

Commonwealth of Kentucky
Before the Public Service Commission

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APR 04 2006

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

PUBLIC SERVICE
COMMISSION

ATTORNEY GENERAL'S MOTION TO DEEM THE FILING AS DEFICIENT
OR, IN THE ALTERNATIVE,
MOTION TO SET AN INFORMAL CONFERENCE TO ESTABLISH A
PROCEDURAL SCHEDULE BASED ON A 120 DAY TIME PERIOD

Comes now the Attorney General of the Commonwealth of Kentucky, by and through his Office of Rate Intervention, and hereby moves the Commission to dismiss the application as deficient. In the alternative, the Attorney General moves the Commission to set an informal telephonic conference for the purpose of creating a scheduling order in this matter based on a 120 day time period.

The Attorney General moves that the Commission order the application deficient under 807 KAR 5:001, Section 3(3). Specifically, the Applicants have failed to file an application in hard copy as required. While many recent telephone cases have proceeded as "electronic" filings, this proceeding has yet to be afforded that treatment. As a consequence, the filing must be dismissed with or without prejudice as deficient.

In addition, the Attorney General objects to the Joint Applicants' request that this case be handled as an electronic case. As the basis for the objection, the undersigned counsel has had staff spend all morning print the materials and organize them. (Two of the files are not even readable.) This unnecessary drain on time is critical given the maximum time line for a decision of 120 days in the case. Nonetheless, the Attorney General is willing to agree that all documents filed with the Commission should simultaneously include electronic (e-mail) copies to all parties of record in order to help with all exchanges.

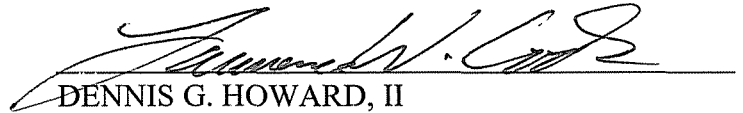
In regard to the Applicants' proposed procedural schedule, the Attorney General adamantly opposes the oppressive nature of a 60 day timeframe for a Commission decision. The Attorney General's Office has intervened in many cases involving transfer of control during the last twelve years, none of which could be concluded within the initial sixty (60) day period referenced in KRS 278.020. Given the enormous import of the instant case, and the fact that it will involve telephonic services to well in excess of one million Kentuckians, the Attorney General believes that at least two sets of data requests will be required, together with expert testimony. Moreover, the Attorney General has good reason to believe that many parties may seek intervention in this matter, some of which may seek to submit their own expert testimony. Finally, the proposed merger of these two significant corporate entities has generated intense public interest and debate throughout the nation. Clearly, the proposed merger will have significant ramifications for Kentucky telephonic services for decades to come, and change

of such a magnitude should not be rushed through without due consideration given to all relevant facts. For these reasons, the Attorney General believes that good cause exists for the Commission to find that sixty (60) additional days will be necessary to consider the Joint Applicants' proposed merger.

WHEREFORE, the Attorney General moves that the Commission dismiss the application with or without prejudice. In the alternative, the Attorney General asks the Commission to grant his request to set an informal telephonic conference for the purpose of establishing a procedural order based on a 120 day time frame for a Commission decision.

Respectfully submitted,

GREGORY D. STUMBO
ATTORNEY GENERAL

A handwritten signature in black ink, appearing to read "Dennis G. Howard, II", is written over a horizontal line.

DENNIS G. HOWARD, II
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Certificate of Service and Filing

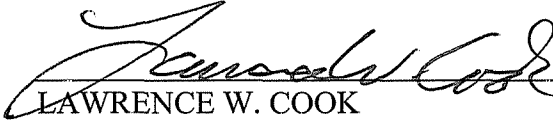
Counsel certifies that an original and ten photocopies of this Attorney General's Motion To Deem The Filing As Deficient Or, In The Alternative, Motion To Set An Informal Conference To Establish A Procedural Schedule Based On A 120 Day Time Period were served and filed by hand delivery to Beth O'Donnell, Executive Director, Public Service Commission, 211 Sower Boulevard, Frankfort, Kentucky 40601; furthermore, it was served by mailing a true and correct copy of the same, first class postage prepaid, to:

Holland N. McTyeire, V
Greenbaum, Doll & McDonald, PLLC
3500 National City Tower
Louisville, KY 40202

Creighton E. Mershon
Cheryl Winn
601 W. Chestnut St.
Room 407
Louisville, KY 40203

and counsel further states that as of the date and time this filing was tendered, no official list for certificate of service was available.

This ____ day of April, 2006.


LAWRENCE W. COOK
ASSISTANT ATTORNEY GENERAL