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BEFORE THE PUBLIC SERVICE COMMISSION

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STATE OF MISSOURI

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TRANSCRIPT OF PROCEEDINGS

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Prehearing Conference

6

February 8, 2006

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Jefferson City, Missouri

8

Volume 1

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In the Matter of the Application for)
Approval of the Transfer of Control of) Case No.
Alltel Missouri, Inc., and the Transfer) TM-2006-0272
of Alltel Communications, Inc.,)
Interexchange Service Customer Base)

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STEVEN C. REED,
REGULATORY LAW JUDGE.

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REPORTED BY:
TRACY L. THORPE, CSR, CCR
MIDWEST LITIGATION SERVICES

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1 P R O C E E D I N G S

2 JUDGE REED: This is in the matter of the
3 application for approval of the transfer of control of Alltel
4 Missouri, Inc. and the transfer of Alltel Communications, Inc.
5 Interexchange Service Customer Base, Case No. TM-2006-0272.

6 My name is Steve Reed. I'm the Regulatory Law
7 Judge assigned to hear this case. This is the prehearing
8 conference.

9 Let's have entries of appearance beginning with
10 the applicant -- or applicants.

11 MR. DORITY: Thank you, Judge. Appearing on
12 behalf of the applicants, Larry W. DORITY, Fischer and DORITY,
13 PC. Our address is 101 Madison, suite 400, Jefferson City,
14 Missouri 65101.

15 JUDGE REED: And from Staff?

16 MR. MEYER: Good morning. David Meyer on
17 behalf of the Staff of the Public Service Commission. Our
18 address is PO Box 360, Jefferson City, Missouri, 65102.

19 MR. DANDINO: Good morning, your Honor.
20 Michael Dandino, Office of the Public Counsel, Post Office Box
21 2230, Jefferson City, Missouri 65102 representing the Office
22 of Public Counsel and the public.

23 JUDGE REED: Thank you, gentlemen.

24 This is a prehearing conference and I
25 understand that you all are going to meet afterwards likely

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1 and discuss some issues, but there were some things that I
2 wanted to bring up while we're on the record and everybody's
3 here today.

4 I think in one of the initial orders that was
5 entered by the Commission, Staff was asked to address some
6 jurisdictional issues. They filed a pleading January 27th and
7 I notice that the applicants did not file any response to
8 that, at least within the 10-day period.

9 MR. DORITY: Right.

10 JUDGE REED: So I would think at this point the
11 applicants are acquiescing in that analysis by Staff; is that
12 correct?

13 MR. DORITY: That's correct, your Honor. I
14 believe -- and I'll let Mr. Meyer address it specifically, but
15 the Staff's pleading, as it related to the specific
16 jurisdictional issues, appeared to be on all fours with the
17 applicant's position as we set it forth in our application,
18 and as a result, we did not file a responsive pleading.

19 The Staff also indicated in that pleading that
20 they would be filing a Staff rec pursuant to hopefully an
21 agreed-upon schedule that we're going to address off record
22 this morning.

23 JUDGE REED: All right. Mr. Meyer?

24 MR. MEYER: I would agree with that.

25 JUDGE REED: Mr. Dandino, anything?

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1 MR. DANDINO: I have no problem with the
2 jurisdictional issue.

3 JUDGE REED: In that pleading that Staff filed,
4 they addressed, at least to some extent, the issue of the
5 applicant's request for waiver of 3.535(1)(a). And near the
6 end of that pleading, Staff had suggested the filing of a
7 distribution agreement or a summary of that agreement. Maybe
8 you all are going to talk about that today --

9 MR. DORITY: I believe we will.

10 JUDGE REED: -- to try to address what needs to
11 be done with regard to that.

12 Just so this doesn't get away from me, is there
13 any intention by anyone at this time to request a local public
14 hearing?

15 MR. DANDINO: I don't think so.

16 JUDGE REED: Or is it too early to tell?

17 MR. DANDINO: I don't think so, but it depends
18 on how we can resolve things.

19 JUDGE REED: All right. Mr. Dority had filed a
20 motion for protective order late yesterday. I think that's
21 actually effective as a filing today, as I understand it.

22 MR. DORITY: I would ask that if there are no
23 objections, if you could go ahead and rule on that from the
24 Bench. We do have some data request responses that I went
25 ahead and offered the NP versions to Staff last evening and

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1 would like to go ahead and get the proprietary version in
2 their hands this morning. So I guess if there are no
3 objections, if the Judge would be willing to rule on it, that
4 might expedite things.

5 JUDGE REED: Mr. Meyer, have you seen the
6 motion or do you need to see it?

7 MR. MEYER: I've seen the filing. I assume it
8 is no different than the last ones that I've seen, so that's
9 fine.

10 MR. DORITY: Right.

11 JUDGE REED: So you would have no objection to
12 granting the motion for protective order?

13 MR. MEYER: That is correct.

14 MR. DANDINO: And I have no objection.

15 JUDGE REED: All right. Very good. Then what
16 I'll do is I'll put in writing that order granting protective
17 order and I'll do that this afternoon, but it's effective as
18 of now on the record.

19 MR. DORITY: Okay.

20 JUDGE REED: And I guess you guys will address
21 the issue of the Staff recommendation or an upcoming status
22 report?

23 MR. MEYER: Correct.

24 JUDGE REED: And you'll let me know what you
25 want to do with regard to that. Is Staff then going to file

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1 some sort of schedule?

2 MR. MEYER: That's what I was anticipating,
3 some type of proposed procedural schedule to get this ready
4 for Commission determination.

5 JUDGE REED: I guess if Staff can have a
6 recommendation within 30 days or so to give me a report, put
7 that in the schedule.

8 That's all I could see really that I wanted to
9 address at this stage of the prehearing conference. Is there
10 anything else you guys have?

11 MR. DORITY: I just wanted to thank you, Judge,
12 for allowing us to participate by teleconference this morning.
13 Mr. Steve Rowell with Alltel in Little Rock, Arkansas is
14 participating via the teleconference and we appreciate you
15 making those arrangements.

16 I also appreciate the Staff and OPC's
17 willingness to address this matter as expeditiously as they
18 have. We are responding to some existing data requests that
19 Staff has propounded at this point. As you noted, we hope to
20 discuss off line this morning a proposed procedural schedule
21 to try to get this issue resolved as quickly as possible.

22 In some preliminary discussions with Staff,
23 they had suggested that it might be helpful to supplement the
24 record with some pre-filed testimony on behalf of the
25 applicants and that's something that we're certainly willing

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1 to visit with them about this morning and get that done as
2 quickly as we can.

3 As I understand it then, the Staff and the
4 Office of Public Counsel would be filing a recommendation on
5 an-agreed upon date. We would then have the opportunity to
6 respond. And I think the only thing remaining at that point
7 would be an on-the-record presentation and we'll look at some
8 dates for possibly suggesting a date to the Commission for
9 that.

10 So, again, you know, we appreciate the Staff's
11 diligence and the Office of Public Counsel to date. And I
12 would guess that we could have a proposed procedural schedule
13 filed with the Commission within a week to 10 days.

14 MR. MEYER: Yes. I would say maybe next
15 Wednesday.

16 JUDGE REED: Okay.

17 MR. MEYER: Seems to be common to give us a
18 week from the prehearing.

19 JUDGE REED: Is there anything else that you
20 have, Mr. Meyer?

21 MR. MEYER: That's all we have.

22 JUDGE REED: Mr. Dandino?

23 MR. DANDINO: I have nothing further.

24 JUDGE REED: Well, I'm finished. We'll go off
25 the record then.

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1 WHEREUPON, the prehearing conference was

2 adjourned.

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