

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

August 26, 2010

IN RE:	)	
	)	
PETITION FOR ARBITRATION OF	)	DOCKET NO.
INTERCONNECTION AGREEMENT BETWEEN	)	10-00043
BELLSOUTH D/B/A AT&T TENNESSEE AND	)	
SPRINT COMMUNICATIONS COMPANY, L.P.	)	

ORDER ADOPTING JOINT PROCEDURAL SCHEDULE

This matter is before the Pre-Arbitration Officer upon the *Joint Notice and Motion for Procedural Schedule* (“*Joint Notice and Motion*”) filed by the parties, Sprint Spectrum L.P. d/b/a Sprint PCS, Nextel South Corp., NPCR, Inc. d/b/a Nextel Partners, Sprint Communications Company L.P. and BellSouth Telecommunications, Inc, d/b/a AT&T Tennessee (“AT&T Tennessee”) (collectively “the parties”) on August 2, 2010.

On May 24, 2010 the Tennessee Regulatory Authority (“Authority” or “TRA”) accepted the Petition for Arbitration filed by AT&T Tennessee on March 19, 2010 in this docket and appointed General Counsel as the Pre-Arbitration Officer for the purpose of preparing this matter for hearing. The Pre-Arbitration Officer met with counsel for the parties on May 24, 2010 regarding the establishment of a pre-hearing procedural schedule. The parties stated that because this matter was a part of arbitrations filed in multiple jurisdictions, they would work together to develop a Joint Procedural Schedule that would be coordinated with procedural schedules in other jurisdictions.

The parties have filed this *Joint Notice and Motion* which included a proposed Joint Procedural Schedule designed to efficiently proceed with this litigation as a part of the larger, coordinated multi-jurisdictional litigation process. The parties have also submitted a report regarding

the status of their negotiations and agreements reached with respect to consolidation and certain procedural matters. According to the *Joint Notice and Motion*, the parties have agreed to regional discovery procedures applicable to the arbitration proceedings in Tennessee as well as to proceedings in: North Carolina, Florida, Georgia, Kentucky, Wisconsin, South Carolina, Alabama, Louisiana and Mississippi.

Based on the statements and agreement of the parties, the Pre-Arbitration Officer grants the request of the parties and adopts the parties' proposed Joint Procedural Schedule.

IT IS THEREFORE ORDERED that the motion for procedural schedule submitted by the parties is granted and the Joint Procedural Schedule, attached to this Order as Exhibit 1 is effective as of the date of this Order.

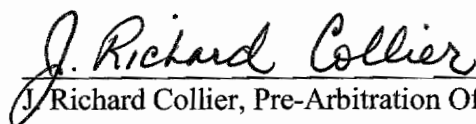

J. Richard Collier, Pre-Arbitration Officer

EXHIBIT 1

JOINT PROCEDURAL SCHEDULE

The following schedule for the conduct of this arbitration shall apply:

August 31, 2010	Simultaneous Direct Testimony filed
September 30, 2010	Simultaneous Rebuttal Testimony filed
December 17, 2010	No new data requests propounded after this date.
January 24-27, 2010	Hearing. Attorneys for the Parties shall gather early on the first date of the hearing to discuss any outstanding procedural issues.

Simultaneous Post-Hearing Briefs: 45 days after Receipt of Hearing Transcript.

Simultaneous Post-Hearing Reply Briefs: 30 days after Post-Hearing Briefs.

The discovery window is open and is being conducted under the following parameters:

1. Written discovery shall be limited to a total of 100 distinct discovery requests of any type from each Party for all arbitrations pending or to be filed in the Arbitration States. Parts and subparts of a request shall be counted as separate requests. A given request shall be counted as a single request even though it may seek information regarding more than one Arbitration State or (insofar as the Parties may be required to propound or file discovery in more than one state covered by the stipulation) has been propounded in more than one state.
2. The Parties believe written discovery, pre-filed testimony and the record through and including the arbitration hearings will create a sufficient record for the Authority and respective commissions to render arbitration decisions and, therefore, agree that neither Party will initiate deposition discovery. If Authority Staff seeks deposition discovery despite the Parties' agreement not to initiate deposition discovery, the Parties will jointly request that such deposition discovery be coordinated with deposition discovery sought in any other state so that such discovery is:
 - a. Limited to witnesses who have submitted testimony in the arbitration;
 - b. Limited to one deposition per witness for all proceedings; and,
 - c. Conducted at mutually acceptable locations, times and dates for witness depositions.

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3. Responses to discovery propounded in one state (including discovery propounded by Authority Staff or statutory advocates) shall be treated as if produced in all states covered by this stipulation. Any time before the close of the arbitration hearing record in a given state, either Party may file and move for admission of discovery responses propounded in another state, and the non-filing Party shall not object to the admission of such discovery on the basis that the discovery was propounded and answered in another state. Notwithstanding the foregoing, the Parties reserve their right to object to admissibility based on any other grounds.
 4. Objections to discovery shall be served within 10 calendar days of service of the request.
 5. Responses to discovery shall be served within 21 calendar days of service of the request.
 6. Requests and responses shall be served electronically, with hard copies to follow.
 7. The Parties agree to use a mutually acceptable regional protective agreement for use in the proceedings.