

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION FOR APPROVAL OF THE)	
INDIRECT TRANSFER OF CONTROL)	CASE NO.
RELATING TO THE MERGER OF AT&T INC.)	2006-00136
AND BELL SOUTH CORPORATION)	

O R D E R

On March 31, 2006, AT&T, Inc. ("AT&T"), BellSouth Corporation ("BellSouth"), and BellSouth Telecommunications, Inc. (hereinafter "Applicants") submitted an application for the approval of the transfer of control of BellSouth to AT&T. The merger of AT&T and BellSouth is a holding company transaction. The application was submitted pursuant to KRS 278.020.

The Attorney General, by and through his Office of Rate Intervention, has moved to intervene in this proceeding. Pursuant to KRS 367.150(8), such intervention is authorized and, accordingly, should be granted.

The Attorney General submitted a motion to deem the Applicants' filing deficient on April 4, 2006. In the alternative, the Attorney General requests an informal conference to establish a procedural schedule based on a 120-day time period. In support of this motion, the Attorney General contends that the Applicants failed to meet the requirement of 807 KAR 5:001, Section 3(3), which requires "[a]ll pleadings and applications filed with the Commission in formal proceedings shall be printed or typewritten on one (1) side of the paper only, and typewriting shall be double-spaced."

On April 6, 2006, the Applicants filed a joint response to the Attorney General's motion to deem the filing deficient. The Applicants contend that they did file their joint application in hard copy and, thus, the Attorney General's motion is without merit. Applicants further indicate that they filed copies of the joint application on CD to the Attorney General and to 37 other entities that might wish to participate in this proceeding. On April 7, 2006, the Attorney General replied to the Applicants' response.

Having considered the Attorney General's motion to deem the filing deficient, the Commission finds that the motion should be denied. Applicants did submit a paper copy to the Commission in addition to serving additional copies on CD.

Pursuant to KRS 278.020, the Commission must address this proceeding within 60 days after filing unless there is good cause shown for continuing the application for an additional 60 days. Having considered the Attorney General's desire to fully participate in this proceeding and his request for two rounds of discovery, the Commission finds that good cause exists to extend the review period to 120 days. Accordingly, the Commission will enter a decision within 120 days of March 31, 2006, or by no later than July 31, 2006.

Applicants have asked that this proceeding be designated as an electronically filed case. Use of electronic submission and service of documents and pleadings will permit a more efficient review of the application and should reduce the cost associated with such a review for all parties. Good cause exists to permit a deviation from the

requirements of 807 KAR 5:001 to allow the submission and service of documents by electronic means.¹

A detailed procedural schedule was discussed among the parties during a telephonic attorneys' call held April 7, 2006. Having considered all requests made by Applicants and by the Attorney General, the Commission finds that the procedural schedule contained herein is reasonable and should be complied with by all parties.

IT IS THEREFORE ORDERED that:

1. The period for reviewing the Applicants' petition is extended to 120 days.
2. The motion of the Attorney General to intervene is granted, and he is hereby made a party to these proceedings.
3. The motion of the Attorney General to deem the Applicants' filing deficient is denied.
4. The initial data request shall be filed by April 21, 2006, with responses by Applicants due no later than May 4, 2006.
5. Supplemental data requests shall be filed by no later than May 16, 2006, with supplemental responses by Applicants due no later than May 23, 2006.
6. Prefiled testimony of intervenors shall be filed by no later than June 2, 2006.
7. A public hearing in this matter is scheduled for June 7, 2006, beginning at 9:00 a.m., Eastern Daylight Time, in the Commission's offices at 211 Sower Boulevard, Frankfort, Kentucky.

¹ An electronic version of all documents and pleadings filed prior to the date of this Order will be placed in the electronic case file repository.

8. Applicants shall request from the court reporter the production of an expedited transcript.

9. Post-hearing briefs shall be filed by no later than June 30, 2006.

10. A deviation from Administrative Regulation 807 KAR 5:001 is granted to BellSouth. Where a conflict exists between the procedures set forth in Administrative Regulation 807 KAR 5:001 and those established in this Order, the parties shall comply with the latter.

11. Unless the Commission requires otherwise, all parties to this proceeding shall, when submitting any pleading or other document in this proceeding, file an original in paper medium and one copy in electronic medium.

12. Any party submitting written testimony in this proceeding shall file with such testimony a notice of filing that lists each witness presenting testimony.

13. All parties shall submit the electronic copy of any pleading or document to the Commission by uploading the document(s) using the Commission's Web Application Portal at https://psc.ky.gov/psc_portal/. All parties shall fully comply with the instructions for electronic transmission and uploading set forth at http://psc.ky.gov/agencies/psc/casefile/filing_instructions_web.pdf.

14. All parties shall make electronic submissions in the following manner:

a. All pleadings, documents, and exhibits shall be submitted in portable document format ("PDF") and be capable of viewing with Adobe[®] Acrobat[®] Reader.[™]

b. All electronic submissions in PDF format shall be search capable and shall be optimized for viewing over the Internet.

c. Any submitted documents that are scanned shall be scanned at a resolution no less than 200 dots per inch (“dpi”) nor greater than 300 dpi.

d. The electronic version of each document shall, where appropriate, be bookmarked to distinguish sections of the document.

e. All requested spreadsheets in electronic submissions shall be in Microsoft® Excel 97 format, shall be self-contained, and shall not contain any linked references to or macro commands involving external files.

f. All electronic submissions shall include an introductory file in PDF format that is named “Read1st” and that contains a general description of the filing, a list of all materials not included in the electronic filing, and a statement attesting that the electronically filed documents are a true representation of the original documents. The “Read1st” file and any other document that normally contains a signature shall include a signature in electronic format. The electronic version of the cover letter accompanying the paper filing may be substituted for a general description.

g. All files shall be named in accordance with the naming conventions found at http://psc.ky.gov/agencies/psc/casefile/filing_instructions_web.pdf.

h. If the electronic submission does not include all documents contained in the paper version (e.g., confidential materials; materials that are too large or bulky to transfer by electronic medium), then the absence of these documents shall be noted in the “Read1st” document.

i. No electronic transmission or uploading session shall exceed 20 files or a total size of 100 megabytes. No individual file shall exceed 5 megabytes. If a

party's submission will exceed these limitations, the party shall make its electronic submission in two or more consecutive electronic transmission or uploading sessions.

j. When submitting documents for which confidential treatment is sought, a party shall:

(1) Submit an original and paper copy and an electronic copy of a petition requesting confidential treatment and setting forth the grounds pursuant to KRS 61.870 upon which the material should be classified as confidential and a copy of the material with those portions for which confidentiality is sought redacted.

(2) Submit a paper copy of the material in question which identifies by underscoring, highlighting with transparent ink, or other reasonable means, only those portions which unless deleted would disclose confidential material and a CD-ROM containing an electronic version of such material with highlighting.

15. When filing any document with the Commission, any party participating in this case through electronic means shall certify that:

a. The electronic version of the filing is a true and accurate copy of the document(s) filed in paper medium.

b. The electronic version of the filing has been transmitted to the Commission.

c. The party has, by electronic mail, notified the Commission and the other parties participating in this case by electronic means that the electronic version of the filing has been transmitted to the Commission.

d. The party has sent, in paper medium, a copy of its filing to all parties whom the Commission has excused from participation by electronic means.

16. The Commission's Executive Director shall make all electronic filings available at http://psc.ky.gov/efs/EFS_Search.aspx for public viewing and downloading.

17. Upon a party's receipt of an electronic mail message from another party indicating that an electronic submission has been made to the Commission, it shall be the receiving party's responsibility to access the Commission's electronic file depository at http://psc.ky.gov/efs/EFS_Search.aspx and download a copy of the submission.

18. a. Within 10 days of the date of this Order, parties shall notify the Commission in writing of the e-mail address to which all electronic notices and messages related to this proceeding should be served.

b. The Attorney General shall, within 10 days of entry of this Order, notify the Commission and all other parties of record in writing of the e-mail address to which all electronic notices and messages related to this proceeding should be served or, in the alternative, shall notify the Commission and all parties in writing of the reasons why it should not be required to participate in this case through electronic means and of the mailing address to which paper copies of pleadings and documents should be sent.

c. If a party objects to participation in this case through electronic means and the Commission determines that good cause exists to excuse that party from participating in this case through electronic means, then service of documents on that party and by that party shall be made in accordance with Administrative Regulation 807 KAR 5:001.

19. Except as provided in paragraph 14j of this Order, when a party files a document or pleading with the Commission for which it has not filed an electronic copy, it shall file with the Commission the original document or pleading and 10 copies.

20. The instructions set forth at http://psc.ky.gov/agencies/psc/casefile/filing_instructions_web.pdf are incorporated by reference into this Order. To the extent that any portion of these instructions conflicts with the provisions of this Order, the provisions of this Order shall control.

21. Any party serving a request for information upon another party to this proceeding shall at the time of service of that request also serve upon that party by electronic mail an electronic copy of its request. The electronic copy shall be in "Rich Text" (RTF) or other editable word processing format.

22. A document shall be considered timely filed with the Commission if it has been successfully transmitted in electronic medium to the Commission within the time allowed for filing. The original document, in paper medium, shall be filed at the Commission's offices on the next business day following the electronic filing. Parties shall attach to the top of such submission a paper copy of the electronic mail message from the Commission confirming transmission and receipt of its electronic submission.

23. Applicants and the Attorney General shall file, within 10 days of the date of this Order, a statement as to whether it, or its agent, is capable of receiving electronic transmissions, and whether it waives any right to service of Commission Orders by United States mail.

Done at Frankfort, Kentucky, this 12th day of April, 2006.

By the Commission

ATTEST:


Executive Director