BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAII

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| In the Matter of the Application of<br><br>PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC. BELL ATLANTIC COMMUNICATIONS, INC. AND VERIZON SELECT SERVICES INC.<br><br>For Approval of a Merger Transaction and Related Matters. | DOCKET NO. 04-0140 |

ORDER NO. 21341

Filed Sept. 10, 2004

At 1 o'clock P .M.

Karen Higashi

Chief Clerk of the Commission

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAII

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| In the Matter of the Application of<br><br>PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC. BELL ATLANTIC COMMUNICATIONS, INC. AND VERIZON SELECT SERVICES INC.<br><br>For Approval of a Merger Transaction and Related Matters. | Docket No. 04-0140<br><br>Order No. 21341 |

ORDER

I.

Introduction

The parties and participants to this docket are: PARADISE MERGERSUB, INC.; GTE CORPORATION; VERIZON HAWAII INC.; BELL ATLANTIC COMMUNICATIONS, INC.; and VERIZON SELECT SERVICES INC. (collectively, "Applicants"); the DIVISION OF CONSUMER ADVOCACY, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS; the UNITED STATES DEPARTMENT OF DEFENSE and ALL OTHER FEDERAL EXECUTIVE AGENCIES; PACIFIC LIGHTNET, INC. ("PLNI"); TIME WARNER TELECOM OF HAWAII, L.P., dba OCEANIC COMMUNICATIONS; JEREMIAH C. GENOVIA; CHARLES K. HEKEKIA, JR.; and the INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, LOCAL 1357 (collectively, "Parties and Participants").

On August 19, 2004, PLNI filed a motion requesting commission approval to allow J. Jeffrey Mayhook, Esq. ("Mr. Mayhook"), an attorney not authorized to practice in the State of Hawaii ("State") to appear on its behalf, pursuant to

Hawaii Administrative Rules ("HAR") § 6-61-12(b)(2) ("PLNI's Motion to Appear").

On August 23, 2004, Applicants, on behalf of the Parties and Participants, filed the Parties' and Participants' proposed stipulated procedural order for the commission's review and approval ("Stipulated Procedural Order"), pursuant to Order No. 21226, filed on August 6, 2004 (Order No. 21226).

By this order, the commission will address PLNI's Motion to Appear and the Parties' and Participants' Stipulated Procedural Order; render a "qualified person" designation in accordance with Protective Order No. 21034, filed on June 7, 2004 ("Protective Order"); and amend and clarify certain aspects of Order No. 21226 for consistency.

II.

PLNI's Motion to Appear

HAR § 6-61-12(b)(2) allows, at the commission's discretion, an attorney who is not authorized to practice law in the State but who associates with a member of good standing of the bar of the State to participate in the presentation of a specific proceeding. No opposition to PLNI's Motion to Appear was filed with the commission.

PLNI represents that Mr. Mayhook will be associated with William M. Tam, Esq., an attorney of good standing in the State and who is entitled to practice before the Hawai`i Supreme Court. Upon review and based on PLNI's representations, the commission finds that Mr. Mayhook should be allowed to

participate in the representation of PLNI in the instant docket. Accordingly, the commission concludes that PLNI's Motion to Appear should be granted.

III.

Stipulated Procedural Order

Upon review, the commission finds the Parties' and Participants' Stipulated Procedural Order to be reasonable, and will approve, adopt, and make the Stipulated Procedural Order, attached hereto as Exhibit 1, a part of this order, provided that the "Stipulated Regulatory Schedule" attached to the Stipulated Procedural Order as Exhibit "A" is modified to insert the following public hearing dates:

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| Tuesday, October 5, 2004: | Island of Oahu |
| Thursday, October 7, 2004: | Island of Kauai |
| Tuesday, October 12, 2004: | Island of Maui |
| Wednesday, October 13, 2004: | Island of Molokai |
| Thursday, October 14, 2004: | Island of Lanai |
| Tuesday, October 19, 2004: | Island of Hawaii (Kona) |
| Wednesday, October 20, 2004: | Island of Hawaii (Hilo) |

The specific times and locations of each of the public hearings, noted above, will be established through a "Notice of Public Hearings" to be published subsequent to the issuance of this order.

IV.

"Qualified Person" Designation

The Protective Order states that "confidential information shall not be made available or disclosed to any person who is not a "qualified person" as defined in paragraph 12[.]"[1] Paragraph 12(g) of the Protective Order, allows the commission to designate a person as a "qualified person" by an order of the commission. The Protective Order specifies that the "[c]ommission and its staff" are "qualified persons".

On June 30, 2004, the commission retained Quantitative Solutions, Inc., dba QSI Consulting, Inc. ("QSI") as an assistant to provide the commission with additional expertise with regards to the matters of this docket. In light of this retention, QSI will need access to confidential information filed in this docket. Thus, we find good cause to designate QSI (and its staff) as a "qualified person" in accordance with paragraph 12(g) of the Protective Order. Among other things, QSI (and its staff) will be subject to the requirements of paragraph 14 (Procedure for Obtaining Access) of the Protective Order.

Based on the above, we conclude that QSI (and its staff) should be designated as a "qualified person" under the Protective Order.

[1] See, Protective Order at 6, ¶ 11.

V.

Written Comments

In Order No. 21226, the commission established a Comment Period beginning August 6, 2004, and ending at 4:30 p.m. on Thursday, September 30, 2004. In Order No. 21304, filed on August 16, 2004, the commission ordered that pubic hearings will be held for this docket. The commission will hold statewide public hearings from October 5, 2004 though October 20, 2004, as specified above. Accordingly, to be consistent with our public hearing schedule and procedures, we amend Order No. 21226 to extend the end of the Comment Period to 4:30 p.m., Friday, October 29, 2004. The commission further clarifies that all comments should reference Docket No. 04-0140 and must include the following information: (1) name; (2) organization representing (if any); (3) and address. In all other respects, Order No. 21226 shall remain in full force and effect.

VI.

Orders

THE COMMISSION ORDERS:

1. PLNI's Motion to Appear, filed on August 19, 2004, is granted.

2. The Stipulated Procedural Order, filed on August 23, 2004, and attached to this order as Exhibit 1, is approved, adopted, and made a part of this order, subject to the modifications set forth in Section III of this order.

3. QSI (and its staff) is designated as a "qualified person" in accordance with paragraph 12(g) of the Protective Order, and will be subject to, among other things, the requirements set forth in paragraph 14 of the Protective Order.

4. Order No. 21226 is amended and clarified as set forth in Section V of this order. In all other respects, Order No. 21226 remains unchanged.

DONE at Honolulu, Hawaii SEP 10 2004.

PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

By _____
Carlito P. Caliboso, Chairman

By _____
Wayne H. Kimura, Commissioner

By _____
Janet E. Kawelo, Commissioner

APPROVED AS TO FORM:

_____
Ji Sook Kim
Commission Counsel

04-0140.EH

EXHIBIT 1

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAII

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| In the Matter of the Application | ) | |
| | ) | |
| of | ) | Docket No. 04-0140 |
| | ) | |
| PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC., BELL ATLANTIC COMMUNICATIONS, INC., AND VERIZON SELECT SERVICES INC. | ) | |
| | ) | |
| For approval of a merger transaction and related matters | ) | |

**STIPULATED PROCEDURAL ORDER NO. _____**


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Regulatory Law Office
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Attorneys for TIME WARNER TELECOM OF HAWAII L.P. DBA OCEANIC COMMUNICATIONS

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Facsimile: (808) 586-2780

Attorney for DIVISION OF CONSUMER ADVOCACY, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAII

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|---|---|---|
| In the Matter of the Application | ) | |
| | ) | |
| of | ) | Docket No. 04-0140 |
| | ) | |
| PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC., BELL ATLANTIC COMMUNICATIONS, INC., AND VERIZON SELECT SERVICES INC. | ) | |
| | ) | |
| For approval of a merger transaction and related matters | ) | |

**STIPULATED PROCEDURAL ORDER NO. _____**

**and**

**CERTIFICATE OF SERVICE**

Filed _____

At _____ o'clock _____.m.

_____

Chief Clerk of the Commission

BEFORE THE PUBLIC UTILITIES COMMISSION

OF THE STATE OF HAWAII

| | | |
|---|---|---|
| In the Matter of the Application | ) | |
| | ) | |
| of | ) | Docket No. 04-0140 |
| | ) | |
| PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC., BELL ATLANTIC COMMUNICATIONS, INC., AND VERIZON SELECT SERVICES INC. | ) | |
| | ) | |
| For approval of a merger transaction and related matters | ) | |

STIPULATED PROCEDURAL ORDER

PARADISE MERGERSUB, INC., GTE CORPORATION, VERIZON HAWAII INC., BELL ATLANTIC COMMUNICATIONS, INC. d/b/a VERIZON LONG DISTANCE, VERIZON SELECT SERVICES INC. (collectively, "Applicants"), the DIVISION OF CONSUMER ADVOCACY, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS (the "Consumer Advocate"), the UNITED STATES DEPARTMENT OF DEFENSE and ALL OTHER FEDERAL EXECUTIVE AGENCIES ("DOD"), PACIFIC LIGHTNET, INC. ("PLNI") and TIME WARNER COMMUNICATIONS OF HAWAII, L.P. DBA OCEANIC COMMUNICATIONS ("TWTC") (PLNI and TWTC shall be referred to collectively as "CLEC Intervenors") (Applicants, the Consumer Advocate, DOD, and CLEC Intervenors may be referred to collectively as "Parties" and individually as "Party" as the context warrants), JEREMIAH C. GENOVIA and CHARLES K. HEHEKIA JR. ("Individual Retirees") and the INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, LOCAL 1357 ("IBEW") (Individual Retirees and IBEW shall be referred to collectively as "Participant") by and through their respective attorneys, do hereby stipulate to the following provisions of this Stipulated Procedural Order as mutually acceptable to each.

ACCORDINGLY, IT IS ORDERED that the following Statement of Issues, Schedule of Proceedings, and procedures shall be utilized in this docket:

I.

STATEMENT OF THE ISSUES

The issues in this docket are:[1]

1. Whether the merger transaction contemplated by the Agreement should be approved.
2. Whether the transfer of the customer accounts and receivables associated with the inter-island toll business of Verizon LD and Verizon Select Services in connection with the merger transaction should be approved pursuant to HRS §269-19.
3. Whether a new COA should be issued to AssetCo that contains the same authorizations currently held by Verizon LD and Verizon Select Services under their respective COAs.
4. Whether the currently approved Tariffs of Verizon LD and Verizon Select Services should be separately published under AssetCo's name to be effective as of the closing of the merger transaction, with the existing Tariffs of Verizon LD and Verizon Select Services to remain in effect for said entities following the closing.
5. Whether the interim transfer of Verizon Hawaii's issued and outstanding capital stock from GTE Corp. to Verizon HoldCo, and the subsequent merger of Verizon HoldCo into MergerSub for the purpose of effectuating the merger transaction, should be approved pursuant to HRS §269-17.5.

6. Whether the guaranty by TelCo Hawaii and AssetCo of the financing and credit facility arrangements proposed to be obtained by MergerSub for the purpose of effectuating the merger transaction should be approved pursuant to HRS §269-17.

7. Whether the pledging of TelCo Hawaii's and AssetCo's respective capital stock and the grant of a security interest in and mortgages on substantially all of TelCo Hawaii's and AssetCo's respective tangible and intangible assets to secure the financing and credit facility arrangements proposed to be obtained by MergerSub for the purpose of effectuating the merger transaction should be approved pursuant to HRS §269-19.

8. Whether the condition imposed by the Commission in Part VIII, Subpart 2 of Decision and Order No. 17377 filed on November 17, 1999 in Docket No. 98-0345 should be terminated.

9. Whether any other relief as may be just and reasonable should be granted under the circumstances.

10. Whether and to what extent the proposed Transfer of Control will have an impact on competition in telecommunications services in the State, including, but not limited to, the following sub-issues:

    a. Whether and to what extent the proposed Transfer of Control will impact the provisioning of back-office functions and systems to CLEC Intervenors.[2]

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[1] Capitalized terms shall have the same meaning as used in the Application filed in this docket on June 21, 2004.

[2] The Parties acknowledge that certain issues in Docket No. 03-0197 and 7702 (either decided by or pending before the Commission) may be similar to this sub-issue. While the Parties do not intend to

b. Whether and to what extent the proposed Transfer of Control will impact the prices, terms and conditions of services provided to CLEC Intervenors under tariffs.

11. Whether and the extent to which, if any, the proposed change of control will affect the Vested Benefits of the Retirees and the terms and conditions of employment of IBEW members.

The Consumer Advocate and the DOD may address issues 1 through 11. Due to the limitation on the scope of the CLEC Intervenors' and the Participant's involvement in this proceeding pursuant to Order No. 21226, the CLEC Intervenors may only address issue 10 and the Participant may only address issue 11.

II.

SCHEDULE OF PROCEEDINGS

The Parties and the Participant shall adhere to the schedule of proceedings set forth in the Stipulated Regulatory Schedule attached hereto as Exhibit "A." Notwithstanding the above, the Parties and Participant shall have the right to amend the Stipulated Regulatory Schedule as may be agreed in writing from time to time. However, the intent of the Parties and Participant in agreeing to a schedule at this time is to promote the efficient and cost-effective allocation of resources. Therefore, any changes to the schedule should be proposed only when there is an urgency or substantial competing need that cannot be reasonably accommodated without a change.

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relitigate the issues from those dockets, such relevant issues that arise out of the proposals upon which the transfer of control or the Application are based are within the scope of the this proceeding.

III.

REQUESTS FOR INFORMATION

Subject to the limitations set forth in this Part III, a Party or Participant may submit information requests as set forth in the Stipulated Regulatory Schedule attached hereto as Exhibit "A". After the scheduled date for submitting information requests has passed, no additional information requests shall be allowed except upon stipulation by the Parties.

Except as provided below for the handling of information requests between Applicants and the Consumer Advocate, if a Party or Participant is unable to provide the information requested within the agreed upon prescribed time period, it should so indicate to the inquiring Party or Participant as soon as possible. The Parties and Participant shall then endeavor to agree upon a later date for submission of the requested information. If the Parties and Participant are unable to agree, the responding Party or Participant may seek approval from the Commission for the late submission of responses upon a showing of good cause. It is then within the Commission's discretion to allow such filings.

Notwithstanding the above, as provided in footnote "*" of Exhibit "A," Applicants and the Consumer Advocate agree to endeavor to provide a response to the information requests within ten (10) business days from the date the particular request(s) were provided to the responding Party (i.e., Applicants or Consumer Advocate); provided, however, that in the event a response is unable to be provided within said 10-day period, the responding Party (i.e. Applicants or Consumer Advocate) agrees to inform the requesting Party (i.e. Applicants or Consumer Advocate) accordingly and provide said responses as soon as possible thereafter, but in no event later than fifteen (15)

business days after the receipt of the particular information request unless otherwise agreed to by the requesting Party (i.e., Applicants or Consumer Advocate). Applicants and the Consumer Advocate shall then endeavor to agree upon a later date for submission of the requested information. If the Applicants and the Consumer Advocate are unable to agree, the responding Party may seek approval for the late submission of responses from the Commission upon a showing of good cause. It is then within the Commission's discretion to allow such filings.

In addition, because it is anticipated that the Consumer Advocate will be submitting numerous sets of information requests to Applicants within the time period set forth in Exhibit "A" and that Applicants will or may be providing responses to these requests on a piecemeal basis, and vice versa, Applicants and the Consumer Advocate will not file their respective information requests and responses with the Commission until the dates set forth in Exhibit "A." The purpose of this is to give sufficient time for all responses to be compiled and submitted as an entire set in order to avoid overburdening the Commission with various multiple filings and partial filings.

Recognizing the limited scope of participation by Participant in this proceeding, the Participant will be permitted to serve on Applicants information requests and supplemental information requests related only to issue number 11 by the dates set forth in Exhibit "A." Additionally, given the limited scope of intervention by the CLEC Intervenors in this proceeding, the CLEC Intervenors, as a group, agree to consolidate information requests to the extent that issues can be addressed and agreed upon in a collaborative workshop, with a subsequent stipulation entered into the record of this proceeding. Further, to the extent reasonably practical, the CLEC Intervenors agree to coordinate their respective information requests to avoid duplication.

Notwithstanding anything herein to the contrary, including Part V, infra, in lieu of responses to information requests that would require the reproduction of voluminous documents or materials (documents over 100 pages), the documents or materials may be made available for reasonable inspection and copying at a mutually agreeable designated location and time. In the event such information is available on computer diskette or other readily usable electronic medium, the Party or Participant responding to the information request shall make the diskette or such electronic medium available to the other Parties or the Participant and the Commission. Subject to objections that may be raised and to the extent practicable, the electronic files for spreadsheet will contain all formulae intact, and will not be entirely converted to values prior to submittal. A Party or Participant shall not be required, in a response to an information request, to provide data that is already on file with the Commission or otherwise part of the public record, or that may be stipulated to pursuant to Part IV, infra. The responding Party or Participant shall, in lieu of production of a document in the public record, include in its response to the information request an identification of the document with reasonable specificity sufficient to enable the requesting Party or Participant to locate and copy the document. In addition, a Party or Participant shall not be required, in a response to an information request, to make computations, compute ratios, reclassify, trend, calculate, or otherwise rework data contained in its files or records.

A Party or Participant may object to responding to an information request that it deems to be irrelevant, immaterial, unduly burdensome, onerous or repetitious, or where the response contains information claimed to be privileged or subject to protection (confidential information). If a Party or Participant claims that information requested is confidential, and withholds production of all or a portion of such confidential

information, the Party or Participant shall: (1) provide information reasonably sufficient to identify the confidential information withheld from the response, without disclosing privileged or protected information; (2) state the basis for withholding the confidential information (including, but not limited to, the specific privilege applicable or protection claimed for the confidential information and the specific harm that would befall the Party or Participant if the information were disclosed); and (3) state whether the Party or Participant is willing to provide the confidential information pursuant to the protective order governing this docket.

A Party or Participant seeking production of documents notwithstanding a Party's or Participant's claim of confidentiality, may file a motion to compel production with the Commission. The Parties and Participant acknowledge that Applicants may produce or disclose certain information during the course of this proceeding containing proprietary, competitively sensitive, or confidential business, financial, and marketing information that (a) is not relevant to the limited issues applicable to the CLEC Intervenors or Participant; (b) are subject to non-disclosure agreements with third-party vendors and Applicants certify that they are unable to obtain consent from such third-party vendor for disclosure pursuant to Protective Order No. 21034 or (c) if disclosed to CLEC Intervenors or Participant, would cause considerable irreparable harm to Applicants either financially or competitively. Therefore, as set forth in paragraph 4 of Protective Order No. 21034, Applicants will not produce or disclose any such information to the CLEC Intervenors or Participant during this proceeding; provided, however, that if there is a conflict between any provision in this Stipulated Procedural Order and Protective Order No. 21034, the provision in Protective Order No. 21034 shall control.

The responses of each Party and Participant to information requests shall adhere to a uniform system of numbering agreed upon by the Parties and Participant. For example, the first information request submitted by the Consumer Advocate in this docket shall be referred to and designated as "CA-IR-1," and a response to this information request shall be referred to and designated as "Response to CA-IR-1."

Each response shall be provided on a separate page and shall recite the entire question asked and set forth the response and/or reference the attached responsive document, indicating the name of the respondent for each response.

IV.

MATTERS OF PUBLIC RECORD

In order to provide a means to reduce unnecessary reproduction of documents and to facilitate these proceedings, identified matters of public record, such as reports that Applicants have filed with the Commission, published scientific or economic statistical data, material and textbooks, technical or industry journals relating to utility matters, and specified parts of the record in previous Commission dockets may be admissible in this proceeding without the necessity of reproducing each document; provided that the document to be admitted is clearly identified by reference to the place of publication, file or docket number, and the identified document is available for inspection by the Commission and the parties; and further provided that any Party or Participant has the right to explain, qualify or conduct examination with respect to the identified document.

V.

COPIES OF FILINGS AND INFORMATION REQUESTS

1. Filings: The following persons shall receive by email and attachments, copies of all document exchanges and filings in accordance with this Stipulated

Procedural Order. In addition, printed versions of said documents and filings shall be served only on the parties with and to the extent of the numbers following the names below[3], unless as such may be limited by Part III above or Protective Order No. 21034:

| | |
|---|---|
| Public Utilities Commission<br>465 South King Street<br>First Floor<br>Honolulu, HI 96813 | Original plus 12 copies |
| Division of Consumer Advocacy<br>335 Merchant Street<br>Room 326<br>Honolulu, HI 96813<br>E-Mail: **Cheryl.S.Kikuta@dcca.hawaii.gov**<br>Facsimile Number: (808) 586-2780 | 6 copies |
| Paradise MergerSub, Inc.<br>c/o Alan M. Oshima, Esq.<br>Michael H. Lau, Esq.<br>Kent D. Morihara, Esq.<br>Oshima Chun Fong & Chung LLP<br>841 Bishop Street, Suite 400<br>Honolulu, HI 96813<br>E-Mail: **amo@ocfc.com**<br>**mhl@ocfc.com**<br>**kdm@ocfc.com**<br>Facsimile Number: (808) 531-8466 | 1 copy |
| GTE Corporation, Verizon Hawaii Inc.,<br>Bell Atlantic Communications, Inc., and<br>Verizon Select Services Inc.<br>c/o Leslie Alan Ueoka, Esq.<br>Blane T. Yokota, Esq.<br>Verizon Corporate Services Group Inc.<br>P.O. Box 2200<br>Honolulu, HI 96841<br>E-Mail: **les.ueoka@verizon.com**<br>**joel.matsunaga@verizon.com**<br>Facsimile Number: (808) 546-7621 | 1 copy |

[3] Any filings or submissions containing information that is covered under Protective Order No. 21034 shall not be e-mailed to the Parties or Participant but shall be submitted via diskette to such Parties or Participant marked and sealed as provided under said Protective Order.

Pacific LightNet, Inc. 1 copy
c/o Ms. Lisa Suan
737 Bishop Street
Suite 1900
Honolulu, HI 96813
Email: lsuan@plni.net
laura@mahooklaw.com
wtam@ahfi.com
Facsimile Number: (808) 791-3119

Department of Defense 1 copy
c/o Mr. Richard B. Lee
Snavely King Majoros O'Connor & Lee, Inc.
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Washington, DC 20005
Email: dlee@snavely-king.com
stephen.melnikoff@hqda.army.mil
Facsimile Number: (202) 842-4966

Time Warner Telecom of Hawaii L.P. 1 copy
c/o J. Douglas Ing, Esq.
Pamela J. Larson, Esq.
Watanabe Ing Kawashima & Komeiji LLP
First Hawaiian Center
999 Bishop Street, 23rd Floor
Honolulu, HI 96813
E-Mail: plarson@wik.com
rochelle.jones@twtelecom.com
Facsimile Number: (808) 544-8399

Individual Retirees/IBEW 1 copy
c/o Herbert R. Takahashi
Stanford H. Masui
Danny J. Vasconcellos
Rebecca L. Covert
Takahashi, Masui, Vasconcellos & Covert
345 Queen Street, Room 506
Honolulu, HI 96813
E-Mail: rcover@hawaii.rr.com
Facsimile Number: (808) 531-9894

2. All pleadings, position statements and other documents required to be filed with the Commission shall be filed at the office of the Commission in Honolulu within the time limit prescribed pursuant to Chapter 61, Subchapter 2, Section 6-61-15 of the Commission's Rules of Practice and Procedure. In addition, any filings made with

the Commission should also include an electronic version of the filing that is submitted via diskette or e-mail to the Commission in a standard electronic format that is readily acceptable by the Commission.[4]

3. Copies of all filings, information requests and information request responses should be sent to the other Parties and Participant by hand delivery or mail. In addition, if available, all Parties and Participant shall provide copies of their filings, information requests and information request responses to the other Parties' and Participant's designated counsel or representative on the due day of the filing via diskette or e-mail in a standard electronic format that is readily available by the parties. The Parties and Participant agree to use Word as the standard programming format for filings in this case. However, if workpapers, documentation, or exhibits attached to any filing are not readily available in Word format or in an electronic format, a Party or Participant shall not be required to convert such workpapers, documentation, or exhibits into such format(s). Also, existing documents produced in response to requests need not be converted to Word as long as the applicable format is identified. In the event a copy of a filing, information request or information request response is delivered to a Party or Participant via diskette or e-mail, unless otherwise agreed to by such Party or Participant, the same number of copies of such filing, information request or information request response must still be delivered to such Party or Participant by hand delivery or via facsimile as provided in Parts V.1 and V.2 above.

[4] Any filings containing information that is covered under Protective Order No. 21034 shall not be e-mailed to the Commission but shall be submitted to the Commission via diskette, marked and sealed pursuant to said Protective Order.

VI.

COMMUNICATIONS

Chapter 61, Subchapter 3, Section 6-61-29 of the Commission's Rules of Practice and Procedure concerning ex parte communications is applicable to any communications between a Party or Participant and the Commission. However, the Parties or the Participant may communicate with Commission counsel through their own counsel or designated official only as to matters of process and procedure.

Communications between the Parties and Participant should either be through counsel or through designated representatives. All pleadings, papers, and other documents filed in this proceeding shall be served on the opposing Party or Participant.

All motions, supporting memoranda, position statement, and the like shall also be served on opposing counsel.

VII.

GENERAL

The foregoing procedures shall be applied in a manner consistent with the orderly conduct of this docket.

Pursuant to Chapter 61, Subchapter 3, Section 6-61-37 of the Commission's Rules of Practice and Procedure, this Stipulated Procedural Order shall control the subsequent course of the proceeding, unless modified by the Commission to prevent manifest injustice.

This Stipulated Procedural Order may be executed by the Parties or Participant in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument. The Parties and Participant may

execute this Stipulated Procedural Order by facsimile for initial submission to the Commission to be followed by the filing of originals of said facsimile pages.

DATED: Honolulu, Hawaii, this 23RD day of August, 2004.

ALAN M. OSHIMA
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Attorneys for Jeremiah C. Genovia and Charles K. Hehekia Jr. and the International Brotherhood of Electrical Workers, Local 1357

execute this Stipulated Procedural Order by facsimile for initial submission to the Commission to be followed by the filing of originals of said facsimile pages.

DATED: Honolulu, Hawaii, this _____day of August, 2004.

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Attorneys for Jeremiah C. Genovia and Charles K. Hehekia Jr. and the International Brotherhood of Electrical Workers, Local 1357

APPROVED AND SO ORDERED AT HONOLULU, HAWAII _____.

PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

By _____
Carlito P. Caliboso, Chairman

By _____
Wayne H. Kimura, Commissioner

By _____
Janet E. Kawelo, Commissioner

APPROVED AS TO FORM:

_____
Ji Sook Kim
Commission Counsel

## CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Stipulated Procedural Order No. _____ upon the following Parties and Participant by hand delivery or by mail, postage prepaid and properly addressed.

| | |
|---|---|
| DIVISION OF CONSUMER ADVOCACY<br>335 Merchant Street<br>Room 326<br>Honolulu, HI 96813 | 3 copies |
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Dated: _____, 2004

_____
Chief Clerk

**EXHIBIT "A"**

**STIPULATED REGULATORY SCHEDULE**

**Docket No. 04-0140**

| | DATE | DURATION (business days) | PROCEDURAL STEPS† |
|---|---|---|---|
| 1. | Monday, June 21, 2004 | --- | Application Filed at PUC |
| 2. | Monday, July 12, 2004 | --- | Consumer Advocate's Preliminary Statement of Position; Deadline for Motions to Intervene |
| 3. | Monday, July 26, 2004 through Wednesday, October 13, 2004 | --- | Consumer Advocate's Submission(s) of Information Requests (IRs) (Submitted to Applicants Only)* |
| 4. | | 10* | Applicants' Responses to Consumer Advocate's Submission(s) of IRs (Submitted to Consumer Advocate Only)* |
| 5. | Thursday, August 19, 2004 | --- | Filing of Consumer Advocate's IRs with Commission, with copies to Applicants, /DOD, CLEC Intervenors, and Participant* |
| 6. | Tuesday, August 24, 2004 | 2* | Filing of Applicants' Responses to Consumer Advocate's IRs with Commission, with copies to Consumer Advocate, DOD, CLEC Intervenors, and Participant* |
| 7. | Monday, August 30, 2004 | --- | DOD, CLEC Intervenors', and Participant's First Submission of IRs |
| 8. | Friday, September 10, 2004 | --- | Filing of Consumer Advocate's IRs with Commission, with copies to Applicants, DOD, CLEC Intervenors, and Participant* |
| 9. | Tuesday, September 14, 2004 | 2* | Filing of Applicants' Responses to Consumer Advocate's IRs with Commission, with copies to Consumer Advocate, DOD, CLEC Intervenors, and Participant* |

| | DATE | DURATION (business days) | PROCEDURAL STEPS† |
|---|---|---|---|
| 10. | Monday, September 20, 2004 | 15 | Applicants' Responses to DOD, CLEC Intervenors', and Participant's First Submission of IRs |
| 11. | Friday, October 1, 2004 | --- | Filing of Consumer Advocate's IRs with Commission, with copies to Applicants, DOD, CLEC Intervenors, and Participant* |
| 12. | Tuesday, October 5, 2004 | 2* | Filing of Applicants' Responses to Consumer Advocate's IRs with Commission, with copies to Consumer Advocate, DOD, CLEC Intervenors, and Participant* |
| 13. | Tuesday, October 12, 2004 | --- | DOD, CLEC Intervenors', and Participant's Supplemental IRs (CLEC Intervenors' and Participant's SIRs will be limited only to matters included in Applicants' responses to CLEC Intervenors' and Participant's IRs). |
| 14. | Friday, October 29, 2004 | --- | Filing of Consumer Advocate's IRs with Commission, with copies to Applicants, DOD, CLEC Intervenors, and Participant* |
| 15. | Monday, November 1, 2004 | 15 | Applicants' Responses to DOD, CLEC Intervenors', and Participant's SIRs |
| 16. | Wednesday, November 3, 2004 | 2* | Filing of Applicants' Responses to Consumer Advocate's IRs with Commission, with copies to Consumer Advocate, DOD, CLEC Intervenors', and Participant* |
| 17. | Tuesday, November 9, 2004 and Wednesday, November 10 (if necessary) | --- | Technical Meeting Between Applicants, Consumer Advocate, DOD, CLEC Intervenors and Participant |
| 18. | Wednesday, December 1, 2004 | --- | Consumer Advocate, DOD, CLEC Intervenors', and Participant's Respective Position Statements filed with Commission |

| | DATE | DURATION (business days) | PROCEDURAL STEPS† |
|---|---|---|---|
| 19. | Thursday, December 2, 2004 through Friday, December 10, 2004 | --- | Applicants' Submission(s) of IRs to Consumer Advocate* |
| 20. | | 10* | Consumer Advocate's Responses to Applicants' Submission(s) of IRs* |
| 21. | Friday, December 10, 2004 | --- | Applicants' Submission of IRs to DOD, CLEC Intervenors, and Participant |
| 22. | Tuesday, December 28, 2004 | --- | Filing of Applicants' IRs with Commission, with copies to Consumer Advocate, DOD, CLEC Intervenors, and Participant* |
| 23. | Thursday, December 30, 2004 | 2* | Filing of Consumer Advocate's Responses to Applicants' IRs with Commission, with copies to Applicants, DOD, CLEC Intervenors, and Participant* |
| 24. | Monday, January 3, 2005 | 15 | DOD, CLEC Intervenors, and Participant's Responses to Applicants' IRs |
| 25. | Wednesday, January 12, 2005 | --- | Applicants' Rebuttal Statement(s) to Position Statements of Consumer Advocate, DOD, CLEC Intervenors, and Participant |
| 26. | | --- | Decision and Order (requested date by February 2005) |

* Applicants and the Consumer Advocate have agreed that the Consumer Advocate shall have the right to provide Applicants with information requests at any time between the period of July 26, 2004 through October 13, 2004, and that Applicants shall have the right to provide the Consumer Advocate with information requests at any time between the period December 2, 2004 through December 10, 2004. Applicants and the Consumer Advocate agree to endeavor to provide a response to the information requests within ten (10) business days from the date the particular request(s) were provided to the responding party; provided, however, that in the event a response is unable to be provided within said 10-day period, the responding party agrees to inform the requesting party accordingly and provide said responses as soon as possible thereafter, but in no event later than fifteen (15) business days after the receipt of the particular information request unless otherwise agreed to by the requesting party.

Because it is anticipated that the Consumer Advocate will be submitting numerous sets of information requests to Applicants within the above time period and that Applicants will or may be

providing responses to these requests on a piecemeal basis, and vice versa, Applicants and the Consumer Advocate do not intend to file their respective information requests and responses with the Commission and provide copies to the DOD, CLEC Intervenors, and Participant in the subject docket until the dates set forth in the schedule above. The purpose of this is to give sufficient time for all responses to be compiled and submitted as an entire set in order to avoid overburdening the Commission, and the DOD, CLEC Intervenors, and Participant with various multiple filings and partial filings. Under this arrangement, on August 19, 2004, September 10, 2004, October 1, 2004 and October 29, 2004, the Consumer Advocate will file with the Commission all of the information requests it has provided to Applicants up to that time for which Applicants have provided a response, with copies to the DOD, CLEC Intervenors, and Participant. Within two (2) business days after the filing, Applicant will compile and file with the Commission all of its responses to those information requests, with copies to the DOD, CLEC Intervenors and Participant (subject to the redaction of information pursuant to Part III of the Stipulated Procedural order and Paragraph 4 of the Protective Order). Similarly, on December 28, 2004, Applicants will file with the Commission all of the information requests they have provided to the Consumer Advocate, with copies to the DOD, CLEC Intervenors, and Participant. Within two (2) business days after said filing, the Consumer Advocate will compile and file with the Commission all of its responses to those information requests, with copies to the DOD, CLEC Intervenors, and Participant (subject to the redaction of information pursuant to Part III of the Stipulated Procedural order and Paragraph 4 of the Protective Order).

† As stated in Sections III and V of the Stipulated Procedural Order, the Parties and Participant will exchange their filings, information requests and information request responses to the other Parties and Participant via diskette or e-mail in a standard electronic format that is readily available by the other parties and participants, to the extent that the information is available in electronic format. Subject to objections that may be raised and to the extent practicable, the electronic files for spreadsheets will contain all formulae intact, and will not be entirely converted to values prior to submission.

Additionally, recognizing that the DOD does not have its principal offices or representative located within the State of Hawaii, the DOD shall submit its filings, including information requests and responses, by e-mail on the Parties and Participant on the due date set forth in this Stipulated Regulatory Schedule. The printed version of all such filings shall be placed in an overnight commercial delivery system on said due date for delivery to the Commission and to the Parties and Participant.

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Order No. 21341 upon the following parties, by causing a copy hereof to be mailed, postage prepaid, and properly addressed to each such party.

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(Certificate of Service - Continued)

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DATED: SEP 10 2004