Section 392.200, RSMo Supp. 1996, and on the requirement that any increases in switched access service rates above the maximum switched access service rates set forth in the agreement must be cost-justified pursuant to Sections 392.220, RSMo Supp. 1996, and 392.230, rather than Sections 392.500 and 392.510.

7. That the tariff filed by WorldCom Technologies, Inc. on November 13, 1997, is approved as amended to become effective on December 28, 1997. The tariff approved is:

**MO. P.S.C. No. 2.**

8. That this order shall become effective on December 28, 1997.

9. That this case will be closed on December 29, 1997.

**BY THE COMMISSION**

A handwritten signature in black ink that reads "Dale Hardy Roberts". The signature is written in a cursive style with a large initial 'D'.

**Dale Hardy Roberts**  
**Secretary/Chief Regulatory Law Judge**

( S E A L )

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

Wickliffe, Deputy Chief Regulatory Law Judge

BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI

FILED

DEC 18 1997

MISSOURI  
PUBLIC SERVICE COMMISSION

In the Matter of the Application of WorldCom )  
Technologies, Inc. for a Certificate of Authority )  
to Provide Basic Local Exchange and )  
Local Exchange Telecommunications Services )  
within the State of Missouri. )

Case No. TA-98-201

STIPULATION AND AGREEMENT

WorldCom Technologies, Inc. (hereinafter "WTI") initiated this proceeding on November 13, 1997 by filing an Application requesting, among other relief, a certificate of service authority to provide local exchange and basic local exchange services in exchanges currently served by Southwestern Bell Telephone Company and GTE Midwest Incorporated. An amendment to the Application by interlineation was filed by WTI on December 10, 1997 to supplement the application with additional financial data, and information regarding WTI's management.

The Commission has granted the timely applications to intervene of Southwestern Bell Telephone Company (SWB).

A. STANDARDS AND CRITERIA

The parties employed the following standards and criteria, which are intended to meet the requirements of existing law and Sections 392.450 and 392.455, RSMo Supp. 1996, regarding applications for certificates of local exchange service authority to provide or resell basic local telecommunications service, in negotiating the provisions of this Stipulation and Agreement.

1. For purposes of this Stipulation and Agreement, the parties agree that applications for local exchange and basic local exchange service authority in exchanges served by "large"

local exchange companies (LECs)<sup>1</sup> should be processed in a manner similar to that in which applications for interexchange authority are currently handled.

2. In determining whether WTI's application for certificate of service authority should be granted, the Commission should consider WTI's technical, financial and managerial resources and abilities to provide basic local telecommunications service. WTI must demonstrate that the basic local services it proposes to offer satisfy the minimum standards established by the Commission, including but not limited to the applicant agreeing to file and maintain basic local service tariff(s) with the Commission in the same manner and form as the Commission requires of incumbent local exchange telecommunications companies with which applicant seeks to compete. Further, WTI must agree to meet the minimum basic local service standards, including quality of service and billing standards, as the Commission requires of the incumbent local exchange telecommunications companies with which the applicant seeks to compete. Notwithstanding the provisions of § 392.500 RSMo (1994), as a condition of certification and competitive classification, WTI must agree that, unless otherwise ordered by the Commission, its originating and terminating access rates will be no greater than the lowest Commission approved corresponding access rates in effect at the date of certification for the large incumbent LEC(s) within those service area(s) applicant seeks authority to provide service. Further, WTI must agree to offer basic local telecommunications service as a separate and distinct service and must sufficiently identify the geographic service area in which it proposes to offer basic local service. Such area must follow exchange boundaries of the incumbent local exchange

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<sup>1</sup>Large LECs (or large incumbent LECs) are defined as LECs who serve 100,000 or more access lines. Section 386.020 RSMo. Supp. 1996. In Missouri, the current large LECs are SWBT, GTE and Sprint.



telecommunications companies in the same area and must be no smaller than an exchange. Finally, WTI must agree to provide equitable access as determined by the Commission for all Missourians within the geographic area in which it proposes to offer basic local service, regardless of where they live or their income, to affordable telecommunications services. See §392.455 RSMo Supp. 1996.

3. WTI submitted proposed tariffs with its application and the same have been reviewed by the parties hereto. Staff will separately evaluate the same and supply its recommendation of approval to the Commission. WTI has disclosed all interconnection agreements which affect its Missouri service areas, all portions of its Missouri service areas for which it does not have an interconnection agreement with the incumbent local exchange carrier; and its explanation of why such an interconnection agreement is unnecessary for such areas.

4. WTI has, pursuant to §392.420 RSMo, requested that the Commission waive the application of any or all of the following statutory provisions and rules to basic local telecommunications services, and the parties agree that the Commission should grant such request provided that §392.200 RSMo should continue to apply to all of WTI's services:

STATUTORY PROVISIONS

- §392.210.2
- §392.270
- §392.280
- §392.290.1
- §392.300.2
- §392.310
- §392.320
- §392.330
- §392.340

COMMISSION RULES

B. WTI CERTIFICATION

5. WTI hereby agrees that its application should be deemed amended to include by reference the terms and provisions described in paragraphs 2-4 hereinabove.

6. Based upon its verified application, WTI asserts, and no party makes a contrary assertion, that there is sufficient evidence from which the Commission can find and conclude that WTI:

- A. possesses sufficient technical, financial and managerial resources and abilities to provide basic local telecommunications service and local exchange telecommunications service, including exchange access service;
- B. proposes and agrees to offer basic local services that satisfy the minimum standards established by the Commission;
- C. has sufficiently identified the geographic area in which it proposes to offer basic local service and such area follows exchange boundaries of the incumbent local exchange telecommunications companies in the same areas, and such area is no smaller than an exchange;<sup>2</sup>
- D. will offer basic local telecommunications service as a separate and distinct service;
- E. has agreed to provide equitable access for all Missourians as determined by the Commission for all Missourians within the geographic area in which it proposes to offer basic local service, regardless of where they live or their income, to affordable telecommunications services;<sup>3</sup>

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<sup>2</sup> The identification of specific geographic areas within which WTI proposes to offer service as referred to in this paragraph shall not be construed to foreclose WTI from petitioning the Commission pursuant to §392.200.4 and .8, RSMo.

<sup>3</sup>The agreement in Paragraph 6 E. of this Stipulation and Agreement is without prejudice to WTI's right to appear, after proper application and in accord with Commission rules and regulations, in any rulemaking proceeding or other proceeding regarding the Commission's

F. has sought authority which will serve the public interest.

7. WTI asserts, and no party opposes, that WTI's application and request for authority to provide basic local telecommunications services and local exchange telecommunications services (including exchange access service) should be granted. All services authorized herein should be classified as competitive telecommunications services provided that the requirements of §392.200 continue to apply, and WTI shall remain classified as a competitive telecommunications company. WTI asserts, and no party opposes, such services will be subject to sufficient competition by the services of the incumbent LECs to justify a lesser degree of regulation of WTI's services consistent with the protection of ratepayers and the promotion of the public interest. Such classification should become effective upon the tariffs for the services becoming effective. Such authority should be conditional, not to be exercised until such time as tariffs for those services have become effective. The Commission's order should state the foregoing conditions substantially as follows:

The service authority and service classification herein granted are subject to the requirements of § 392.200 and are conditional and shall not be exercised until such time as tariffs for services have become effective.

The parties agree that the applicant's switched exchange access services may be classified as competitive services. The parties further agree that the applicant's switched exchange access services are subject to §392.200. Any increases in switched access service rates above the maximum switched access service rates as set forth in paragraph 2 herein shall be cost-justified

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considerations of equitable access under §392.455.(5), RSMo. Furthermore, such agreement should not be construed as an admission or conclusion by WTI that §392.455.(5), RSMo, creates new or specific duties or obligations on telecommunications companies to provide equitable access.

and be made pursuant to §§392.220 and 392.230 and not 392.500 and 392.510. The Commission's order should state the foregoing conditions substantially as follows:

The service authority and service classification for switched exchange access granted herein is expressly conditioned on the continued applicability of Section 392.200 and the requirement that any increases in switched access service rates above the maximum switched access service rates set forth herein shall be cost-justified and pursuant to Sections 392.220 and 392.230 and not Sections 392.500 and 392.510.

8. WTI's request for waiver of the application of the following rules and statutory provisions as they relate to the regulation of WTI's services should be granted:

STATUTORY PROVISIONS

§392.210.2  
§392.270  
§392.280  
§392.290.1  
§392.300.2  
§392.310  
§392.320  
§392.330  
§392.340

COMMISSION RULES

4 CSR 240-10.020  
4 CSR 240-30.040  
4 CSR 240-35

9. This Stipulation and Agreement has resulted from extensive negotiations among the signatories and the terms hereof are interdependent. In the event the Commission does not adopt this Stipulation in total, then this Stipulation and Agreement shall be void and no signatory shall be bound by any of the agreements or provisions hereof. The Stipulations herein are specific to the resolution of this proceeding, and all stipulations are made without prejudice to the rights of the signatories to take other positions in other proceedings.

10. In the event the Commission accepts the specific terms of this Stipulation and Agreement, the parties and participants waive, with respect to the issues resolved herein: their respective rights pursuant to §536.080.1, RSMo 1994, to present testimony, to cross examine witnesses, and to present oral argument or written briefs; their respective rights to the reading of the transcript by the Commission pursuant to §536.080.2, RSMo 1994; and their respective rights to seek rehearing pursuant to §386.500 RSMo 1994 and to seek judicial review pursuant to §386.510, RSMo 1994. The parties agree to cooperate with the Applicant and with each other in presenting this Stipulation and Agreement for approval to the Commission and shall take no action, direct or indirect, in opposition to the request for approval of the WTI application made herein.

11. The Staff may submit a Staff Recommendation concerning matters not addressed in this Stipulation. In addition, if requested by the Commission, the Staff shall have the right to submit to the Commission a memorandum explaining its rationale for entering into this Stipulation and Agreement. Each party of record and participant herein shall be served with a copy of any memorandum and shall be entitled to submit to the Commission, within five (5) days of receipt of Staff's memorandum, a responsive memorandum which shall also be served on all parties and participants. All memoranda submitted by the parties shall be considered privileged in the same manner as settlement discussions under the Commission's rules, shall be maintained on a confidential basis by all parties and participants, and shall not become a part of the record of this proceeding or bind or prejudice the party submitting such memorandum in any future proceeding or in this proceeding whether or not the Commission approves this Stipulation and Agreement. The contents of any memorandum provided by any party are its

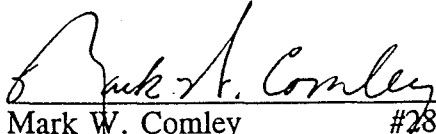
own and are not acquiesced in or otherwise adopted by the other signatories to the Stipulation and Agreement, whether or not the Commission approves and adopts this Stipulation and Agreement.

The Staff shall also have the right to provide, at any agenda meeting at which this Stipulation and Agreement is noticed to be considered by the Commission, whatever oral explanation the Commission requests, provided that the Staff shall, to the extent reasonably practicable, provide the other parties and participants with advance notice of when the Staff shall respond to the Commission's request for such explanation once such explanation is requested from Staff. Staff's oral explanation shall be subject to public disclosure.


12. Finally, WTI will comply with all applicable Commission rules and regulations except those which are specifically waived by the Commission.

WHEREFORE, the signatories respectfully request the Commission to issue its Order approving the terms of this Stipulation and Agreement and issue its Order granting authority and classification as requested by WTI, subject to the conditions described above.

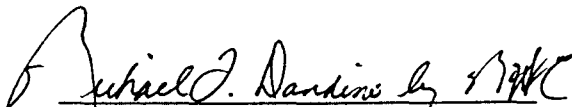
Respectfully submitted,

  
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FOR: Staff of the Missouri  
Public Service Commission

## SOUTHWESTERN BELL MISSOURI EXCHANGES

Adrian	Excelsior Springs	Marceline	Trenton
Advance	Farley	Marionville	Tuscumbia
Agency	Farmington	Marshall	Union
Altenburg-Frohna	Fayette	Marston	Valley Park
Antonia	Fenton	Maxville	Versailles
Archie	Festus-Crystal City	Meta	Vienna
Argyle	Fisk	Mexico	Walnut Grove
Armstrong	Flat River	Moberly	Wardell
Ash Grove	Frankford	Monette	Ware
Beaufort	Fredericktown	Montgomery City	Washington
Bell City	Freeburg	Morehouse	Webb City
Benton	Fulton	Neosho	Wellsville
Billings	Gideon	Nevada	Westphalia
Bismarck	Glasgow	New Franklin	Wyatt
Bloomfield	Grain Valley	New Madrid	
Bloomsdale	Gravois Mills	Oak Ridge	
Bonne Terre	Gray Summit	Old Appleton	
Boonville	Greenwood	Oran	
Bowling Green	Hannibal	Pacific	
Brookfield	Harvester	Patton	
Camdenton	Hayti	Paynesville	
Campbell	Herculaneum-Pevely	Perryville	
Cape Girardeau	Higbee	Pierce City	
Cardwell	High Ridge	Pocohontas-New Wells	
Carl Junction	Hillsboro	Pond	
Carrollton	Holcomb	Poplar Bluff	
Carthage	Hornersville	Portage Des Sioux	
Caruthersville	Imperial	Portageville	
Cedar Hill	Jackson	Puxico	
Center	Jasper	Qulin	
Chaffee	Joplin	Richmond	
Charleston	Kansas City Metro	Richwoods	
Chesterfield	Kennett	Risco	
Chillicothe	Kirksville	Rushville	
Clarksville	Knob Noster	Ste. Genevieve	
Clever	Lake Ozark-Osage	St. Charles	
Climax Springs	Beach	St. Clair	
Deering	Lamar	St. Joseph	
DeKalb	LaMonte	St. Louis Metro	
Delta	Lancaster	St. Marys	
DeSoto	Leadwood	San Antonio	
Dexter	Lilbourn	Scott City	
Downing	Linn	Sedalia	
East Prairie	Lockwood	Senath	
Edina	Louisiana	Sikeston	
Eldon	Macks Creek	Slater	
Elsberry	Malden	Smithville	
Essex	Manchester	Springfield	
Eureka	Marble Hill	Stanberry	



GTE MIDWEST INCORPORATED MISSOURI EXCHANGES

Alton	Defiance	LaGrange	Safe
Amazonia	Dora	La Plata	St. James
Annapolis	Easton	Lawson	St. Peters
Arcola	Edgar Springs	Leasburg	Santa Fe
Ashland	Eldorado Springs	Lesterville	Sarcoxie
Augusta	Elkland	Lewistown	Savannah
Aurora	Ellsinore	Licking	Schell City
Ava	Elmer	Louisburg	Seymour
Avenue City	Eminence	Lowry City	Shelbina
Avilia	Everton	Macon	Shelbyville
Belgrade	Ewing	Manes	Sheldon
Belle	Exeter	Mansfield	Shell Knob
Bellevue	Fillmore	Mano	Sparta
Birch Tree	Foley	Marshfield	Stewartsville
Bland	Fordland	Marthasville	Stoutsville
Blue Eye	Foristell	Maysville	Sturgeon
Bolckow	Forsyth	Milo	Summersville
Boss	Fremont	Monroe City	Thayer
Bourbon	Gainesville	Montauk Park	Theodosia
Bradleyville	Galena	Monticello	Thomasville
Branson	Golden City	Morrison	Timber
Branson West	Gorin	Moscow Mills	Trimble
Braymer	Gower	Mount Sterling	Troy
Bronaugh	Greenfield	Mt. Vernon	Truxton
Brunswick (Triplett)	Grovespring	Mtn. Grove	Turney
Buffalo	Hallsville	Mtn. View	Urbana
Bunker	Hamilton	Nebo	Van Buren
Cabool	Hartville	New Melle	Vanzant
Caledonia	Hawk Point	Niangua	Vichy
Cameron	Helena	Norwood	Walker
Canton	Hermann	Oates	Warrenton
Cape Fair	Hermitage	O'Fallon	Washburn
Cassville	High Hill	Old Monroe	Wasola
Caulfield	Highlandville	Osborn	Wayland
Cedar Creek	Holstein	Osceola	Weaubleau
Centerville	Houston	Ozark	Wentzville
Centralia	Humansville	Palmyra	West Plains
Chamois	Hunnewell	Paris	West Quincy
Clarence	Hurley	Perry	Wheatland
Clark	Irondale	Pittsburg	Whitesville
Clarksdale	Ironton	Plattsburg	Willow Springs
Collins	Jamestown	Potosi	Winfield
Columbia	Jenkins	Prairie Home	Winona
Concordia	Jerico Springs	Preston	Wooldridge
Conway	Jonesburg	Protom	Wright City
Crosby	Kohoka	Raymondville	
Crane	Keytesville	Reeds Spring	
Cross Timbers	Kidder	Revere	
Cuba	Kimberling City	Roby	
Dadeville	Kingston	Rocheport	
Dalton	Koshkonong	Rockaway Beach	
Dardenne/Lake St.	LaBelle	Rockville	
Louis	Ladonia	Rosendale	