

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

January 19, 2006

IN RE:

**APPLICATION OF SPRINT NEXTEL CORPORATION FOR
APPROVAL OF THE TRANSFER OF CONTROL OF
UNITED TELEPHONE-SOUTHEAST, INC.; SPRINT LONG
DISTANCE, INC.; AND SPRINT PAYPHONE SERVICES,
INC. FROM SPRINT NEXTEL CORPORATION TO LTD
HOLDING COMPANY**

**DOCKET NO.
05-00240**

**ORDER ACCEPTING AGREEMENT OF THE PARTIES TO WAIVE A LIVE
HEARING, TO ESTABLISH THE EVIDENTIARY RECORD
AND TO ESTABLISH A BRIEFING SCHEDULE**

This matter is before the Hearing Officer upon the joint agreement and request of Sprint Nextel Corporation ("Sprint Nextel") and the Communications Workers of America, AFL-CIO ("CWA") (together, the "parties") to waive the live hearing scheduled to begin on January 24, 2006, establish an evidentiary record in this docket, establish a briefing schedule and set a date for deliberations by the directors.

BACKGROUND

On August 24, 2005, Sprint Nextel filed the *Application of Sprint Nextel Corporation for Approval of Transfer of Control* ("Application"). According to the *Application*, Sprint Nextel is seeking the approval of the Tennessee Regulatory Authority (the "Authority" or "TRA") for the transfer of control of United Telephone-Southeast, Inc., Sprint Long Distance, Inc., and Sprint Payphone Services, Inc. from Sprint Nextel to LTD Holding Company. On September 29, 2005,

the Communications Workers of America, AFL-CIO (“CWA”) filed the *Petition of the Communications Workers of America, AFL-CIO for Leave to Intervene*.

At a regularly scheduled Authority Conference held on November 7, 2005, the panel of directors assigned to this docket voted unanimously to grant the *Petition of the Communications Workers of America, AFL-CIO for Leave to Intervene* and to appoint General Counsel or his designee to serve as Hearing Officer for the purpose of hearing preliminary matters, setting a procedural schedule to completion and preparing the matter for a hearing before the panel.

On November 7, 2005, a procedural schedule was established.¹ On January 12, 2006, an *Order Amending Procedural Schedule* and a *Notice of Hearing and Pre-Hearing Conference* were issued. A pre-hearing conference was set for January 18, 2006 and the Hearing on the merits before the panel² assigned to the docket was scheduled to begin on January 24, 2006.

January 18, 2006 Pre-Hearing Conference

Counsel for the parties participated at the pre-hearing conference and presented their agreement and request for a “paper hearing,” waiving a live hearing on the merits and establishing an evidentiary record in this docket. The parties also requested a schedule be established for briefs from the parties and deliberations by the panel on the merits of the *Application*. The agreement was presented in writing and orally at the pre-hearing conference, and was filed by the parties on January 18, 2006.

Specifically, the parties confirmed on the record their agreement to waive a live hearing on the merits and to waive cross-examination of witnesses. The parties requested that simultaneous briefs be filed on January 31, 2006. The parties agreed to waive oral argument before the panel. The parties requested that the panel deliberate the merits of the *Application* on

¹ See *Order Establishing Procedural Schedule* (November 29, 2005)

² As a result of the resignation of Director Deborah Taylor Tate, Chairman Ron Jones reassigned the panel on January 12, 2006 to Chairman Jones, Director Pat Miller and Director Sara Kyle

March 6, 2006 during the scheduled Authority Conference. The parties stipulated that the evidentiary record would include all pre-filed testimony (except as noted below); all TRA staff data requests and responses; and all discovery requests and responses.

The parties also stipulated that certain parts of Ms. Debbie Goldman's pre-filed testimony, filed on December 9, 2005, would be stricken and not included in the record: at page 3, line 10 (confidential version); page 16 beginning at line 12 through page 18 ending at line 9 (confidential version); page 23 lines 14-16 (confidential version); page 3 line 10 (public version); page 15 beginning at line 19 through page 17 ending at line 16 (public version); and page 22 lines 22-24 (public version). The parties further stipulated that Ms. Goldman's pre-filed direct testimony should be amended as follows:

- (1) By inserting the word "possible" between the words "by" and "conditions" in line 5, page 12 (confidential version) and in line 5, page 12 (public version);
- (2) By inserting the word "possible" between the words "These" and "restrictions" in line 6, page 12 (confidential version) and in line 6, page 12 (public version);
- (3) By inserting the word "possible" between the words "its" and "restrictions" in line 20, page 12 (confidential version) and in line 19, page 12 (public version);
and
- (4) By inserting the word "possible" between the words "accompanying" and "restrictions" in line 15, page 15 (confidential version) and in line 3, page 15 (public version).


Following the presentation of the agreement of the parties as noted above, the Hearing Officer granted the parties requests, with the exception of the request to set the merits of the

Application for deliberations on March 6, 2006. The Hearing Officer did agree to note the parties' request for deliberations on March 6, 2006 to the panel for consideration, which is being accomplished through this order.

The parties reported that they had been unable to reach agreement regarding the wording of one of three issues on an issues list. The parties agreed to submit separate lists no later than January 19, 2006. The Hearing Officer agreed to review the separate lists to determine how to resolve the impasse.

IT IS THEREFORE ORDERED THAT:

1. The parties' waiver of the Hearing on the merits is accepted and the Hearing scheduled for Tuesday, January 24, 2006 is cancelled.
2. All pre-filed testimony, including Ms. Goldman's pre-filed direct testimony with the changes indicated above, all TRA staff data requests and responses, and all discovery requests and responses are entered into the evidentiary record of this docket.
3. The parties shall file separate issues lists no later than January 19, 2006.
4. The parties shall file briefs no later than 2:00 p.m. on January 31, 2006.
5. A date for deliberation of the merits of this docket by the voting panel will be set by separate notice or order.


Joan A. Stone, Counsel
as Hearing Officer