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June 8, 2009

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PUBLIC SERVICE
COMMISSION

via Hand Delivery

Jeff Derouen, Executive Director
Kentucky Public Service Commission
211 Sower Blvd
P.O. Box 615
Frankfort, KY 40602-0615

**Re: *In the Matter of: Brandenburg Telephone Company, et al. v. Windstream
Kentucky East, Inc., Case No. 2007-00004***

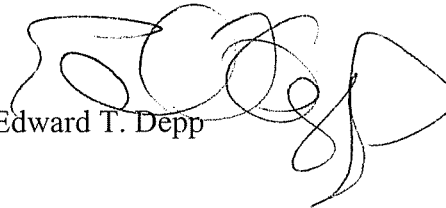
Dear Mr. Derouen:

Enclosed for filing in the above-referenced case, please find one original and eleven (11) copies of the Motion to Amend Procedural Order or, in the Alternative, Order Windstream's Transit Rates Unfair, Unjust, and Unreasonable on behalf of the Rural Local Exchange Carriers ("RLECs") who are the complainants in the above-referenced case. Please file-stamp one copy, and return it to our courier.

Thank you, and if you have any questions, please call me.

Sincerely,

DINSMORE & SHOHL LLP


Edward T. Depp

cc: All Parties of Record

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COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

Brandenburg Telephone Company; Duo County)
Telephone Cooperative Corporation, Inc.; Highland)
Telephone Cooperative, Inc.; Mountain Rural)
Telephone Cooperative Corporation, Inc.; North)
Central Telephone Cooperative Corporation; South)
Central Rural Telephone Cooperative Corporation, Inc.)
and West Kentucky Rural Telephone Cooperative)
Corporation, Inc.)

Complainants)

v.)

Windstream Kentucky East, Inc.)

Defendant)

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PUBLIC SERVICE
COMMISSION

Case No. 2007-00004

**MOTION TO AMEND PROCEDURAL ORDER OR, IN THE ALTERNATIVE,
ORDER WINDSTREAM'S TRANSIT RATES
UNFAIR, UNJUST, AND UNREASONABLE**

Brandenburg Telephone Company, Duo County Telephone Cooperative Corporation, Inc., Highland Telephone Cooperative, Inc., Mountain Rural Telephone Cooperative Corporation, Inc., North Central Telephone Cooperative Corporation, South Central Rural Telephone Cooperative Corporation, Inc., and West Kentucky Rural Telephone Cooperative Corporation, Inc. (collectively, the "RLECs"), by counsel, hereby move the Public Service Commission of the Commonwealth of Kentucky (the "Commission") to amend the existing procedural order in this matter. In support of their motion, the RLECs state as follows.

On April 23, 2009, the Commission issued a Second Amended Procedural Order allowing for a second round of data requests and the filing of supplemental testimony. The

deadline for filing the second round of data requests was May 5, 2009. Responses were due on May 19, 2009. Supplemental testimony was to be due on June 9, 2009.

The RLECs complied with the Commission's Second Amended Procedural Order and timely filed their second round of data requests. Many of Windstream's responses to these data requests stated that it would make documents available for inspection and copying at its corporate headquarters in Little Rock, Arkansas. Accordingly, the RLECs' expert witness (Douglas Meredith) traveled to Little Rock to inspect the documents. While many documents were made available for inspection, many other important documents responsive to the second round of requests were unavailable for inspection and review in Little Rock. Windstream claimed that its employee who had access to those documents was in Alaska and could not be reached to locate the responsive documents.

Nothing in Windstream's responses to the RLECs data requests indicated that certain documents had actually not been already gathered for inspection. Likewise, Windstream never informed the RLECs that a key employee with sole access to the responsive documents would be out of the office and unreachable during the time the RLECs had arranged for their expert to inspect the documents. Having thus caused the RLECs to bear the cost of a trip to review documents that were, in fact, not available for inspection, Windstream has now agreed that the responsible employee will upon his return to the office during the week of June 8, 2009 gather the requested documents and participate in a teleconference that week with the RLECs' expert witness.

With supplemental testimony due to be filed on Tuesday, June 9, 2009, Windstream's agreement is insufficient. Certainly, the RLECs' witness will make arrangements to receive the documents from and participate in a teleconference with the Windstream employee; however,

this agreement does not mitigate the significant testimony-preparation difficulties Windstream has caused.

In an effort to address this problem by agreed motion, the RLECs contacted Windstream the day after the RLECs' expert witness returned from reviewing the partial set of documents that were available. The RLECs indicated that review of the documents Windstream failed to produce in Little Rock would necessitate a brief extension of the deadline for filing testimony. The RLECs also noted that under the existing procedural schedule, there currently exists a month between the date that rebuttal testimony is due and the date for which the hearing is scheduled. Thus, the RLECs proposed that supplemental and rebuttal testimony each be due two weeks after their current, respective due dates.

Doing so would allow the RLECs sufficient time to obtain and review the documents that Windstream claimed were available for inspection in Little Rock and to file supplemental testimony addressing those documents, which are central to the issue of whether Windstream's transit rates are fair, just, and reasonable. This amendment to the procedural schedule would also avoid a continuance of the presently scheduled hearing date, as rebuttal testimony would still be due two weeks prior to the hearing. Windstream indicated it would "get back with" the RLECs. To date, Windstream still has not responded. For that reason, the RLECs have no choice but to file this motion.

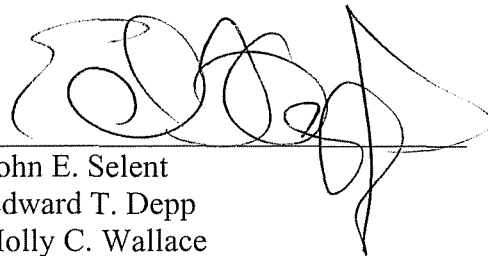
In order to prepare and file testimony regarding Windstream's cost study, the RLECs' expert witness needs to review the documents that Windstream has agreed to make available during the middle part of this week. Therefore, the RLECs request that the deadlines for filing supplemental and rebuttal testimony be continued for two weeks such that: (1) supplemental testimony would be due on Tuesday, June 23; and (ii) rebuttal testimony would be due on

Tuesday, July 7. The RLECs do not seek a continuance of the public hearing scheduled to begin on July 29, 2009.

In the alternative, given Windstream's obstructive acts to frustrate a meaningful review of its transit costs, the RLECs request that the Commission find Windstream's transit rates to be unfair, unjust, and unreasonable as a matter of law. *See* CR 37.02 (authorizing the entry of an order: establishing facts in favor of the party obtaining the order; refusing to allow the disobedient party to support or oppose designated claims or defenses or prohibiting it from introducing designated matters in evidence; rendering a judgment by default against the disobedient party; holding the disobedient party in contempt; and/or requiring the disobedient party to pay the reasonable expenses, including attorneys fees, caused by the disobedience).

Accordingly, the RLECs respectfully request that the Commission: (i) amend the existing procedural order by extending the deadline to file supplemental testimony and rebuttal testimony by two weeks; or in the alternative (ii) order that Windstream's transit tariff rates are unfair, unjust, and unreasonable.

Respectfully submitted,



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CERTIFICATE OF SERVICE

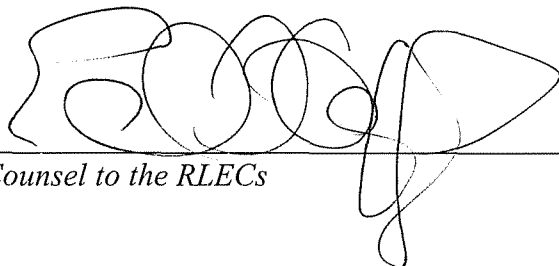
I hereby certify that a copy of the foregoing was served by United States First Class Mail, sufficient postage prepaid, on this 8th day of June, 2009 upon:

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