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FROM: Mark A. Thornhill

DATE: April 13, 2005

PHONE: (816) 292-8119

FILE NO.: 5009788-0001

RE:

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MESSAGE

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File No. 5009784-0001

April 13, 2005

VIA FACSIMILE

Mr. Nathan Williams
Assistant General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

**Re: Local Exchange Company, L.L.C's Motion to Quash Subpoenas
Case No. T0-2005-0237**

Dear Nathan:

We have further analyzed the referenced subpoenas and the discussion held with you and other Staff members on April 4, 2005. Based on that analysis, LEC offers to resolve the issues presented by the subpoenas on the terms provided below.

LEC's proposed resolution is subject to the following conditions and limitations:

- LEC will make documents available for inspection at its offices. LEC does not now agree to copy responsive documents or to deliver responsive documents to Jefferson City. Depending on the volume of responsive documents and time constraints arising from LEC's work on MPSC data requests, LEC may agree to produce copies of documents responsive to certain requests contained within the subpoena.
- LEC will not produce documents that CassTel has produced or is in the process of producing. CassTel has or will produce all documents responsive to Items 1-10 of Subpoena 1. We have also identified below certain other instances where CassTel has produced all responsive documents.
- LEC will produce documents pursuant to a reasonable and agreed-upon time schedule that reflects CassTel's work on pending data requests.
- LEC will not produce documents which relate in any way to an employee's health history or status.

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Set forth below are LEC's responses to each item listed in Subpoena 2. Unless otherwise noted, responses for each item include all subparts.

Item 1(a)

LEC will produce documents responsive to this request found after a reasonable search.

Item 1(b)

LEC will produce documents responsive to this request found after a reasonable search.

Item 1(c)

LEC will produce documents responsive to this request found after a reasonable search.

Item 1(d)

LEC agrees to produce a reasonable sampling of employee timesheets for the 2-year period requested in the subpoena. To the extent the Staff's requests for access to a sampling of these documents becomes unreasonable, LEC reserves the right to discontinue the production.

Item 1(e)

LEC will produce documents responsive to this request found after a reasonable search.

Item 1(f)

This request is vague, but to the extent LEC understands it, LEC will produce 1) its cost allocation manual; 2) a sampling of its employee time sheets; 3) its summary of charges; and 4) time and motion studies.

Item 1(g)

LEC will produce documents responsive to this request found after a reasonable search.

Item 2(a)

LEC will produce documents responsive to this request found after a reasonable search.

Items 2(b), 2(c) and 2(d)

Based on LEC's proposal in 1(f), these requests are redundant and should be withdrawn.

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Item 2(e)

LEC will produce documents responsive to this request found after a reasonable search.

Item 2(f)

LEC will produce documents responsive to this request found after a reasonable search.

Item 2(g)

LEC will produce a document that is responsive to this request.

Item 2(h)

LEC will produce a document that is responsive to this request.

Item 2(i)

LEC will produce a document that is responsive to this request.

Item 2(j)

CassTel has previously produced documents responsive to this request.

Item 2(k)

CassTel has previously produced documents responsive to this request.

Item 3(a)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(b)

The Staff's original requests for items 3(b) and 3(b)(i) read:

Each document that shows any company, partnership or any other entity that, at any time from 1996 to present, has had a direct or indirect business relationship with Kenneth Matzdorff, Rebecca Matzdorff and/or Robert Williams and that has done business with, or for, Local Exchange Company, LLC.

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(i) For each such entity, each document that shows the work performed, the amounts paid by Local Exchange Company, LLC to the entity, and the requests for proposals, bids, responses to bids, evaluations of bids, contracts and any other documentation associated with the work performed for Local Exchange Company, LLC.

LEC objected in its Motion to Quash that 3(b) and 3(b)(i) were vague in their use of the phrase "direct or indirect" business relationship and they were overbroad. In our April 4th call with the Staff, we requested a clarification. On April 7, you called me to discuss the items and in an email following that call, you proposed the following to replace 3(b) and 3(b)(i):

3(b) Each document, from January 1, 1996 to present, that identifies Kenneth Matzdorff, Rebecca Matzdorff and/or Robert Williams as an owner or owners, direct or indirect, of any entity that received payment(s) or remuneration from Local Exchange Company, LLC directly, or through a contractor or other indirect means.

3(b)(i) Each document that shows the work performed, the amount(s) paid by Local Exchange Company, LLC for the work, the request(s) for proposals, bids, response(s) to bid(s), evaluation(s) of bid(s), contract(s) and any other documentation associated with the work performed for Local Exchange Company, LLC by the following entities: Each entity identified above that received payment(s) or remuneration from Local Exchange Company, LLC directly or through a contractor or other indirect means, and the entities and persons listed in l.g.i.a. other than LEC, LLC, Kenneth Matzdorff, Rebecca Matzdorff and Cass County Telephone LP, i.e., New Florence Telephone Company, Overland Data Center, Haug Construction Company, LEC Long Distance, Inc., Pegasus Communications, Inc., Videonet, LLC, USP&C, Inc. and Telecom Operator Services, Inc.

Respectfully, LEC does not believe the vagueness and overbreadth in the subpoenas is cured by the clarification and/or limitation you offered. LEC will, however, produce documents found after a reasonable search that show that Kenneth Matzdorff, Rebecca Matzdorff and/or Robert Williams had an ownership or salary interest in a business that did business for LEC.

Item 3(c)

See response to 2(e) above.

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Item 3(d)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(d)(i)

See response to 2(d) above.

Item 3(e)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(f)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(g)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(h)

CassTel has previously produced documents responsive to this request.

Item 3(i)

CassTel has previously produced documents responsive to this request.

Item 3(j)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(k)

LEC will produce a document that is responsive to this request.

Item 3(l)

LEC will produce a document that is responsive to this request.

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Item 3(m)

LEC will produce documents responsive to this request found after a reasonable search.

Item 3(n)

LEC will produce documents responsive to this request found after a reasonable search.

We hope that this offer will be acceptable to the Staff and we look forward to your response to this letter.

Sincerely,



Mark A. Thornhill

MAT/klh

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