

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:	*	
Bellsouth Telecommunications, Inc.	*	
dba AT&T Southeast dba AT&T Tennessee	*	
v.	*	
Budget Prepay, Inc., dba Budget	*	Docket No. 10-00004
<u>Phone, fka Budget Phone, Inc.</u>	*	
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(and)	*	
v.	*	
Tennessee Telephone Service, LLC dba	*	
Freedom Communications, LLC dba	*	Docket No. 10-00005
<u>Freedom Communications USA, LLC</u>	*	
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(and)		
v.		
<u>Image Access, Inc. dba New Phone</u>	*	Docket No. 10-00006
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(and)		
v.	*	
<u>dPi Teleconnect, LLC</u>	*	Docket No. 10-00007
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(and)		
v.	*	
BLC Management, LLC dba	*	Docket No. 10-00008
Angles Communications Solutions	*	

JOINT MOTION ON PROCEDURAL ISSUES

All of the above-captioned proceedings are similar, not only to each other but to cases pending before the regulatory commissions of eight other states (the states of the former BellSouth region).¹ To promote the reasonable, efficient, and expeditious determination of these proceedings, the Parties respectfully submit the following Joint Motion concerning procedural issues.

The Parties respectfully request that the Authority:

1. Hold all other pending motions in abeyance; and

¹ This Joint Motion is also being filed in each of the other states.

2. Convene a consolidated proceeding (Consolidated Phase), to which the Complainant and all Respondents are parties, to resolve the following issues:²

- (a) how cash back credits to the resellers should be calculated;
- (b) whether the word-of-mouth promotion is available for resale and, if so, how the credits to resellers should be calculated; and
- (c) how credits to resellers for waiver of the line connection charge should be calculated.

If the Authority approves this Joint Motion, the Parties will work in good faith to propose by June 11, 2010, a procedural schedule for a Consolidated Phase hearing in each of the nine states.³

Once the Authority has issued an order resolving the issues in the Consolidated Phase, the Parties will work in good faith to address or, if necessary, request the Authority to resolve, all remaining unresolved claims and counterclaims related to the Consolidated Phase and determine what, if any, dollar amounts are owed or credits due each Party. As stated below, any individual Party may also seek to pursue in its respective docket, either concurrent with or following the Consolidated Phase, any issue,

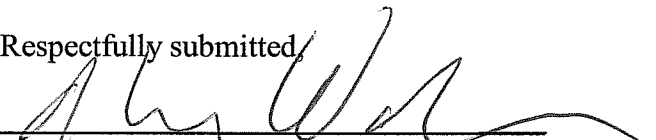
² The Parties are not asking the Authority to decide any other issues, including without limitation issues related to AT&T's announcement of its intent to change its formula for calculating cashback credits, in the Consolidated Phase. This Joint Motion, however, does not limit the *arguments* which may be made by any Party in the Consolidated Phase. Any Party may raise any arguments it believes are relevant to the Consolidated Phase, whether or not such arguments also relate to claims outside the Consolidated Phase. Similarly, AT&T may object to any arguments it believes are irrelevant or object for any other reason, but it will not object on the grounds that raising arguments related to other claims is inconsistent with this Joint Motion.


³ This is similar to the approach taken by pre-merger BellSouth and the parties to the Authority's dockets addressing the FCC's Triennial Review Remand Order ("TRRO") and its progeny. Those parties presented a coordinated, region-wide schedule that resulted in the expeditious resolution of those proceedings on a regional basis.

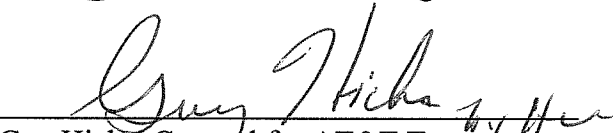
claim, or counterclaim, including related discovery, that is not addressed in the Consolidated Phase.

Nothing in this Joint Motion is intended, or shall be construed, as a waiver of any Party's pending motions, claims, counterclaims or defenses or any Party's right to amend and supplement its claims, counterclaims, or other pleadings, or to pursue any issue, claim, or counterclaim that is not addressed in the Consolidated Phase in each Party's respective docket, either concurrent with or following the Consolidated Phase, or to seek such other relief as a change in circumstances may warrant.

Respectfully submitted,


Henry Walker, counsel for Freedom
Communications, Angles Communications,
New Phone, and dPi


Don Baltimore, Counsel for Budget Phone


Guy Hicks, Counsel for AT&T Tennessee