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December 17, 2001

Mr. Dale Hardy Roberts
Secretary/Chief Administrative Law Judge
Missouri Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

FILED³

DEC 17 2001

Re: Case No. TC-2002-185

Missouri Public
Service Commission

Dear Judge Roberts:

Enclosed for filing please find an original and eight (8) copies of the Second Brief of MITG in the above-referenced matter.

Thank you for seeing this filed.

Sincerely,


Joseph M. Page

JMP:tr

Enc.

cc: Missouri Public Service Commission
Office of Public Counsel
Paul G. Lane
Leo J. Bub
W.R. England, III

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED³

DEC 17 2001

In the Matter of the Application of)
Southwestern Bell Telephone Company)
to Transfer Property and Ownership of)
Stock Pursuant to Section 392.200 RSMO.)

Case No. TO-2002-185

Missouri Public
Service Commission

SECOND BRIEF OF MITG

Comes now the Missouri Independent Telephone Company Group¹ (MITG) and for its second brief regarding Southwestern Bell Telephone Company, Southwestern Bell Texas Inc., and Southwestern Bell Telephone, LP's (hereinafter jointly referred to as "Southwestern Bell Telephone Companies") request for Commission approval of corporate restructuring and stock transfer, and files its second brief in response to Commission Order dated December 13, 2001.

In its Order the Commission requested further discussion of (1) whether there is any different oversight over SBC's ability to sell or otherwise dispose of the assets of SWBT the Missouri corporation compared to its ability to sell or otherwise dispose of the assets of SWBT as a Texas limited partnership; (2) whether there is any different oversight over the ability of SWBT the Missouri corporation to sell or otherwise dispose of its assets compared to the ability of SWBT as a Texas limited partnership to sell or otherwise dispose of its assets; and (3) whether there is any different oversight over SBC's ability to sell or otherwise dispose of SWBT the Missouri corporation compared to its ability to sell or otherwise dispose of SWBT as a Texas limited partnership.

The power of the Commission for general supervision of telegraph and telephone companies is set forth in Section 386.320, RSMo 2000. The disposition of assets of a telegraph

¹ Alma Telephone Company, Chariton Valley Telephone Corporation, Choctaw Telephone Company, Mid-Missouri Telephone Company, Modern Telecommunications Company, MoKan Dial Inc., and Northeast Missouri Rural Telephone Company.

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or telephone corporation is governed under Section 392.300. Whether the assets of a telephone company seeking reorganization or transfer are owned by a foreign corporation doing business in Missouri or a Missouri corporation itself the transaction is still governed by Section 392.300. Pursuant to Section 392.300 any company seeking transfer or reorganization must first apply to the Commission for approval.

In its initial application requesting Commission approval of the reorganization the Southwestern Bell Companies involved in this proceeding stated that they would be telecommunication companies as described in § 386.020(51), RSMo 2000 and be subject to Commission jurisdiction as set forth in Chapter 392. In its later filings however the Southwestern Bell Companies have retreated from this position when it concerns an application of service authority.

Whether this same strategy will be utilized in any future proceedings before this Commission, concerning any future sales and disposition of assets is unknown. The citizens of Missouri, and other telecommunications companies in this state however, should be given every protection that the Missouri legislature has provided. Requiring Southwestern Bell L.P. to apply for a Certificate of Service Authority will help prevent future deviations and give the Commission the oversight and jurisdiction that the legislature intended.

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By 

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**ATTORNEYS FOR MISSOURI
INDEPENDENT TELEPHONE
COMPANY GROUP**

CERTIFICATE OF SERVICE

The undersigned does hereby certify that a true and accurate copy of the foregoing was mailed, U.S. Mail, postage pre-paid, this 17 day of December, 2001, to all parties of record.

Missouri Public Service Commission

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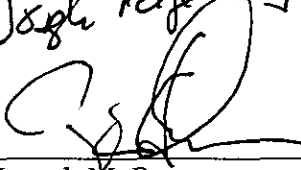
**Southwestern Bell Tell Texas, Inc. and
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