

Experience

Snively King Majoros O'Connor & Lee, Inc. Washington, DC

*President (1989 to Present)
Vice President (1970 - 1989)*

Mr. King, a founder of the firm and acknowledged authority on regulatory economics, brings over thirty years of experience in economic consulting to his direction of the firm's work in transportation, utility and telecommunications economics.

Mr. King has appeared as an expert witness on over 300 separate occasions before more than thirty state and nine U.S. and Canadian federal regulatory agencies, presenting testimony on rate base calculations, rate of return, rate design, costing methodology, depreciation market forecasting, and ratemaking principles. Mr. King has also testified before House and Senate Committees on energy and telecommunications legislation pending before the U.S. Congress.

In telecommunications, Mr. King has testified before the Federal Communications Commission on a number of policy issues, service authorization, competitive impacts, video dialtone, and prescription of interstate depreciation rates. Before state regulatory bodies, he has presented testimony in proceedings on intrastate rates, costs earnings and depreciation.

Mr. King has testified in electric, gas and water utility cases on virtually every aspect of regulation, including cost of capital, revenue requirements, depreciation, cost allocation and rate design. Mr. King is one of the nation's leading authorities on utility depreciation practices, having testified on this subject in several dozen cases before state regulatory bodies.

In addition to his appearances as a witness in judicial and administrative proceedings, Mr. King has negotiated settlements among private parties and between private parties and regulatory offices. Mr. King also has directed depreciation studies, investment cost benefit analyses, demand forecasts, cost allocation studies and antitrust damage calculations. Mr. King directed analyses of the prices of services under Federal Government's FTS2000 long distance system.

In Canada, Mr. King designed and directed an extended inquiry into the principles and procedures for regulating the telecommunication carriers subject to the jurisdiction of the Canadian Transport Commission. He also was the principal investigator in the Canadian Transport Commission's comprehensive review of rail costing procedures.

EBS Management Consultants, Inc., Washington, DC

*Director, Economic Development Department
(1968-1970)*

Mr. King organized and directed a five-person staff of economists performing research, evaluation, and planning relating to economic development of depressed areas and communities within the U.S. Most of this work was on behalf of federal, state, and municipal agencies responsible for community or regional economic development.

Principal Consultant (1966-1968)

Mr. King conducted research on a broad range of economic topics, including transportation, regional economic development, communications, and physical distribution.

W.B. Saunders & Company, Inc., Washington, DC

Staff Economist (1962-1966)

For this economic consulting firm, which later merged with EBS Management Consultants, Inc., Mr. King engaged in numerous research efforts relating primarily to economic development and transportation.

U.S. Bureau of the Budget, Office of Statistical Standards

Analytical Statistician (1961-1962)

Mr. King was responsible for the review of all federal statistical and data-gathering programs relating to transportation.

Education

Washington & Lee University, B.A. in Economics

*The George Washington University, M.A. in
Government Economic Policy*

CHARLES W. KING
Snavely King Majoros O'Connor & Lee, Inc.
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Washington, D.C. 20005
(202) 371-1111

Appearances before State Regulatory Agencies

| State | Electric, Gas, Water Utility Cases | | | Date of Cross-Examination |
|-------|--|---|--|---|
| | Client | Case | | |
| | | Case Number | Utility | |
| AK | Exxon USA | P-89-1,2 | Trans Alaska Pipeline System | October 18, 1990 |
| AZ | Arizona Corporation Commission Arizona Retailers Association | U-1345-I U-1345-II | Arizona Public Service Co. Arizona Public Service Co. | December 16, 1980 January 15, 1981 |
| CA | California Retailers Association California Retailers Association California Retailers Association California Retailers & California Manufacturers California Retailers Association | 57666 57602 59351 59351 61138 | Pacific Gas & Electric Co. Southern California Edison Pacific Gas & Electric Co. Southern California Edison Southern California Edison | March 6, 1978 April 25, 1978 June 12, 1981 May 20, 1982 May 28, 1982 |
| CO | U. S. Department of Defense J.C. Penney Company U.S. Department of Defense U. S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense | I&S 1100 5693 I&S 1339 I&S 1540 C. Council C. Council C. Council C. Council | Colorado Springs (Elec) All Electric Utilities Colorado Springs DPU (Gas) Colorado Springs DPU (Gas) Colorado Springs DPU (Gas) Colorado Springs DPU (Elec) Colorado Springs DPU (Elec) Colorado Springs DPU (Elec) | June 14, 1977 March 8, 1978 October 18, 1979 February 9, 1982 September 30, 1984 June 6, 1985 May 19, 1986 June 30, 1987 |
| CT | Retailers Merchants Association Division of Consumer Counsel Public Utilities Control Auto Division of Consumer Counsel Division of Consumer Counsel Division of Consumer Counsel Division of Consumer Counsel Coalition of Hotels, Alloys & Retailers Coalition of Hotels, Alloys & Retailers | 72-0204 76-0604,5 78-0303 80-0403,4 81-0413 81-0602,4 82-0701 85-10-22 87-07-01 | Various Electric Utilities CL&P and HELCO Bridgeport Hydraulic Co. CL&P and HELCO United Illuminating Company CL&P and HELCO CL&P CL&P CL&P | July 22, 1976 November 10, 1977 (none) August 11, 1980 July 20, 1981 October 5, 1981 September 28, 1982 (none) April 25, 1988 |

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Appearances before State Regulatory Agencies

| State | Electric, Gas, Water Utility Cases | | | Date of Cross-Examination |
|-------|--|--------------------|-----------------------------------|---------------------------|
| | Client | Case | | |
| | | Case Number | Utility | |
| DC | D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel Washington Metro Area Transit Authority Washington Metro Area Transit Authority D.C. People's Counsel Washington Metro Area Transit Authority D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel D.C. People's Counsel | 685 | Potomac Electric Power Company | March 6, 1978 (none) |
| | | 715 | Potomac Electric Power Company | April 4, 1980 |
| | | 725 | Potomac Electric Power Company | January 1, 1981 |
| | | 737 | Potomac Electric Power Company | June 26, 1981 |
| | | 748 | Potomac Electric Power Company | December 15, 1981 |
| | | 758 | Potomac Electric Power Company | September 21, 1982 |
| | | 785 | Potomac Electric Power Company | March 29, 1984 |
| | | 799 | Potomac Electric Power Company | June 10, 1985 |
| | | 685 Remand | Potomac Electric Power Company | August 20, 1991 |
| | | 905 | Potomac Electric Power Company | May 7, 1992 |
| | | 912 | Potomac Electric Power Company | May 22, 1992 |
| | | 834, III | Potomac Electric Power Company | September 24, 1992 |
| | | 917 | Potomac Electric Power Company | June 15, 1993 |
| | | 922 | Washington Gas Light Company | December 16, 1993 |
| | | 929 | Potomac Electric Power Company | Filed April 22, 1994 |
| | | 934 | Washington Gas Light Company | March 16, 1995 |
| | | 939 | Potomac Electric Power Company | April 16, 1995 |
| | | 917 | Potomac Electric Power Company | February 20, 1997 |
| | | 951 | Potomac Electric Power Company | September 29, 1999 |
| | | 945 | Potomac Electric Power Company | June 27, 2001 |
| 847 | Washington Gas Light Company | May 22, 2002 | | |
| 989 | Washington Gas Light Company | September 23, 2003 | | |
| 1016 | Washington Gas Light Company | June 27, 2007 | | |
| 1053 | Potomac Electric Power Company | | | |
| DE | Delaware PSC Staff Delaware PSC Staff Delaware PSC Staff | 94-164 | Artesian Water Company | Filed March 10, 1995 |
| | | 94-149 | Wilmington Suburban Water Company | March 10, 1995 |
| | | 04-152 | Tidewater Utilities Company | Filed July 26, 2004 |
| FL | Florida Retail Federation Florida Retail Federation Florida Retail Federation Florida Retail Federation Florida Retail Federation Florida Retail Federation Florida Retail Federation | 790593-EU | All Electric Utilities | March 5, 1981 |
| | | 810002-EU | Florida Power and Light Company | July 23, 1981 |
| | | 820097-EU | Florida Power and Light Company | September 22, 1982 |
| | | 820097-EU | Florida Power and Light Company | April 11, 1983 |
| | | 830012-EU | Tampa Electric Company | August 19, 1983 |
| | | 830465-EI | Florida Power and Light Company | April 19, 1984 |
| | | 830465-EI | Tampa Electric Company | (none) |

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Appearances before State Regulatory Agencies

| State | Electric, Gas, Water Utility Cases | | | Date of Cross-Examination |
|---------|--|------------------------|-----------------------------------|-----------------------------|
| | Client | Case | | |
| | | Case Number | Utility | |
| GA | Georgia Retail Federation Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission Georgia Public Service Commission | 3270-U | Georgia Power Company | September 3, 1981 |
| | | 4007-U | Georgia Power Company | August 21, 1991 |
| | | 4384-U | All Electric Utilities | August 1, 1993 |
| | | 4755-U | Georgia Power Company | January 25, 1994 |
| | | 4697-U | All Utilities | May 10, 1994 |
| | | 9355-U | Georgia Power Company | November 4, 1998 |
| | | 14000-U | Georgia Power Company | October 23, 2001 |
| | | 14618-U | Savannah Electric & Power Company | March 27, 2002 |
| | | 14311-U | Atlanta Gas Light Company | April 8, 2002 |
| | | 17066-U | Georgia Power Company | July 31, 2003 |
| | | 18300-U | Georgia Power Company | October 26, 2004 |
| | | 18638-U | Atlanta Gas Light Company | March 14, 2005 |
| | | 19758-U | Savannah Electric & Power Company | March 29, 2005 |
| | | 20298-U | Atmos Energy Corp. | October 11, 2005 |
| 25060-U | Georgia Power Company | Filed October 22, 2007 | | |
| 27163 | Atmos Energy Corp. | August 16, 2008 | | |
| HI | Public Utilities Department Hawaii Consumer Advocate | 2793 | All Electric Utilities | February 14, 1978 |
| | | 4536 | Hawaiian Electric Company | February 1, 1983 |
| IL | Illinois Retail Merchants Association ("IRMA")/ Chicago Bldg. Mgrs. Association ("CBMA") IRMA/CBMA IRMA/CBMA IRMA/CBMA IRMA/CBMA IRMA/CBMA IRMA/CBMA City of O'Fallon, IL | 76-0698 | Commonwealth Edison | June 22, 1977 |
| | | 76-0568 | All Electric Utilities | (none) |
| | | 80-0546 | Commonwealth Edison | March 5, 1981 |
| | | 82-0026 | Commonwealth Edison | July 22, 1982 |
| | | 83-0537 | Commonwealth Edison | March 19, 1984 |
| | | 87-0427 | Commonwealth Edison | March/April 22, 1988 |
| | | 90-0169 | Commonwealth Edison | October 29, 1990 |
| | | 02-0690 | Illinois-American Water Company | Filed Feb. 5, Apr. 11, 2003 |
| IN | Indiana Retail Council Indiana Retail Council Indiana Retail Council | 35780-S2 | N. Ind. Public Service co. | June 1, 1980 |
| | | 35780-S1 | Public Service of Indiana | October 15, 1980 |
| | | 36318 | Public Service of Indiana | May 4, 1982 |
| KS | J.C. Penney Company | 115,379-U | All Kansas Utilities | January 22, 1981 |

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Appearances before State Regulatory Agencies

| State | Client | Case | | Date |
|-------|---|-------------------------|----------------------------------|----------------------|
| | | Case Number | Utility | |
| KY | Seven Kentucky Retailers Attorney General of Kentucky Attorney General of Kentucky Attorney General of Kentucky Attorney General of Kentucky Attorney General of Kentucky | 7310 | Louisville Gas & Electric Co. | April 25, 1979 |
| | | 2002-145 | Columbia Gas of Kentucky | Filed August 8, 2002 |
| | | 2003-252 | Union Heat Light & Power Co. | September 30, 2003 |
| | | 2004-67 | Delta Gas Company | August 18, 2004 |
| | | 2006-00646 | Atmos Energy Corp. | Filed April 27, 2007 |
| MA | Coalition of Municipalities Coalition of Municipalities Coalition of Municipalities Coalition of Municipalities | 20279 | Western Massachusetts Electric | March 19, 1980 |
| | | 557/558 | Western Massachusetts Electric | May 14, 1981 |
| MD | Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Retail Merchants of Baltimore Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Organization of Consumer Justice Maryland People's Counsel Maryland People's Counsel Retail Merchants of Baltimore Genstar Stone Products, et al. Industrial Intervenor Maryland People's Counsel Giant Foods, Inc. Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel | 1300 | Western Massachusetts Electric | March 9, 1982 |
| | | 65-270 | Western Massachusetts Electric | January 1, 1983 |
| | | 6877 | Washington Gas & Light Company | September 17, 1976 |
| | | 6814 | Potomac Electric Power Company | September 1, 1977 |
| | | 6807 | All Electric Utilities | (none) |
| | | 6882 | Baltimore Gas & Electric Company | September 28, 1976 |
| | | 6985 | Baltimore Gas & Electric Company | December 20, 1976 |
| | | 7070 | Baltimore Gas & Electric Company | April 18, 1978 |
| | | 7149 | Potomac Electric Power Company | January 17, 1979 |
| | | 7183 | All Electric Utilities | October 23, 1978 |
| | | 7236 | Delmarva Power & Light Company | June 20, 1980 |
| | | 7397 | Baltimore Gas & Electric Company | September 8, 1980 |
| | | 7427 | Delmarva Power & Light Company | December 2, 1981 |
| | | 7574 | Baltimore Gas & Electric Company | February 18, 1982 |
| | | 7597 | Potomac Electric Power Company | April 20, 1982 |
| | | 7604 | Potomac Electric Power Company | October 19, 1982 |
| | | 7588 | Baltimore Gas & Electric Company | November 22, 1982 |
| | | 7663 | Potomac Electric Power Company | April 12, 1983 |
| | | 7685 | Baltimore Gas & Electric Company | December 9, 1985 |
| | | 7878 | Potomac Electric Power Company | June 28/July 1986 |
| | | 7878 | Potomac Electric Power Company | March 4, 1987 |
| | | 7983 | Baltimore Gas & Electric Company | January 8, 2003 |
| | | 8855 | Baltimore Gas & Electric Company | September 29, 2005 |
| 9036 | Baltimore Gas & Electric Company | April 16, 2007 | | |
| 9092 | Potomac Electric Power Company | April 9, 2007 | | |
| 9093 | Delmarva Power & Light Company | August 23, 2007 | | |
| 9104 | Washington Gas & Light Company | September 24, 2007 | | |
| 9096 | Baltimore Gas & Electric Company | September 24, 2007 | | |
| 9103 | Washington Gas & Light Company | filed December 21, 2007 | | |

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Appearances before State Regulatory Agencies

| State | Electric, Gas, Water Utility Cases | | Date of Cross-Examination |
|---------------------------|--------------------------------------|--------------------------|--|
| | Client | Case | |
| | | Case Number | Utility |
| MI | General Services Administration | U-10102 | Detroit Edison Company |
| | Michigan Attorney General | U-11722 | Detroit Edison Company |
| | Michigan Attorney General | U-11772 | Consumers Energy/Detroit Edison |
| | Michigan Attorney General | U-11495 | Detroit Edison Company |
| | Michigan Attorney General | U-11956 | Consumer Energy/Detroit Edison |
| | Michigan Attorney General | U-12505 | Consumers Energy Company |
| | Michigan Attorney General | U-12478 | Detroit Edison Company |
| | Michigan Attorney General | U-12639 | Consumers Energy/Detroit Edison |
| | Michigan Attorney General | U-13000 | Consumers Energy Company |
| | Michigan Attorney General | U-13380 | Consumers Energy Company |
| | Michigan Attorney General | U-13715 | Consumers Energy Company |
| | Michigan Attorney General | U-13808 | Detroit Edison Company |
| | Michigan Attorney General | U-12999 | Consumers Energy Company |
| | Michigan Attorney General | U-13898,9 | Michigan Consolidated Gas Co. |
| | Michigan Attorney General | U-14201 | Detroit Edison Company |
| | Michigan Attorney General | U-14274 | Consumers Energy Company |
| | Michigan Attorney General | U-14148 | Consumers Energy Company |
| | Michigan Attorney General | U-14389 | Detroit Edison Company |
| | Michigan Attorney General | U-14428 | Detroit Edison Company |
| | Michigan Attorney General | U-14292 | All Michigan Utilities |
| | Michigan Attorney General | U-13808-R | Detroit Edison Company |
| | Michigan Attorney General | U-14547 | Consumers Energy Company |
| | Michigan Attorney General | U-14701 | Consumers Energy Company |
| | Michigan Attorney General | U-14526 | Consumers Energy Company |
| | Michigan Attorney General | U-14561 | All Gas Distribution Utilities |
| | Michigan Attorney General | U-15002 | Detroit Edison Company |
| | Michigan Attorney General | U-15245 | Consumers Energy Company |
| Michigan Attorney General | U-15417 | Detroit Edison Company | |
| Michigan Attorney General | U-15244 | Detroit Edison Company | |
| Michigan Attorney General | U-15506 | Consumers Energy Company | |
| Michigan Attorney General | U-15002-R | Detroit Edison Company | |
| MN | Minnesota Retail Federation | EO026R-77-611 | Northern States Power |
| MO | Missouri Retailers Association | EO-78-161 | Kansas City Power & Light Company |
| | Missouri Public Counsel | ER-2006-0315 | Empire District Electric Company |
| | Missouri Public Counsel | GR-2007-0003 | Ameren UE (Gas) |
| Missouri Public Counsel | ER-2007-0002 | Ameren UE (Electric) | |
| NC | North Carolina Merchants Association | E-100 | All Electric Utilities |
| | | | March 22, 1993 November 6, 1998 November 16, 1998 December 8, 1999 December 15, 1999 September 7, 2000 October 5, 2000 July 18, 2001 January 29, 2002 September 9, 2002 April 24, 2003 Dec 12, 2003; Jan 30, Mar 5, 04 March 10, 2004 August 23, 2004 Filed December 5, 2004 Filed February 15, 2005 Filed March 2, 25, 2005 July 29, 2005 September 7, 2005 September 27, 2005 November 7, 2005 Nov. 7, 2005; Mar. 22, 2006 March 21, 2006 April 11, 2006 June 1, 2006 December 8, 2006 December 11, 2007 April 2, 2008 July 15, 2008 September 12, 2008 October 16, 2008 |
| | | | 1979 |
| | | | February 19, 1981 September 14, 2006 Filed December 15, 2006 March 22, 2007 |
| | | | December 18, 1975 |

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Appearances before State Regulatory Agencies

| State | Electric, Gas, Water Utility Cases | | | Date |
|-------|--|---|--|---|
| | Client | Case Number | Utility | |
| ND | North Dakota Public Service Commission North Dakota Public Service Commission North Dakota Public Service Commission North Dakota Public Service Commission North Dakota Public Service Commission North Dakota Public Service Commission North Dakota Public Service Commission North Dakota Public Service Commission | PU-400-00-521 PU-399-01-186 PU-399-02-183 PU-399-02-183 PU-399-03-296 PU-04-97 PU-06-525 PU-07-776 | Xcel Energy, Inc. Montana-Dakota Utilities (Electric) Montana-Dakota Utilities (Gas) Montana-Dakota Utilities (Gas Depr.) Montana-Dakota Utilities (Electric) Montana-Dakota Utilities (Gas) Northern States Power (Gas) Northern States Power (Electric) | April 20, 2001 February 25, 2002 October 7, 2002 Filed April 7, 2003 Filed October 15, 2003 Filed July 6, 2004 Filed May 1, 2007 June 25, 2008 |
| NH | Business & Industry Association of N.H. Business & Industry Association of N.H. Business & Industry Association of N.H. | 79-187-II 80-260 82-333 | Public Service of N.H. Public Service of N.H. Public Service of N.H. | February 6, 1981 February 5, 1981 November 2, 1983 |
| NJ | N.J. Retail Merchants Association Department of Public Advocate Resorts International Hotel, Inc. Dept. of Public Advocate Dept. of Public Advocate Dover Township Fire Chiefs | 803-151 815-459 8011-827 822-116 355-87 88-080967 | All New Jersey Utilities N.J. Natural Gas Company Atlantic City Sewerage Co. Atlantic City Electric Co. Elizabethtown Gas Tom's River Water Company | March 31, 1981 (none) (none) August 11, 1982 June 9, 1987 February 22, 1989 |
| NY | NY Council of Retail Merchants Metropolitan N.Y. Retail Council Metropolitan N.Y. Retail Council N.Y. Metro. Transit Authority | 26806 27029 27136 27353 | All Electric Utilities Consolidated Edison Company Long Island Lighting Company Consolidated Edison Company | February 3, 1976 (none) July 1, 1977 September 5, 1980 |
| OH | Ohio Council of Retail Association Ohio Council of Retail Association Ohio Energy Group | 88-170-EL 83-1529-EL 08-936-EL-SSO | Cleveland Elec. Illuminating Cincinnati Gas & Electric FirstEnergy Companies | (none) February 15, 1992 Filed September 25, 2008 |

CHARLES W. KING
Appearances before State Regulatory Agencies

| State | Electric, Gas, Water Utility Cases | | | Date |
|-------|--|---|---|--|
| | Client | Case | | |
| | | Case Number | Utility | |
| PA | <p>Pennsylvania Retail Association Southeastern Pa. Transp. Authority Eastern Penn Energy Users Group Eastern Penn Energy Association Penn Business Utility User Group Pennsylvania Office of Consumer Advocate Pennsylvania Office of Public Advocate</p> | <p>76-PRMD-7 R-811626 R-822169 R-842851 R-850152 R-00016339 R-2008-203269</p> | <p>All Electric Utilities Philadelphia Electric Company Penn. Power & Light Company Penn. Power & Light Company Philadelphia Electric Company Pennsylvania-American Water Co. Pennsylvania-American Water Co.</p> | <p>September 7, 1977 December 11, 1981 March/April 1983 December 3, 1984 February 19, 1986 September 19, 2001 August 6, 2008; Sept. 15, 2008</p> |
| TN | <p>Attorney General of Tennessee Attorney General of Tennessee</p> | <p>07-00105 08-00039</p> | <p>Atmos Energy Corp. Tennessee-American Water Co.</p> | <p>Filed August 21, 2007 August 26, 2007</p> |
| TX | <p>Houston Retailers Association Houston Retailers Association Cities for Fair Utility Rates</p> | <p>5779 6765 8425/8431</p> | <p>Houston Lighting Company Houston Lighting Company Houston Lighting Company</p> | <p>October 19, 1984 September 25, 1986 April 25, 1989</p> |
| UT | <p>Div. Of Public Utilities Dept of Commerce Div. Of Public Utilities Dept of Commerce Div. Of Public Utilities Dept of Commerce</p> | <p>98-2035-33 05-057-101 07-035-13</p> | <p>Pacific Corp Questar Gas Company Rocky Mountain Power Co.</p> | <p>Filed August 16, Sept 22, 1999 May 17, 2006 Filed October 15, 2007</p> |
| VA | <p>Consumer Congress of Virginia Consumer Congress of Virginia Va. Business Committee on Energy Virginia Pipe Trades Council</p> | <p>19426 19960 PUE 7900012 PUE 8900051</p> | <p>Virginia Electric Power Company Virginia Electric Power Company Virginia Electric Power Company Old Dominion Electric Corp. &</p> | <p>July 1, 1975 September 19, 1978 February 25, 1981 October 31, 1989</p> |
| WA | <p>WA Attorney General - Public Counsel WA Attorney General - Public Counsel WA Attorney General - Public Counsel</p> | <p>UE-072300;UG-072301 UE-080220 UE-08416;UG-08417</p> | <p>Puget Sound Energy PacifiCorp Avista Utilities</p> | <p>Filed May 30, 2008 Filed August 15, 2008 September 19; October 10, 2008</p> |
| WI | <p>Wisconsin Merchants Federation</p> | <p>6630-ER-2</p> | <p>Wisconsin Electric Power Company</p> | <p>May 15, 1978</p> |

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Appearances before State Regulatory Agencies

| State | Telecommunications Cases | | | Date of Cross-Examination |
|-------|--|---|---|---|
| | Client | Case | | |
| | | Case Number | Utility | |
| AL | U.S. Department of Defense | 24472 | All Telephone Companies | June 14, 1995 |
| AK | GCI Communications, Inc. GCI Communications, Inc. | U-97-82,U-97-143 U-05-46 | Alaska Communications Systems Matanuska Telephone Association | Filed Feb 25, April 5, 2004 October 28, 2005 |
| AZ | Arizona Burglar & Fire Alarm Association Arizona Burglar & Fire Alarm Association Federal Executive Agencies U.S. Department of Defense | 9981-E- 1051-80-64 E-1051-88-146 T-01051B-99-0105 | Mountain State Telephone Mountain State Telephone Mountain State Telephone US WEST Communications | (none) (none) Filed July 26, Sept 8, 2000 |
| CA | Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association Western Burglar & Fire Alarm Association California Cellular Resellers Federal Executive Agencies California Cellular Resellers California Cellular Resellers Cellular Services, Inc. Federal Executive Agencies | 59849 5984cont. A83-01-22 A83-02-02 A82-11-07 A85-01-034 A87-01-02 A88-07-17019 A-88-11-1040 1-87-11-033 1-88-11-040 1-88-11-040 A92-05-004 | Pacific Telephone & Telegraph Pacific Telephone & Telegraph Pacific Telephone & Telegraph General Telephone of California Pacific Telephone & Telegraph Pacific Telephone & Telegraph General Telephone of California Pac. Bell Tel. & GTE of CA. All Cellular Carriers All Telephone Companies All Cellular Carriers All Cellular Carriers Pacific Telephone & Telegraph | March 25, 1981 June 23, 1982 June 29, 1983 January 17, 1984 Jan. 18, Oct. 31, Nov 28, 1984 June 4, 1985, October 2, 1986 October 22, 1987 January 23, 1989 August 11, 1989 March 6-7, 1991 August 19, 1991 October 3, 1991 June 9, 1993 |
| CO | U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense Colorado Municipal League U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense AT&T | I&S 717 I&S 1700 Appl. I&S 1766 Appl 36883 I&S 891-082T 905-544T 90A-665T 92M-039T 92S-229T 90A-665T 96S-331T | Mountain Bell Telephone Company Mountain Bell Telephone Company Mountain Bell Telephone Company Mountain Bell Telephone Company Mountain Bell Telephone Company U.S. West Communications U.S. West Communications U.S. West Communications U.S. West Communications U.S. West Communications U.S. West Communications U.S. West Communications | 1972 (none) September 18, 1986 November 28, 1988 December 13, 1988 February 21, 1990 July 17, 1991 October 23, 1991 February 24-24, 1992 July 30-31, 1992 November 6, 1996 April 17, 1997 |

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Appearances before State Regulatory Agencies

| State | Telecommunications Cases | | | Date of Cross-Examination |
|-------|--|---|---|---|
| | Client | Case | | |
| | | Case Number | Utility | |
| CT | Connecticut Consumer Counsel CT Cellular Resellers Assn. CT Cellular Resellers Coalition AT&T Connecticut Consumer Counsel Connecticut Consumer Counsel | 770526 89-12-05 94-03-27 AT&T/SNET Arbitration 96-04-07 00-07-17 | Southern New England Telephone Co. Southern New England Telephone Co. Springwich Cellular/Bell Atlantic Southern New England Telephone Co. Southern New England Telephone Co. Southern New England Telephone Co. | November 10, 1977 (none) May 16, June, 1994 Filed October 28, 1996 February 10, 1988 December 5, 2000 |
| DC | D. C. People's Counsel D. C. People's Counsel General Services Administration General Services Administration General Services Administration General Services Administration | 729 798 827 854 850 926 | Chesapeake & Potomac Tel. Co. Chesapeake & Potomac Tel. Co. Chesapeake & Potomac Tel. Co. Chesapeake & Potomac Tel. Co. Chesapeake & Potomac Tel. Co. Chesapeake & Potomac Tel. Co. | May 13, 1980 July 18, 1983 May 7, 1985 April 16, 1987 October 7, 1991 October 7, 1993 |
| DE | Public Service Commission Federal Executive Agencies Public Service Commission | Depr.Repre 86-20 Depr.Repre | Diamond State Telephone Co. Diamond State Telephone Co. Diamond State Telephone Co. | April 1, 1985 July 31, 1987 March 8, 1988 |
| FL | GTE Sprint Communications Company Office of Public Counsel Federal Executive Agencies Federal Executive Agencies Federal Executive Agencies | 720536-TP Depr.Repre 880069-TL 880069-TL 880069-TL | All Telephone Companies Southern Bell Southern Bell Southern Bell Southern Bell | September 12, 1983 July 30, 1986 July 21, 1988 November 30, 1990 February 11, 1992 |
| GA | Georgia Attorney General Federal Executive Agencies Federal Executive Agencies Georgia Public Service Commission | 3893-U 3905-U 3987-U 4018-U | Southern Bell Telephone Co. Southern Bell Telephone Co. Southern Bell Telephone Co. Southern Bell Telephone Co. | January 8, 1990 June 12, 1990 February 13, 1992 Jan 14, Feb 10, 1993 |
| HI | Hawaii Public Utility Commission Four Hawaii Counties Department of Defense Department of Defense Department of Defense Department of Defense | 1871 4588 7579 94-0093 7702 94-0298 7720 | Hawaiian Telephone Company Hawaiian Telephone Company Hawaiian Telephone Company Oceanic Communications All Communications Carriers GTE Hawaiian Telephone Company Verizon-Hawaii | July 8, 1971 December 15, 1983 April 26, 1994 March 13, 1995 June 2, 1995 May 7, 1996 November 15, 2000 |

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Appearances before State Regulatory Agencies

| Telecommunications Cases | | | | Date of Cross-Examination |
|--------------------------|--|--|---|--|
| State | Client | Case | | |
| | | Case Number | Utility | |
| ID | U.S. Department of Energy U.S. Department of Energy | U-1000-63 U-1000-70 | Mountain Bell Telephone Co. Mountain Bell Telephone Co. | May 16, 1983 March 6, 1984 |
| IL | Illinois Alarm Companies Attorney General of Illinois GTE Sprint Communications Co. Federal Executive Agencies | 79-0143 81-0478 83-0142 89-0033 | Illinois Bell Telephone Illinois Bell Telephone All Telephone Companies Illinois Bell Telephone | September 26, 1979 December 28, 1981 August 4, 1983 June 12, 1989 |
| KS | State Corporation Commission Federal Executive Agencies Federal Executive Agencies | Depr. Repr. 166.856-J 190, 492 | Southwestern Bell Southwestern Bell All Telephone Companies | May 12-14, 1986 November 7, 1989 November 4, 1994 |
| KY | Kentucky Cable Telecommunications Assn. Kentucky Cable Telecommunications Assn. | 2000-414 2000-39 | Blue Grass Energy Cooperative Cumberland Valley Electric, Inc. | January 11, 2001 January 11, 2001 |
| MD | Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Maryland People's Counsel Federal Executive Agencies Federal Executive Agencies Federal Executive Agencies | 6813 6881 7025 7467 7851 8106 8274 | C&P Telephone Company C&P Telephone Company C&P Telephone Company C&P Telephone Company C&P Telephone Company C&P Telephone Company C&P Telephone Company | 1975 December 17, 1975 March 15, 1975 October 20, 1981 March 20, 1985 May 9, 1988 August 2, 1990 |
| MI | Michigan Attorney General Michigan Attorney General | U-8911 U-9553 | Michigan Bell Telephone Co. AT&T Communications/MCI | November 7, 1988 December 4, 1990 |
| MN | GTE Sprint Communications Co. U.S. Department of Defense | 83-102-HC 87-021-BC | All Telephone Companies Northwest Bell Telephone Co. | August 5, 1983 (none) |

CHARLES W. KING
Appearances before State Regulatory Agencies

| State | Telecommunications Cases | | | | Date of Cross-Examination |
|-------|---|--|---|---------|--|
| | Client | Case | | Utility | |
| | | Case Number | | | |
| MO | GTE Sprint Communications Co. Federal Executive Agencies Federal Executive Agencies | TR83-253 TC-89-14 TO-89-56 | Southwestern Bell Tel. Co. Southwestern Bell Tel. Co. Southwestern Bell Tel. Co. | | September 5, 1983 (none) November 7, 1990 |
| MS | Federal Executive Agencies | U-5453 | South Central Bell Tel. Co. | | May 15, 1990 |
| NJ | Department of Public Advocate Department of Public Advocate Department of Public Advocate Department of Public Advocate Department of Public Advocate | Depr.Repr. - 815-458 Depr.Repr. Depr.Repr. T092030358 TMO05080739 | N.J. Bell Telephone Company N.J. Bell Telephone Company N.J. Bell Telephone Company N.J. Bell Telephone Company N.J. Bell Telephone Company United Telephone Co. of New Jersey | | Mar-79 October 15, 1981 March 1, 1982 February 1, 1985 September 30, 1992 January 5, 2006 |
| NM | New Mexico Corporation Commission New Mexico Corporation Commission | 1032 86-151-TC | Mountain Bell Telephone Co. General Telephone of Southwest | | November 14, 1983 February 5, 1987 |
| NV | Prime Cable of Las Vegas Prime Cable of Las Vegas | 95-8034/8035 96-9036 | Central Telephone - NV Sprint/Centel, Nevada Bell | | Filed November 22, 1995 June 2, 1997 |
| NY | Holmes Protection, Inc. Holmes Protection, Inc. 5 Alarm Companies GTE Sprint Communications Co. | 27350 27469 27710 28425 | New York Telephone Company New York Telephone Company New York Telephone Company All Telephone Companies | | October 17, 1978 May 17, 1979 July 24, 1980 July 8, 1983 |
| PA | City of Philadelphia | R-832316 | Pennsylvania Bell Telephone | | September 20, 1983 |
| SC | Office of Consumer Advocate Office of Consumer Advocate Office of Consumer Advocate Office of Consumer Advocate Office of Consumer Advocate | Depr.Repr. 86-511-C 86-541-C Depr.Repr. 89-180-C | Southern Bell Southern Bell General Telephone of South Southern Bell ALLTEL of South Carolina | | July 1, 1986 December 11, 1986 April 8, 1987 July 10, 1989 September 26, 1989 |

CHARLES W. KING
Appearances before State Regulatory Agencies

| State | Telecommunications Cases | | | | Date of Cross-Examination |
|-------|---|--|--|--|--|
| | Client | Case Number | Case | | |
| | | | Utility | | |
| TX | U.S. Department of Defense | 8585/8218 | Southwestern Bell Telephone Co. | | (none) |
| VA | U.S. Dept. Of Defense, GSA, et Federal Executive Agencies | 19696 PUC 890014 | C&P Telephone Company All Telephone Companies | | October 6, 1976 February 13, 1989 |
| VI | V.I. Department of Commerce V.I. Public Service Commission | 205 341 | Virgin Islands Telephone Co. Virgin Islands Telephone Co. | | April 29, 1980 March 20, 1991 |
| WA | U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense U.S. Department of Defense WA Attorney General/TRACER U.S. Department of Defense U.S. Department of Defense WA Attorney General/TRACER WA Attorney General/TRACER U.S. Department of Defense WA Attorney General/WeBTEC/AARP WA Attorney General WA Attorney General | U-72-39 U-87-796-T U-88-20524 U-89-2698-F UT-940641 UT-941464 UT-951425 UT-961632 UT-021120 UT-040788 UT-040520 UT-050814 | Pacific Northwest Bell Pacific Northwest Bell Pacific Northwest Bell US West Communications US West Communications US West Communications US West Communications GTE Northwest, Inc Qwest Communications Verizon Northwest, Inc. Verizon Northwest, Inc. Verizon - MCI Merger | | 1973 December 20, 1983 November 8, 1988 November 28, 1989 Filed October 14, 1994 June 22, 1995 January 22, 1996 Filed June 23, 1997 July 29, 1997 May 22, 2003 August 12, 2004 February 2, 2005 November 2, 2005 |
| WI | GTE Sprint Wisconsin Consumers Utility Board Wisconsin Consumers Utility Board | 6720-TR-38 2055-TR-102 5846-TR-102 | All Telephone Companies CenturyTel of Central Wisconsin Telephone USA, LCC | | October 20, 1983 June 26, 2002 June 26, 2002 |

CHARLES W. KING
Appearances before Federal Regulatory Agencies

| Federal Communications Commission | | | | |
|--|------------------|-------------------------|---------------------------------|--|
| Client | Docket | Subject | Date of Cross-Examination | |
| Department of Defense | 16020 | Consat Rate of Return | 1973 | |
| Airline Parties | 16258 | Bell System Rates | July 22, 1968 | |
| Airline Parties | 18128 | TELPAC | 3/22, 10/15 1971, Feb. 22, 1972 | |
| National Data Corporation | 19989 | WATS | (none) | |
| Press Wire Services | 19919 | Private Line Rates | (none) | |
| Aeronautical Radio | 20814 | Private Line Rates | October 5, 1978 | |
| Department of Defense | 20690 | 1,544 Mbps Service | January 30, 1979 | |
| State of Hawaii | 21263 | Interstate Separation | February 7, 1979 | |
| International Record Carriers | CC78-97 | Telex/TWX Rates | March 6, 1980 | |
| ITT World Communications | CC84-633 | Rate of Return | (none) | |
| Aeronautical Radio | CC78-72 | Access Line Charges | (none) | |
| MCI | CC84-800 | Rate of Return | (none) | |
| Ind. Data Com. Mfg. Assn. | CC85-26 | AT&T Accounting Plan | (none) | |
| Tymnet, Inc. | ENF84-22 | Packet Switching Costs | (none) | |
| Adelphia Jones Intercable, et. al. | Bell Atlantic | Video Dialtone | Filed 7/29/94 | |
| Adelphia Jones Intercable, et. al. | Bell Atlantic | Video Dialtone | Filed 8/23/94 | |
| Adelphia Jones Intercable, et. al. | Bell Atlantic | Video Dialtone | Filed 2/21/95 | |
| Nuclear Regulatory Commission | | | | |
| Fauquier League for Environment Protection | 50-328 50-329 | Va. Electric Power Co. | 1976 | |
| Postal Rate Commission | | | | |
| Association of Third Class Mail Users | R71-1 | Rates | 1970 | |
| Dow Jones & Company | R72-1 | Rates | 1972 | |
| Dow Jones & Company | R74-1 | Rates | September 13, 1974 | |
| Dow Jones & Company | MC76-2 | Rate Structure | January 6, 1979 | |
| Dow Jones & Company | MC79-3 | Rate Structure | September 12, 1979 | |
| Dow Jones & Company | R80-1 | Rates | November 25, 1980 | |
| Warshawsky & Company | C82-1 | Rate Structure | (none) | |
| Dow Jones & Company | R84-1 | Postal Costs | June 14, 1984 | |
| Dow Jones & Company | R87-1 | Rate Structure Costs | November 2, 1987 | |
| Dow Jones & Company | R90-1 | Rate Structure Costs | Sept 12, Oct 10, 1990 | |
| Dow Jones & Company | MC91-1 | Pre-barcoding Discounts | November 19, 1991 | |
| Dow Jones & Company | MC91-3 | Palletization Discounts | March 2, 1992 | |

| Client | Docket | Subject | Date of Cross-Examination |
|---|--------------------------|---|---------------------------|
| U.S. Congress | | | |
| National Retail Merchants Association | House/Senate Hearings | Electric Rate Reform Legislation | 1976, 1977 & 1979 |
| National Wireless Resellers Association | House Commerce Committee | Interconnection & Resale of Wireless Services | October 12, 1995 |
| Federal Maritime Commission | | | |
| State of Hawaii | 71-18 | Ocean Shipping Rates | October-71 |
| Foss Alaska Line | 79-54 | Barge Rate Increase | July 1979 |
| Palmetto Shipping and Stevedoring | 85-20 | Vessel Charge Liability | October 27, 1986 |
| Interstate Commerce Commission - Surface Transportation Board | | | |
| Western Coal Traffic League | Ex Parte 349 | R.R. Rate Increase | May-76 |
| Western Coal Traffic League | Ex Parte 357 | R.R. Rate Increase | Oct-78 |
| Western Coal Traffic League | Ex Parte 375 (Sub 1) | R.R. Rate Increase | June 1, 1980 |
| Arkansas Power & Light Co. | 37276 | Cost of Capital | (none) |
| Central Illinois Light Co. | 37450 | Cost of Capital | March 10, 1981 |
| Western Coal Traffic League | Ex Parte 347 | Costing Methods | (none) |
| Snavelly King Majiros O'Connor & Lee, Inc. | Ex Parte 664 | Cost of Capital | December 8, 2006 |
| Williams Energy Services, Inc | Ex Parte 582, Sub 1 | Rail Merger Guidelines | April 5, 2001 |
| Civil Aeronautics Board | | | |
| Thomas Cook, Inc. | 36595 | Air Fare Deregulation | (none) |
| Copyright Royalty Tribunal | | | |
| Public Broadcasting Service | 88-2-86CD | Television Valuation | (none) |

CHARLES W. KING
Appearances before Federal Regulatory Agencies

| Client | Docket | Subject | Date |
|--|---|---|--|
| Federal Energy Regulatory Commission | | | |
| Exxon USA Consumer Advocates of DE,DC,OH,MD,NJ,PA,WV,VA Consumer Advocates of DE,DC,OH,MD,NJ,PA,WV Maryland Office of People's Counsel Maryland Office of People's Counsel | OR89-2-000 ER08-386-000 ER08-23-000 ER08-686-01 ER08-1329 | Pipeline Quality Bank Electric Transmission Cost of Equity Electric Transmission Cost of Equity Electric Transmission Cost of Equity Electric Transmission Cost of Equity | October 18, 1990 March 26, 2008 May 21, 2008 April 7, 2008; July 8, 2008, August, 2008 |
| Canadian Transport Commission | | | |
| Rail Costing Inquiry, 1967-1969 Telecommunications Costing Inquiry, 1972-1975 | | | |

New FairPoint CEO seeks to avoid bankruptcy filing

July 1, 2009 3:01 PM ET



PORTLAND, Maine (AP) - The new head of FairPoint Communications said Wednesday the company will have to make some big changes to get out of its financial pinch, but he's optimistic it won't have to file for bankruptcy reorganization.

In his first day on the job, David Hauser acknowledged that FairPoint's reputation has been damaged by operational problems it has had since it took over Verizon Communications Inc.'s landline telephone and Internet business in northern New England.

He said fixing the company's problems requires restructuring debt, getting operations to run smoothly, cutting costs and listening to customers.

"I firmly believe I have a good shot at righting the ship," Hauser said in a phone interview from company headquarters in Charlotte, N.C.

FairPoint is now seeking to postpone a bond interest payment due in October on debts totaling \$531 million. If it can't be put off, the company might seek alternative debt-restructuring plans, which could include bankruptcy, FairPoint said in a Securities and Exchange Commission filing last week.

"I have every intention of taking the steps we need to take without going through bankruptcy," Hauser said. "But that depends on other people also, like the debt holders."

FairPoint owns and operates 32 phone companies in 18 states, with a total of 1.7 million lines. Most of them are in northern New England, where last year it bought Verizon's assets in Maine, New Hampshire and Vermont for \$2.3 billion.

Since taking total control of the Verizon system last winter, FairPoint has been plagued by customer service, billing and other operational problems.

The company's subscriber access line count fell roughly 200,000 in the 12-month period ending March 31. Now, with falling revenues brought on by a shrinking customer base and bill collection problems, the company says it might not be able to make its October interest payment.

If the company is forced into bankruptcy it would be able to restructure financially, which probably wouldn't have a direct impact on customers, said Andrew Hagler, director of telephone utility industries at the Maine Public Utilities Commission.

"It certainly wouldn't be a liquidation," Hagler said. "And in that context, continuing to provide service, continuing to bill for service and continuing to collect payment for service is entirely consistent with the interests of creditors."

Hauser took over as Fairpoint's chairman and chief executive officer after working for 35 years at Duke Energy Corp., most recently as its chief financial officer. He replaces FairPoint co-founder Eugene Johnson, who retired Tuesday.

STATE OF NEW YORK DEPARTMENT OF PUBLIC SERVICE
THREE EMPIRE STATE PLAZA, ALBANY, NY 12223-1350
Internet Address: <http://www.dps.state.ny.us>

PUBLIC SERVICE COMMISSION

GARRY A. BROWN
Chairman
PATRICIA L. ACAMPORA
MAUREEN F. HARRIS
ROBERT E. CURRY JR.
CHERYL A. BULEA
Commissioners



PETER MCGOWAN
Acting General Counsel
JACLYN A. BRILLING
Secretary

July 31, 2008

VIA HAND DELIVERY

Hon. Jaclyn A. Brillling
Secretary
New York Public Service Commission
Three Empire State Plaza
Albany, New York 12223-1350

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ALBANY

RE: Case 93-C-0103 – Petition of Rochester Telephone Corporation for Approval of Proposed Restructuring Plan – Status of Frontier Telephone of Rochester, Inc.'s Open Market Plan

Case 93-C-0033 – Petition of Rochester Telephone Corporation for Approval of a Multi-Year Rate Stability agreement

Dear Secretary Brillling:

Enclosed please find an original and five copies of a Joint Proposal and Stipulation that Staff is filing in the above-referenced matter.

Any questions regarding this filing should be directed to me.

Very truly yours,

Brian Ossias
Staff Counsel
Department of Public Service

Enclosures

cc: Active parties in Case 99-C-0949
(with enclosures)

July 17, 2008

**STATE OF NEW YORK
PUBLIC SERVICE COMMISSION**

**Petition of Rochester Telephone Corporation for Approval of
Proposed Restructuring Plan ~ Status of Frontier Telephone of
Rochester, Inc.'s Open Market Plan**

)
) **Case 93-C-0103**
)
)

**Petition of Rochester Telephone Corporation for Approval of a
New Multi-Year Rate Stability Agreement**

)
) **Case 93-C-0033**
)
)

JOINT STIPULATION AND AGREEMENT

July 17, 2008

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

| | | |
|---|---|-----------------------|
| Petition of Rochester Telephone Corporation for Approval of Proposed Restructuring Plan – Status of Frontier Telephone of Rochester, Inc.'s Open Market Plan |) | Case 93-C-0103 |
| |) | |
| Petition of Rochester Telephone Corporation for Approval of a New Multi-Year Rate Stability Agreement |) | Case 93-C-0033 |

JOINT STIPULATION AND AGREEMENT

This Joint Stipulation and Agreement, resolving all issues raised in connection with the April 5, 2005 petition by Frontier Telephone of Rochester, Inc. (Frontier) seeking removal of provisions of the Open Market Plan (OMP or Plan),¹ is made this day of July 2008, by and among Frontier, all of its affiliated incumbent local telephone companies (collectively Citizens NYS ILECs),² the Staff of the Department of Public Service (Staff), the New York State Consumer Protection Board (CPB), and such other parties whose signature pages are attached to this Joint Stipulation and Agreement (collectively Signatory Parties).

¹ Cases 93-C-0103, 93-C-0033, Opinion and Order Approving Joint Stipulation and Agreement, Opinion No. 94-25 (issued November 25, 1994). Cases 03-C-0103, 93-C-0033, Opinion and Order Establishing New Terms of Open Market Plan and Rate Plan, Opinion No. 00-4 (issued March 30, 2000).

² As used in this Joint Proposal, Citizens NYS ILECs refers to Frontier Telephone of Rochester, Inc.; Citizens Telecommunications Company of New York, Inc.; Frontier Communications of New York, Inc.; Frontier Communications of Ausable Valley, Inc.; Frontier Communications of Seneca-Gorham, Inc.; Frontier Communications of Sylvan Lake, Inc; Ogden Telephone Company, and any incumbent local exchange carrier(s) operating in New York State that may be acquired by Citizens Communications or any of its affiliates.

July 17, 2008

I. Introduction

The OMP was instituted on January 1, 1995 pursuant to the Commission's approval of a Joint Stipulation and Agreement.³ At its inception, the OMP was a progressive alternative regulatory plan that incorporated both price cap regulation and extensive mechanisms to bolster the entry and operations of competitors in Frontier's local exchange markets. The OMP also included certain rate reductions and incentives to maintain high service quality. A key element of the OMP was that Frontier was allowed to establish a new, unregulated holding company. At the time, the Commission and Staff had a number of concerns about the creation of this new holding company structure for Frontier. As a result, the OMP contained a number of permanent provisions to provide protections relating to the risks of creating and operating an unregulated holding company. While the OMP expired on December 31, 2004, the permanent provisions associated with the creation of a holding company remain in effect unless modified by the Commission. Many of these provisions are in addition to the Commission's rules and regulations covering all New York ILECs.

Since the OMP commenced, there were fundamental and material changes in the telecommunications marketplace consisting of consolidation and expansion of traditional services over new platforms. As discussed in the Comp III Order,⁴ the market conditions that existed when the OMP was instituted changed dramatically and the

³ See Opinion and Order Approving Joint Stipulation and Agreement, Opinion No. 94-25 (Nov. 10, 1994), as modified by Opinion and Order Establishing New Terms of Open Market Plan and Rate Plan, Opinion No. 00-4 (March 30, 2000). Some of the provisions of the OMP also apply to Frontier's New York ILEC affiliates.

⁴ Case 05-C-0616, Proceeding on Motion of the Commission to Examine Issues Related to the Transition to Intermodal Competition in the Provision of Telecommunications Services, Statement of Policy on Further Steps Toward Competition in the Intermodal Telecommunications Market and Order Allowing Rate Filings (issued April 11, 2006).

July 17, 2008

various players in the marketplace expanded their services well beyond those traditionally offered. In addition, the Telecommunications Act of 1996 was enacted to develop and foster competition. Moreover, Citizens Communications Company (Citizens) purchased the stock of Frontier and its affiliated New York ILECs. Citizens, a long-established holding company, already had ILEC subsidiaries in New York and many other states.

On April 5, 2005 Frontier filed a petition requesting that the Commission remove all remaining permanent restrictions of the OMP. On May 24, 2005 the Commission issued a Notice Soliciting Comments. Comments were filed by the CPB and Reply Comments were filed by Frontier. The Commission invited further comments pursuant to a Notice in the New York State Register dated June 7, 2006. Comments were filed by the CPB. On January 30, 2007 the Commission issued a Notice Regarding Settlement Conference and Active Party List. Pursuant to that Notice, Staff, the CPB, the New York State Telecommunications Association and Frontier (collectively the Parties) initiated negotiations. The Parties engaged in many telephonic and in-person meetings in 2007 and 2008 and exchanged several draft proposals as part of their discussions.

The Parties have now reached a consensus and offer the following replacement of the permanent restrictions in the OMP for the Commission's review and approval. Each of the remaining provisions of the OMP "aimed at eliminating or minimizing potential improprieties under a holding company structure" is addressed below.⁵ Except for the restrictions and requirements stated below, the Parties propose

⁵ Frontier agrees that the list of provisions below includes all of the remaining provisions of the OMP, but believes that the list may be over-inclusive, including some provisions that are not related to a holding company structure and that have, therefore, expired. However, Frontier agrees to the resolution of each issue as provided herein.

July 17, 2008

that the Commission declare that the remaining permanent restrictions of the OMP, to the extent that they go beyond the restrictions and requirements of the New York State Public Service Law (PSL) and the Commission's own rules and regulations, are no longer effective.

II. Proposed Replacement to the Remaining Restrictions of the Open Market Plan.

The Parties Propose the Elimination of the Following Provisions, (1) through (11):

A. Corporate Governance.

- (1) Frontier must provide quarterly director certification that payment of a dividend by Frontier will not impair Frontier's service quality or its ability to maintain a debt rating target of "A" (for Standard and Poors (S&P), or the equivalent for other rating agencies).
- (2) A majority of Frontier's Board of Directors must be outside members, only one director may be a holding company or affiliate officer or employee, and new directors must be nominated by outside members of the Board.
- (3) Frontier must maintain the position of legal counsel for the provision of legal services to Frontier only.
- (4) Frontier is allowed to impose a termination charge to reimburse itself for unrecovered investment in the event a person or entity terminates service before capital expenditures are fully recovered for specifically requested purchased network functions or services.
- (5) The annual compensation of officers and employees of Frontier must be based on Frontier's performance only and Frontier's officers and senior managers cannot collectively own more than 10% of the holding company's stock.

B. Affiliate Transactions.⁶

- (6) Staff has access, upon a showing of need, to the books and records of affiliates not having an obvious relationship with the Citizens NYS ILECs (see item 21 below).

⁶ These provisions were eliminated because the OMP's specific provisions are either no longer necessary or are duplicative with the PSL and the Commission's rules and regulations required of ILECs.

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- (7) Transactions between Frontier and its affiliates and between its holding company and its affiliates shall be limited to purchases and sales made pursuant to tariff except for the non-tariffed transactions discussed in (8). This restriction applies to transactions between Citizens NYS ILECs, other than Frontier, and the holding company and its affiliates.
- (8) Monetary caps on non-tariffed transactions are limited to \$4 million annually plus 1993 allocated cost unless otherwise authorized by the Commission.
- (9) All non-tariffed transactions must be subject to arms-length bargaining and written contracts.
- (10) Where common costs are to be allocated, the allocation procedures must be filed with and approved by the Commission.
- (11) Frontier's managers must annually certify their familiarity with the Commission's affiliate transaction rules.

The Parties Propose to Retain, Eliminate and/or Modify the Following Provisions:

- (12) When Citizens or any of its affiliates seek to acquire an incumbent New York telephone corporation, the petitioner(s) must consent to the treatment of the acquisition as a Citizens NYS ILEC subject to the treatment of this Joint Stipulation and Agreement or provide justification why the acquisition should not be so treated.

Parties' Proposal: Maintain this provision.

- (13) Frontier bears the burden of justifying continuation of transactions with affiliates at the end of the rate plan.

Parties' Proposal: All Citizens NYS ILECs bear the burden of demonstrating the reasonableness of transactions with affiliates in the event of any future rate case.

C. Dividend Restrictions.

- (14) Frontier may not make dividend payments to parent holding company if its service quality falls below a certain level (see item 15, below).

Parties' Proposal: No Citizens NYS ILECs may make dividend payments to the parent holding company if its service quality falls below a certain level as described in item 15 below. For the purposes of determining the service quality dividend restriction, service quality will be

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considered for all Citizens NYS ILECs on a combined basis as described in item 15.

D. Service Quality.

- (15) Frontier must maintain service quality minimums.

Parties' Proposal: Eliminate duplicative service quality reporting and base any rebate or dividend restriction on the Commission's current Telephone Service Standards as follows:

Citizens NYS ILECs' service quality will be measured and reported monthly on a combined basis.

A customer rebate system will be in effect and will be based on the total number of measurement opportunities on a twelve month rolling basis using the previous twelve months. If the Commission adopts this Plan, the date the Commission issues its approval order will be the date the Plan commences using the previous twelve month analysis as service quality data.

A "measurement opportunity" is the monthly Customer Trouble Report Rate (CTRR) performance of each central office. Thus, the total number of measurement opportunities in a year represents the number of central offices times 12 (months). For purposes of this rebate, the Citizens NYS ILECs currently have a total of 210 central offices. Thus the total number of measurement opportunities on a rolling 12-month basis would be 2,520.

A customer rebate equal to 25% of the flat monthly basic service charge as presented in each of the respective Citizen NYS ILECs' tariffs (this applies to retail business and residence customers that are jurisdictionally regulated with respect to retail service quality⁷) shall be applied to customer bills when the companies fail a 90% CTRR (90% of the central office entities) with CTRR of at or lower than 3.3 per 100 access lines over a rolling 12-month average ("Performance Threshold"). The 25% rebate to customers will go to customers in the affected central office entities, will be based upon specific rate groups, and message rate customers will receive the same rebate as flat rate customers within their same rate groups. The rebates shall be credited in within 60 days of report of failure to the Commission, which occurs on the 10th day of the month following the failure to meet the Performance Threshold(s).

⁷ This rebate will not apply to private line services.

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During periods when the Performance Threshold is missed, the rebate shall double to 50% of the monthly service charge for each office where the CTRR measurement exceeds the higher threshold of 5.5 CTRR per 100 access lines. The 50% rebate is payable when the 25% rebate would have been payable.

In the event that a customer rebate is paid, a bill message briefly explaining the reason for the rebate shall be placed on the customers' bills the month(s) during which the rebate(s) appear.

Rebates shall end with the month the company meets the Performance Threshold.

Further, dividends shall be suspended if service quality fails, such that Citizens NYS ILECs CTRR level falls below the Performance Threshold for three consecutive months. The dividend suspension ends when the Citizens NYS ILECs meet the Performance Threshold for three consecutive months.

(15a) Consequences of Missing Service Quality.

Parties' Proposal: Waivers can be requested pursuant to the Commission's rules. The conditions for a waiver are those specified in 16 NYCRR §603.1(c) of the Commission's regulations.

E. Financial Integrity.

- (16) There must be a review with Staff, at least annually but also following any circumstance that could reasonably be expected to affect adversely Citizens' debt ratings, including but not limited to a downgrading of Citizens' debt ratings. Frontier will review with the Department of Public Service's Office of Accounting and Finance Director its activities and plans relating to the attraction of capital and review Frontier's dividend and financial experience over the past fiscal year and projections for the approaching fiscal year.

Parties' Proposal: Eliminate this provision and replace it with the following:

The Citizens NYS ILECs will provide copies of the debt rating agencies' reports from Moody's Investors Service and Standard & Poors, with respect to Citizens' debt, to Staff upon request. In addition, the Citizens NYS ILECs will provide copies of any company presentations given to analysts or credit agencies to Staff upon request. If the senior unsecured credit ratings of Citizens should ever fall below Ba3 by Moody's Investors

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Service and BB- by Standard & Poor's, Citizens NYS ILECs shall file with the Commission within 45 days of the downgrade: (1) a description of the actions and plans that Citizens is taking in response to the downgrades; (2) an analysis showing Citizens' current and projected investments in the Citizens NYS ILECs' facilities; and, (3) plans and programs to ensure the safety and reliability of the network. For any business plans or other non-public information qualifying for confidential treatment under Subpart 6-1 of the Commission's rules, the Citizens NYS ILECs will file and the Commission will protect such information pursuant to such rules.

- (17) Frontier's assets cannot be pledged for debt obligations other than Frontier's own.

Parties' Proposal: No Citizens NYS ILEC assets can be pledged for debt obligations or provide financial guarantees without approval by the Commission.

- (18) Frontier's services, functionalities or databases cannot be transferred to affiliates without Commission approval.

Parties' Proposal: All Citizens NYS ILECs will comply with the applicable provisions of the PSL and the Commission's rules and regulations.

- (19) Frontier's total debt, fund transfers to affiliates, customer deposits and preferred stock cannot exceed 45% of total capital.

Parties' Proposal: All Citizens NYS ILECs' total debt, fund transfers to affiliates, customer deposits and preferred stock cannot exceed 45% of total capital for its NYS ILECs on a statewide basis, or 60% of total capital for any individual New York company.

- (20) A cash management agreement (CMA) among the affiliates must be maintained wherein the holding company (Frontier Corporation) is the cash manager. The CMA must include specific protections against potential financial manipulation of the cash management fund including (1) a requirement that Frontier's fund transfer balances not exceed 5% of total capital, and (2) the authority for the Commission, if necessary, to modify the CMA.

Parties' Proposal: Eliminate the restriction on fund transfer balances as long as (19) is met. Maintain the requirements for a CMA including notifying the Commission when modifications are necessary. Continue the current accounting to establish evidence of indebtedness between Citizens

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NYS ILECs and the holding company. This will be applicable to all of Citizens' NYS ILECs.

- (21) Staff has full access upon request (and, in some instances, without notice), to the books and records of the holding company and its affiliates having a direct or indirect relationship to Citizens.

Parties' Proposal: Maintain this provision.

- (22) None

Parties' Proposal: Add new provision.

Service Quality and Infrastructure Protection Fund – To the extent Citizens NYS ILECs service quality misses the Performance Threshold as provided in (15) above, a Service Quality and Infrastructure Protection Fund (SQIPF) shall be established. Citizens' NYS ILECs shall be required to set aside \$15 million into a fund over which each of its NYS ILECs will have legal control. Funds shall be transferred to the SQIPF within 30 days of the date the Performance Threshold is missed.

Further, within 30 days after the funds are transferred into the SQIPF, the Company shall submit to the Secretary of the Commission a detailed service improvement plan that will obtain consistent monthly performance.

The SQIPF shall be released once the Performance Threshold has been met for three consecutive months.

III. General Provisions.

A Dispute Resolution.

If a disagreement over the interpretation or implementation of any provision of this Joint Proposal cannot be resolved informally among the Signatory Parties, it will be resolved as follows: (a) the Signatory Parties will promptly convene a conference and in good faith attempt to resolve the disagreement; and (b) if a resolution cannot be achieved,

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then any Signatory Party may petition the Commission for a decision of the disputed matter.

B. Provisions Not Precedent.

This Joint Proposal is a negotiated agreement. Its terms and provisions apply solely to, and are binding on each Signatory party only in, the context of this proceeding. None of the positions taken herein by any Signatory Party, including agreement to the terms and provisions of this Joint Proposal and any methodology or principle utilized herein, may be cited or relied upon in any fashion as precedent in any other proceeding before the Commission, another regulatory agency or a court of law for any purpose, except in furtherance of the purposes and results of this Joint Proposal.

C. Commission Authority to Modify.

All Commission rules, regulations and orders remain in effect. Nothing in this Joint Stipulation and Agreement shall be construed to affect or otherwise limit the Commission's authority under the Public Service Law or any other law or regulation applicable in the State of New York. The Parties understand that the Commission reserves the authority to modify this Joint Stipulation and Agreement if circumstances in the opinion of the Commission have such a substantial impact as to render this Joint Stipulation and Agreement unreasonable, unnecessary, or insufficient for the continued provision of safe and adequate service by Citizens NYS ILECs at just and reasonable rates or otherwise contrary to the Public Service Law or any other law rule or regulation in the State of New York.

July 17, 2008

D. Integrated Agreement.

Each provision of this Joint Proposal is in consideration and support of all the provisions and is expressly conditioned upon approval of the Joint Proposal in full by the Commission. If the Commission fails to adopt the terms of this Joint Proposal as presented, the Signatory Parties are free to pursue their respective positions in this proceeding without prejudice.

E. Entire Agreement.

This Joint Proposal contains the entire agreement of the Signatory Parties regarding the matters contained herein and supersedes and replaces any and all prior or contemporaneous written or oral agreements or understandings.

G. Intent of Signatory Parties

The Signatory Parties agree that the record in this proceeding fully justifies approval of the terms of this Joint Proposal, and intend to submit the Joint Proposal to the Commission with the recommendation that it be approved as being in the public interest.

H. Counterparts.

This Joint Proposal is being executed in counterpart originals and will be binding on each Signatory Party that executes a counterpart.

IV. Conclusion

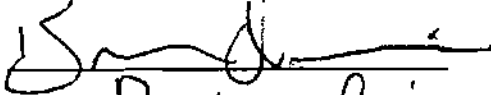
The Parties believe that the proposals stated in this Joint Stipulation are in the public interest, because they eliminate restrictions that are no longer necessary or

July 17, 2008

appropriate, retain or modify restrictions that remain in the public interest, and refocus Citizens NYS ILECs' regulatory plan on the achievement of high quality service not only in the Rochester area, but throughout the service territories of all of the New York State ILECs under the common ownership of Citizens Communications Company.

IN WITNESS WHEREOF, the Parties have duly executed this Joint Stipulation and Agreement and respectfully submit it for the Commission's review and approval.

**STAFF OF THE NEW YORK STATE
DEPARTMENT OF PUBLIC SERVICE**



Name: Brian Jossias

Title: Assistant Counsel - NYS DPS

Date: 7-23-08

**FRONTIER TELEPHONE OF ROCHESTER,
INC., on its own behalf and on behalf of its
Affiliated New York State Local Exchange
Carriers**



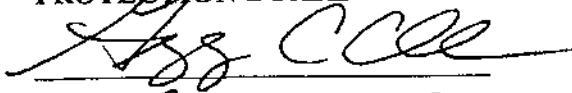
Name: Daniel McCarthy

Title: President & Chief Operating Officer

Date: 7-21-08

July 17, 2008

NEW YORK STATE CONSUMER
PROTECTION BOARD



Name: Gregg C. Collar,

Title: Telecommunications Project Manager

Date: 7/21/08

LAW OFFICES

Attachment E

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July 21, 2009

Via Hand Delivery

Sandra S. Squire
Executive Secretary
Public Service Commission
201 Brooks Street
Charleston, West Virginia 25323.

Re: Case No. 09-0871-T-PC


RECEIVED
2009 JUL 21 P 4:51
WVA PUBLIC SERVICE
COMMISSION
SECRETARY'S OFFICE

Dear Ms. Squire:

Pursuant to Rule 13.6.c of the Commission's Rules of Practice and Procedure, C.S.R. § 150-1-13.6.c, please find enclosed for filing, on behalf of the Joint Applicants in this proceeding one (1) copy of the Responses To The First Set Of Interrogatories, Data Requests Or Requests For Information, Filed July 7, 2009, By The Communications Workers Of America, AFL-CIO in the above-referenced matter.

Thank you for your attention to this matter.

Very truly yours,


Joseph J. Starsick, Jr.
(State Bar I.D. #3576)

JJSjr/sc
Enclosure

- cc: Jeffrey Ray, Esq. (with enclosure)
- Vincent Trivelli, Esq. (with enclosure)
- Lisa Wansley-Layne, Esq. (with enclosure)
- Steven Hamula, Esq. (with enclosure)
- Pat Pearlman, Esq. (with enclosure)
- Amanda M. Ream, Esq.
- James Kelsh, Esq.

DATA REQUEST NO. 19:

Regarding Section 7.1 of the Agreement and Plan of Merger, "Conduct of Business by the Company Pending the Merger,"

- a. With respect to Section 7.1(g), Frontier has agreed that, from and after March 1, 2010, neither Frontier or any of its subsidiaries will "offer or solicit or engage in any discussion or negotiations concerning any potential issuance of debt securities by the Company or its Subsidiaries (or the Surviving Corporation), or authorize any marketing of any potential issuance of debt securities other than the Special Payment Financing and the issuance of the Spinco Securities . . ." When will this restriction on Frontier's ability to issue additional debt securities be lifted?
- b. Please provide a copy of Frontier's 2010 capital expenditure budget, as referenced in Section 7.1(h).
- c. With respect to Section 7.1(i), does this provision restrict Frontier's ability to engage in good faith negotiations with respect to commercial, employment or collective bargaining contracts, if the result of such negotiations would lead to increased costs to Frontier? If not, please explain.

Response:

Without limitation of the other General Objections, please see, in particular, General Objection Nos. 3, 7, 8, 9, 10, 11 and 12. The Merger Agreement and other transaction documents speak for themselves. Subject to and without waiving its objections, Frontier responds as follows:

- a. At the time of closing, the restriction is removed.
- b. Section 7.1(h) refers to the 2010 capital expenditure budget, to the extent it is substantially similar in all material respects to the 2009 capital expenditure budget. The 2010 capital budget has not been prepared or approved yet.
- c. See objections above. The Merger Agreement and other transaction documents speak for themselves.

Prepared By: Cassandra Guinness
Date: July 21, 2009

Docket No. UT-991358, Ninth Supplemental Order Approving and Adopting Settlement Agreements and Granting Application, June 29, 2000.

30. More specifically, the Retail Settlement Agreement states the terms summarized below:

1. Thirty days after the merger closes, USWC (i.e, the principal corporate operating subsidiary in Washington State both pre- and post-merger) will file tariff revisions to include a Consumer Bill of Rights. The proposed Consumer Bill of Rights is to include statements of customer rights such as privacy, accuracy, courtesy, and good service. In addition, the proposed Consumer Bill of Rights will state, or restate, certain specific customer service credits or service alternatives, and the availability of an order confirmation number so customers may more easily track service commitments. Joint Applicants commit that they will not seek tariff revisions to eliminate the customer credits or alternatives for a period of three years from the merger closing date.
2. Joint Applicants commit that they will retain existing held order customer service guarantee program (e.g., installation charge waiver, wireless loaner phone), as currently tariffed (USWC Tariff WN-U31, Section 2, Sheets 27 and 27.1).
3. USWC will retain the existing \$50 missed appointment and commitment credit (USWC Tariff WN-U31, Section 2, Sheets 27.2 and 27.3) for an indefinite period.
4. Effective thirty days after the merger closing date, any customer who experiences an out-of-service condition (i.e., no dial tone) for more than two days (excluding Sundays and holidays) and less than eight calendar days will receive a \$5.00 credit. If such a condition that lasts more than seven days, the affected customer(s) will receive credit for the full month's recurring charges (local exchange service and associated regulated features). Out-of-service conditions caused by force majeure and related causes, or by customer premises equipment, are expressly excepted from this commitment.
5. Effective thirty days after the merger closing date, all customers within a given wire center will receive a credit of one month's recurring charges (local exchange service and associated regulated features) during any month in which customers within the wire center are unable to obtain a dial tone within three seconds on at least ninety percent of calls placed during a normal busy hour. There are certain exceptions for wire centers that use analog switches, force majeure conditions, holidays, and disruptions caused by third parties.
6. Effective thirty days after the merger closing date, all customers in any exchange that falls out of compliance with the trouble report rate of 4.0 per

hundred access lines in a given month will receive a \$0.25 credit per line, per month.

7. By October 1, 2000, USWC will complete all orders for local exchange service and retail intraLATA private line service that on February 29, 2000, were pending and had been held due to company reasons for more than sixty days.
DOCKET NO. UT-991358 Page 11

There is an exception for held orders that require fiber optic capabilities and USWC may petition by June 1, 2000, to be relieved of its obligation with respect to held orders shown to be "unreasonably expensive" to complete.

8. Effective thirty days after the merger closing date, USWC will use Washington based employees to respond to customer complaints lodged with the Commission, and will do so within two business days of an inquiry.

9. Within sixty days after the conclusion of each calendar year, for at least three years, USWC will provide its customers with a service quality performance report for the preceding year. The first report will be filed in 2002 for calendar year 2001. The Retail Settlement Agreement states eight service quality performance measures and requires the establishment of baseline performance levels against which performance will be measured and reported to the Commission on a monthly basis. These reports will be the basis for calculating the amount of credits payable to customers each month. The December report will include a calculation of any calendar year credits due to customers under the Service Quality Performance Program, subject to a petition for mitigation based on demonstrable "unusual or exceptional circumstances" that USWC will have the burden to show. USWC may petition to terminate the Service Quality Performance Program that is not required of all telecommunications carriers operating in exchanges in which USWC operates after calendar year 2003, and will not be obligated to continue the program after calendar year 2005, in any event.

10. Any credits paid will be excluded from USWC's regulated results of operations and hence will not be recovered through prospective rates established following a rate case.