



**FILED**

08-10-12  
04:59 PM

Decision \_\_\_\_\_

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA**

**1**

<p>In the Matter of the Joint Application of Consolidated Communications Holdings, Inc., Consolidated Communications Inc. and WH Acquisition II Corp. and SureWest Communications, SureWest Telephone (U1015C), SureWest Long Distance (U5817C), and SureWest TeleVideo (U6324C) To Authorize the Acquisition of Control of SureWest Telephone (U1015C), SureWest Long Distance (U5817C), and SureWest TeleVideo (U6324C).</p>	<p>Application 12-02-011 (Filed February 10, 2012)</p>
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------

**INTERVENOR COMPENSATION CLAIM OF The Utility Reform Network AND DECISION ON INTERVENOR COMPENSATION CLAIM OF The Utility Reform Network**

**2**

Claimant: The Utility Reform Network		For contribution to D.12-06-004	
Claimed (\$): \$30,600.82		Awarded (\$):	
Assigned Commissioner: Michael Peevey		Assigned ALJ: Timothy J. Sullivan	
I hereby certify that the information I have set forth in Parts I, II, and III of this Claim is true to my best knowledge, information and belief. I further certify that, in conformance with the Rules of Practice and Procedure, this Claim has been served this day upon all required persons (as set forth in the Certificate of Service attached as Attachment 1).			
Signature:		/S/	
Date:	Aug. 10, 2012	Printed Name:	William R. Nusbaum

**PART I: PROCEDURAL ISSUES (to be completed by Claimant except where indicated)**

**3**

<p><b>A. Brief Description of Decision:</b></p>	<p>This Final Decision approves an Application filed by Consolidated Communications Holdings, Inc., Consolidated Communications Inc. and WH Acquisition II Corp. and SureWest Communications, SureWest</p>
-------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

	Telephone, SureWest Long Distance and SureWest TeleVideo. The Application requests approval for the sale of the SureWest companies to Consolidated. The Final Decision accepts a Settlement Agreement between TURN, DRA and Frontier Communications that sets forth conditions for approval of the sale.
--	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**B. Claimant must satisfy intervenor compensation requirements set forth in Public Utilities Code §§ 1801-1812:**

		Claimant	CPUC Verified
<b>Timely filing of notice of intent to claim compensation (NOI) (§ 1804(a)):</b>			
<b>4</b>	1. Date of Prehearing Conference:	March 30, 2012	
	2. Other Specified Date for NOI:		
	3. Date NOI Filed:	April 30, 2012	
	4. Was the NOI timely filed?		
<b>Showing of customer or customer-related status (§ 1802(b)):</b>			
<b>5</b>	5. Based on ALJ ruling issued in proceeding number:	A.09-09-013 (verified in D.10-05-012)	
	6. Date of ALJ ruling:	January 7, 2010 (verified in D.10-05-012)	
	7. Based on another CPUC determination (specify):		
	8. Has the Claimant demonstrated customer or customer-related status?		
<b>Showing of “significant financial hardship” (§ 1802(g)):</b>			
<b>6</b>	9. Based on ALJ ruling issued in proceeding number:	R.11-11-008	
	10. Date of ALJ ruling:	January 3, 2012	
	11. Based on another CPUC determination (specify):		
	12. Has the Claimant demonstrated significant financial hardship?		
<b>Timely request for compensation (§ 1804(c)):</b>			
<b>7</b>	13. Identify Final Decision:	D.12-06-004	
	14. Date of Issuance of Final Order or Decision:	June 7, 2012	
	15. File date of compensation request:	August, 10, 2012	
	16. Was the request for compensation timely?		

**C. Additional Comments on Part I (use line reference # as appropriate):**

<b>8</b>	<b>#</b>	<b>Claimant</b>	<b>CPUC</b>	<b>Comment</b>

**PART II: SUBSTANTIAL CONTRIBUTION (to be completed by Claimant except where indicated)**

**A. In the fields below, describe in a concise manner Claimant’s contribution to the final decision (see § 1802(i), § 1803(a) & D.98-04-059). (For each contribution, support with specific reference to the record.)**

<b>9</b>	<b>Contribution</b>	<b>Specific References to Claimant’s Presentations and to Decision</b>	<b>Showing Accepted by CPUC</b>
	<p>1. Standard of Review</p> <p>In its Joint Protest with DRA, TURN argued that the Commission should apply the criteria set forth in Public Utilities Code §854 (b) and (c) during its review of the merger. SureWest and Consolidated (also known as the Applicants) argued that only §854(a) should be applied. The Settlement Agreement directly addresses this issue by finding that there was enough information and “the transaction... provides enough customer benefit to ensure it is in the public interest, consistent with Section 854, and fair and reasonable in light of the whole record.” The Final Decision agrees with the Settlement and finds that the Settlement is in the public interest and consistent with §854(b) and (c).</p>	<p>Joint Protest of DRA &amp; TURN, March 19, 2012 (Protest), pp. 2-3.</p> <p>Settlement Agreement, paragraph 9.</p> <p>Final Decision (D.12-06-004), p. 20; FOFs 25, 26; COL 4.</p>	
	<p>2. Financial Condition of Merged Company</p> <p>A significant issue for TURN was the financial condition of the merged company if the merger was approved and the potential impacts on SureWest customers. In the Protest TURN expressed concerns about a number of financial issues that</p>	<p>Protest, pp. 3-7.</p>	

<p>could result in a lack of investment available for SureWest after the merger that could negatively impact service quality and reasonableness of rates. Among these issues was the fact that Consolidated had a history of paying dividends in excess of earnings and had no plans to change this practice. Further, TURN expressed concerns that Consolidated appeared to be a highly leveraged company with a high debt load and junk category bond ratings.</p> <p>In the Settlement Agreement Applicants agreed to focus on mitigating any potential financial issues through a two-year rate freeze on SureWest rates, a two-year commitment to invest \$3 million per year in capital expenditures on the SureWest network, and service quality assurances. D.12-06-004 adopted the settlement conditions.</p>	<p>Settlement Agreement, paragraphs 2, 3 and 4. D.12-06-004, p. 20; FOFs 25, 26; COLs 3, 4.</p>	
<p><b>3. Service Quality</b></p> <p>Another concern TURN expressed with the proposed merger was the need for assurances that SureWest would maintain or exceed SureWest’s pre-merger service quality. TURN wanted to make sure customers would continue to receive the same high quality service SureWest currently provides.</p> <p>In the Settlement Agreement Applicants committed “to meet or exceed specified GO 133-C service quality standards. Failure to meet standards, depending on the number of failures, result in a continuation of the rate freeze for one or two additional years.” D.12-06-004 adopted this settlement condition.</p>	<p>Protest, pp. 7-8.</p> <p>Settlement Agreement, paragraph 4. D.12-06-004, p. 20; FOFs 25, 26; COLs 3, 4.</p>	
<p><b>4. Rate Protection</b></p> <p>TURN also expressed concerns that Applicants meet the commitment expressed in the Application that “customers will continue to enjoy the same rates, terms and conditions of service as they currently do.” TURN’s concerns were particularly</p>	<p>Protest, pp. 10-11.</p>	

<p>exacerbated by discovery responses provided by the Applicants that “rates will be reviewed and adjusted, if appropriate, on an on-going basis.”</p> <p>The Settlement Agreement provides that SureWest will “freeze rates for regulated stand-alone residential service, single line business service, Caller ID, Call Waiting, Directory Assistance, Inside Wire and Non-Published service for two years from the closing date of the Transaction,” with limited exceptions for “exogenous events.” D.12-06-004 adopted this settlement condition.</p>	<p>Settlement Agreement, paragraph 2. D.12-06-004, p. 20; FOFs 25, 26; COLs 3, 4.</p>	
<p>5. Broadband/Backhaul</p> <p>During the Settlement negotiations, TURN raised the concern about Applicants’ commitment to continuing SureWest’s current practice of providing reasonably priced, high-quality broadband and backhaul services to its customers.</p> <p>In the Settlement Agreement, Consolidated specifically committed to these conditions. D.12-06-004 adopted this settlement condition.</p>	<p>Settlement Agreement, paragraph 2. D.12-06-004, p. 20; FOFs 25, 26; COLs 3, 4.</p>	
<p>6. Other Issues</p> <p>Other issues raised in the Protest and advocated more directly by DRA with TURN’s support related to maintaining the SureWest walk-in retail centers; preserving the SureWest Foundation; and a commitment to current employee benefits. Applicants agreed to specific terms on each of these issues. D.12-06-004 adopted these settlement conditions.</p>	<p>Protest, pp. 9 – 10.</p> <p>Settlement Agreement, paragraphs 1, 5, 7. D.12-06-004, p. 20; FOFs 25, 26; COLs 3, 4.</p>	

**B. Duplication of Effort (§§ 1801.3(f) & 1802.5):**

**10**

	Claimant	CPUC Verified
<p>a. Was the Division of Ratepayer Advocates (DRA) a party to the proceeding?</p>	<p>Y</p>	
<p>b. Were there other parties to the proceeding with positions similar to yours?</p>	<p>Y</p>	

<p><b>c. If so, provide name of other parties:</b> The only other party was Frontier Communications Corporation</p>	
<p><b>d. Describe how you coordinated with DRA and other parties to avoid duplication or how your participation supplemented, complemented, or contributed to that of another party:</b></p> <p>TURN worked closely with DRA in developing the Joint Protest as well as in developing and negotiating settlement terms. As part of this effort, TURN and DRA disaggregated the issues with TURN taking lead on issues relating to financial concerns, infrastructure investment, rate protection, service quality, and broadband commitments. By working so closely with DRA and by dividing the issues between the two organizations duplication was significantly minimized. Under these circumstances, TURN submits that no reduction to our compensation due to duplication is warranted.</p> <p>With regards to Frontier, TURN was aware of Frontier’s narrow issue but did no work on it and is claiming no time on that issue.</p>	

**C. Additional Comments on Part II (use line reference # or letter as appropriate):**

11

#	Claimant	CPUC	Comment

**PART III: REASONABLENESS OF REQUESTED COMPENSATION (to be completed by Claimant except where indicated)**

**A. General Claim of Reasonableness (§§ 1801 & 1806):**

12

<p><b>a. Concise explanation as to how the cost of Claimant’s participation bears a reasonable relationship with benefits realized through participation (include references to record, where appropriate)</b></p> <p>The small number of hours recorded by TURN advocates in this case produced significant benefit for SureWest customers. Through TURN’s work in the docket with DRA, SureWest customers are protected from any negative financial results of this merger through a combination of a two-year rate freeze on SureWest rates, a two-year commitment to invest \$3 million per year in capital expenditures on the SureWest network, and service quality assurances. SureWest customers will be spared rate increases for essential services such as basic exchange and directory assistance for at least two years. Furthermore, SureWest has made specific commitments re service quality that have consequences in the event service quality falls short of the requirements in Go 133-C. In addition, broadband</p>	<p><b>CPUC Verified</b></p>
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	-----------------------------

and backhaul quality and prices are protected and employee benefits are preserved.

The Final Decision addressed compliance with Public Utilities Code §854(b) and (c) in a manner consistent with conducting such review of future mergers, rather than finding that these statutes were inapplicable (the merger application position).

**b. Reasonableness of Hours Claimed.**

Mr. Nusbaum was the lead attorney for this proceeding for TURN responsible for general management of TURN’s efforts and key negotiator for TURN in the settlement discussions. In addition, he focused primarily on the standard of review, financial and service quality issues. Mr. Nusbaum was assisted by Ms. Costa who performed necessary research and also focused on rate impact, infrastructure and broadband issues. The Commission should find that this was an effective and efficient allocation of resources.

TURN utilized two consultants in this proceeding. Initially, TURN engaged Dr. Trevor Roycroft to review the application and assist in analysis for the Protest. In particular, Dr. Roycroft identified some significant issues with the proposed transaction and these were reflected in the Protest. Dr. Roycroft only expended 5 hours on this effort. For some of the complex financial issues implicated by the application, TURN obtained the services of James Weil, who has had extensive experience in CPUC proceedings dealing with the types of financial concerns raised by TURN. Mr. Weil’s work was solely focused on these financial issues and assisted TURN in developing possible mitigation measures and participated in the settlement discussions only on these issues. Mr. Weil’s total time was less than 19 hours. Under these circumstances, both Dr. Roycroft and Mr. Weil should receive their full compensation. TURN also notes that Dr. Roycroft bills TURN at \$230 per hour although the approved CPUC rate for Dr. Roycroft is \$210. TURN is not seeking an increase to the approved rate for Dr. Roycroft at this time given how few hours he expended.

The total hours included in this request represent slightly more than two 40-hour weeks of attorney, advocate and expert time. In light of the importance and complexity of the policy issues addressed, the Commission should find TURN’s request for intervenor compensation to be reasonable.

**c. Allocation of Hours by Issue**

TURN has allocated all of our attorney and advocate time by issue area or activity, as evident on our attached timesheets.

The following codes relate to specific substantive issue and activity areas

addressed by TURN:

GP - General Preparation: time for activities necessary to participate in the docket

S – The standard of review that the Commission should utilize in considering the application

F – The financial condition of the merged entity if the transaction was approved and the impact on SureWest CA customers

SQ – The impact of the proposed transaction on service quality for SureWest CA customers

R – The impact of the proposed transaction on the rates for SureWest CA customers

B – The impact of the proposed transaction on the provision of broadband services to SureWest CA customers

Misc – The impact of the proposed transaction on SureWest CA walk-in retail centers, the SureWest Foundation, and on employee benefits

COMP - Preparation of compensation request and TURN’s notice of intent.

# - Where time entries cannot easily be identified with a specific activity code. For these entries, the allocation of time spent on activities can be broken down as such: S 10%, F 25%, SQ 25%, R 25%, B 10%, Misc 5%

Settlement – Activities associated with settlement

**B. Specific Claim:**

13

CLAIMED						CPUC AWARD		
ATTORNEY, EXPERT, AND ADVOCATE FEES								
Item	Year	Hours	Rate	Basis for Rate*	Total \$	Hours	Rate	Total \$
William Nusbaum	2012	40.25	\$435	D.10-07-014; Resolution ALJ 247 (4/13/10)	\$17,508.75			
Regina Costa	2012	19.75	\$275	Res. ALJ 247	\$5,431.25			
Trevor Roycroft	2012	5	\$210	D.11-07-023	\$1,050			
James Weil	2012	18.70	\$300	D.08-05-033, OP 2	\$5,610			
[Advocate 1]								
[Advocate 2]								
				<b>Subtotal:</b>	\$29,600		<b>Subtotal:</b>	

14

OTHER FEES								
Describe here what OTHER HOURLY FEES you are Claiming (paralegal, travel **, etc.):								
Item	Year	Hours	Rate	Basis for Rate*	Total \$	Hours	Rate	Total \$
[Person 1]			\$					
[Person 2]								
<b>Subtotal:</b>						<b>Subtotal:</b>		
INTERVENOR COMPENSATION CLAIM PREPARATION **								
Item	Year	Hours	Rate	Basis for Rate*	Total \$	Hours	Rate	Total \$
William Nusbaum	2012	4.5	\$217.50	Res. ALJ 247	\$978.75			
[Preparer 2]								
<b>Subtotal:</b>					\$30,578.75	<b>Subtotal:</b>		
COSTS								
#	Item	Detail			Amount	Amount		
	Copies	Copies of NOI			\$2.40			
	Phone	FAX NDA; Conf calls			\$17.47			
	Postage	Mail NOI			\$2.20			
<b>Subtotal:</b>					\$22.07	<b>Subtotal:</b>		
<b>TOTAL REQUEST \$:</b>					<b>\$30,600.82</b>	<b>TOTAL AWARD \$:</b>		
When entering items, type over bracketed text; add additional rows as necessary.								
*If hourly rate based on CPUC decision, provide decision number; otherwise, attach rationale.								
**Travel and Reasonable Claim preparation time typically compensated at ½ of preparer's normal hourly rate.								

**C. Attachments Documenting Specific Claim and Comments on Part III (Claimant completes; attachments not attached to final Decision):**

Attachment or Comment #	Description/Comment
1	Certificate of Service – Filed electronically as a separate document pursuant to Rule 1.13(b)(iii); Served electronically as a separate document pursuant to Rule 1.10(c)
2	Contemporaneous Time Sheets for Attorney, Advocate and Experts. A daily listing of the specific tasks performed by Mr. Nusbaum, Ms. Costa, Dr. Roycroft and Mr. Weil in connection with this proceeding is set forth in Attachment 2. TURN's staff maintained detailed contemporaneous time records indicating the number of hours devoted to work on this case. In preparing this appendix, Mr. Nusbaum reviewed all of the recorded hours devoted to this proceeding and included only those that were reasonable for the underlying task.
3	TURN Expenses Relating to D.12-06-004

Comment 1	<p><b>Reasonableness of TURN's Expenses</b></p> <p>The Commission should find TURN's direct expenses reasonable. The expenses consist of photocopying expenses, including the costs of producing the hard copies of TURN's pleadings, telecommunications costs for calls related to this proceeding, and postage costs for mailing TURN pleadings. All costs are directly related to this proceeding and were necessary for TURN's participation in this proceeding.</p>
Comment 2 Compensation Request	TURN used 50% of the authorized 2012 hourly rate as the billing rate for the compensation request, prepared by Mr. Nusbaum in 2012.

**D. CPUC Disallowances, Adjustments, and Comments (CPUC completes):**

**19**

#	Reason

**PART IV: OPPOSITIONS AND COMMENTS**  
 Within 30 days after service of this Claim, Commission Staff  
 or any other party may file a response to the Claim (see § 1804(c))

(CPUC completes the remainder of this form)

<b>A. Opposition: Did any party oppose the Claim?</b>	
-------------------------------------------------------	--

If so:

Party	Reason for Opposition	CPUC Disposition

<b>B. Comment Period: Was the 30-day comment period waived (<i>see</i> Rule 14.6(2)(6))?</b>	
----------------------------------------------------------------------------------------------	--

If not:

Party	Comment	CPUC Disposition

**FINDINGS OF FACT**

1. Claimant [has/has not] made a substantial contribution to Decision (D.) \_\_\_\_\_.
2. The requested hourly rates for Claimant’s representatives [,as adjusted herein,] are comparable to market rates paid to experts and advocates having comparable training and experience and offering similar services.
3. The claimed costs and expenses [,as adjusted herein,] are reasonable and commensurate with the work performed.
4. The total of reasonable contribution is \$ \_\_\_\_\_.

**CONCLUSION OF LAW**

1. The Claim, with any adjustment set forth above, [satisfies/fails to satisfy] all requirements of Public Utilities Code §§ 1801-1812.

**ORDER**

1. Claimant is awarded \$\_\_\_\_\_.
2. Within 30 days of the effective date of this decision, \_\_\_\_\_ shall pay Claimant the total award. [for multiple utilities: “Within 30 days of the effective date of this decision, ^, ^, and ^ shall pay Claimant their respective shares of the award, based on their California-jurisdictional [industry type, for example, electric] revenues for the ^ calendar year, to reflect the year in which the proceeding was primarily litigated.”] Payment of the award shall include interest at the rate earned on prime, three-month commercial paper as reported in Federal Reserve Statistical Release H.15, beginning \_\_\_\_\_, 200\_\_, the 75<sup>th</sup> day after the filing of Claimant’s request, and continuing until full payment is made.
3. The comment period for today’s decision [is/is not] waived.
4. This decision is effective today.

Dated \_\_\_\_\_, at San Francisco, California.

**Attachment 1**

**Certificate of Service**

**(Filed electronically as a separate document pursuant to Rule 1.13(b)(iii))**

**(Served electronically as a separate document pursuant to Rule 1.10(c))**

**Attachment 2**

**Contemporaneous Time Sheets for Attorney, Advocate and Experts**

Date	Atty	Task	Description	Time Spent
Case #/name: A12-02-011				
3/5/2012	BN	GP	Review SW/Consolidated application & documents	3.50
3/6/2012	BN	S	Research PU Code Sec 854 re merger review	2.00
3/7/2012	BN	F	Research analysts views on proposed SW/Consolidated merger	2.00
3/7/2012	BN	#	Identify issues for conf call w/SW & Consolidated	1.00
3/8/2012	BN	#	Conf call w/SW & Consolidated re merger issues	1.00
3/8/2012	BN	#	Draft & serve data requests	0.50
3/12/2012	BN	GP	Conf call w/Natalie Billingley, Kil Lippi, Brewster Fong DRA re SW/Consolidated merger strategy	0.50
3/13/2012	BN	F	Discuss SW/Consolidated w/TR re financial/economic issues	0.50
3/13/2012	BN	GP	Review, sign, transmit NDA	0.50
3/14/2012	BN	#	Review discovery responses	1.25
3/18/2012	BN	#	Edit draft joint DRA/TURN protest	1.25
3/18/2012	BN	F	Draft financial analysis section of joint DRA/TURN protest	1.50
3/19/2012	BN	GP	Final edits/review draft DRA/TURN joint protest	2.25
3/27/2012	BN	#	Conf call w/DRA re PHC strategy	0.75
3/28/2012	BN	#	Draft & serve data requests	0.75
3/29/2012	BN	GP	Prep for PHC - review pleadings	1.00
3/30/2012	BN	GP	Attend & participate in PHC	1.75
4/3/2012	BN	GP	Call w/DRA (Natalie Billingsley, Brewster Fong, kim Lippi, Robert Schwartz) re possible expert witness	0.50
4/3/2012	BN	F	Engaging James Weil as expert financial witness	0.75
4/5/2012	BN	F	Review, finalize & serve DR3	0.50
4/11/2012	BN	#	Review responses to TURN DRs set #2	1.50
4/13/2012	BN	F	Review responses to DR #3	1.50
Total: .				<b>26.75</b>
4/26/2012	BN	Comp	Draft NOI	1.50

Date	Atty	Task	Description	Time Spent
8/1/2012	BN	Comp	Draft intv comp request	2.00
8/2/2012	BN	Comp	Draft intv comp request	1.00
<b>Total: Comp</b>				<b>4.50</b>
4/4/2012	BN	Settlement	Settlement: Review SQ proposal	0.50
4/4/2012	BN	Settlement	Settlement: Call w/Roycroft re SQ issues & possible terms for settlement	0.50
4/4/2012	BN	Settlement	Settlement: Call w/James Weil re financial issues	0.50
4/4/2012	BN	Settlement	Settlement: Conf call w/DRA (Natalie Billingsley, Brewster Fong, kim Lippi, Robert Schwartz) re prep for settlement mtg	1.25
4/5/2012	BN	Settlement	Settlement: Mtg w/James Weil in prep for settlement call re financial issues	0.25
4/5/2012	BN	Settlement	Settlement: Settlement call w/SW, Cosolidated, Weil, DRA	1.50
4/12/2012	BN	Settlement	Settlement: Call w/James Weil re financial issues for settlement call	0.25
4/12/2012	BN	Settlement	Settlement: Settlement negotiations call w/SW & Consolidated, Weil, DRA	1.75
4/16/2012	BN	Settlement	Settlement: Call w/James Weil re financial issues & settlement terms	0.25
4/16/2012	BN	Settlement	Settlement: Review new settlement proposals	0.75
4/17/2012	BN	Settlement	Settlement: Call w/DRA (Natalie Billingsley, Brewster Fong, kim Lippi, Robert Schwartz) re settlement issues	0.50
4/19/2012	BN	Settlement	Settlement: Settlement negotiations w/SW, Cosolidated, Weil, DRA	1.00
4/19/2012	BN	Settlement	Settlement: Discuss settlement mtg w/RC	0.25
4/19/2012	BN	Settlement	Settlement: Discuss settlement mtg w/James Weil	0.25

Date	Atty	Task	Description	Time Spent
4/24/2012	BN	Settlement	Settlement: Call w/DRA (Natalie Billingsley, Brewster Fong, kim Lippi, Robert Schwartz), RC re issues for settlement conference	0.75
4/24/2012	BN	Settlement	Settlement: Draft & send counter proposal to SW/Consolidated	0.50
4/25/2012	BN	Settlement	Settlement: Formal settlement conference	1.25
4/26/2012	BN	Settlement	Settlement: Review draft settlement agreement & motion	1.50
<b>Total: Settlement</b>				<b>13.50</b>
<b>Total: BN</b>				<b>44.75</b>
4/3/2012	J Weil	GP	Initial review: protest, application	2.30
4/4/2012	J Weil	F	Access; analyze risks; e-mail	3.60
4/5/2012	J Weil	F	Conference call; discovery req	2.20
4/10/2012	J Weil	F	Review TURN discov responses	1.60
4/11/2012	J Weil	F	Prep for conference call	0.50
4/12/2012	J Weil	F	Conference call; tel TURN	1.60
4/14/2012	J Weil	F	Review TURN discov responses	1.70
4/16/2012	J Weil	F	E-mail report; draft language	2.00
4/17/2012	J Weil	F	E-mail TURN	0.30
4/19/2012	J Weil	Settlement	Conference call; tel TURN	1.40
4/20/2012	J Weil	Settlement	Review counteroffer; email TURN	0.30
4/25/2012	J Weil	Settlement	Settlement conf; edits; e-mail	1.20
<b>Total: .</b>				<b>18.70</b>
<b>Total: J Weil</b>				<b>18.70</b>

Date	Atty	Task	Description	Time Spent
3/5/2012	RC	GP	TW TL, e-mail to BN identify potential merger issues in prep for mtg w SW	0.25
3/5/2012	RC	GP	Research proposed merger, Consolidated operations in other states	1.25
3/7/2012	RC	F	Research re merger, financial issues	4.50
3/15/2012	RC	#	MW DRA (NB, KL, BF, RS) re discussion with SureWest and Consolidated	0.50
3/15/2012	RC	#	MW NB, BF, KL, RS of DRA; G.C. of SureWest, MS of Consolidated to discuss concerns, explore possible solutions to concerns	1.25
3/20/2012	RC	GP	Brief BN on meeting with SureW, Consol And DRA	0.25
3/27/2012	RC	GP	MW BN, NB, BF of DRA, discuss PHC	0.25
3/27/2012	RC	Settlement	MW BN, NB, KL, BF, RS of DRA, discuss possible settlement	0.25
3/30/2012	RC	GP	Review notes, prep for PHC	0.50
3/30/2012	RC	GP	Attend PHC	1.75
3/30/2012	RC	Settlement	TW Bill Nusbaum re settlement proposals	0.25
4/3/2012	RC	F	Research financial issues	0.50
4/4/2012	RC	Settlement	MW Bill N, KLippi, N Billingsley, B Fong re settlement proposal	1.50
4/5/2012	RC	Settlement	Prep for settlement meeting	0.50
4/5/2012	RC	Settlement	Settlement meeting with SureWest (Greg G, Mark S, Dan Bessey T. Edminster), Consol (M. Schultz) DRA (N. Billingsley, K. Lippi, Brewster Fong, R. Schwartz), BN	2.00
4/12/2012	RC	Settlement	MW SureW/Consol, DRA re settlement, BN, J. Weil; For DRA NB, BF, KL, RS; for SW Consol, GG, MS, Todd E	1.25
4/12/2012	RC	Settlement	Prep for meeting re settlement, review case file	0.50
4/16/2012	RC	B	Settlement proposal, draft language re broadband for circulation to BN, TR, and DRA	0.25



Date	Atty	Task	Description	Time Spent
	3/19/2012 T Roycroft	#	Edited Protest	0.25
Total: .				5.00
Total: T Roycroft				5.00
Total: A12-02-011				88.20
Grand Total				88.20

**Attachment 3**

**TURN Expenses Relating to D.12-06-004**

Date	Activity	Description	Billed
Case #/name: A12-02-011			
	4/30/2012 Photocopies	Copies of Notice of Intent to Claim Intervenor	\$2.40
Total: \$Copies			<b>\$2.40</b>
	4/4/2012 Phone/Fax	Fax access agreement to TURN	\$2.00
	4/15/2012 Phone/Fax	Sprint Invoice 04/15/12	\$12.57
	5/15/2012 Phone/Fax	Sprint Invoice 05/15/12	\$2.90
Total: \$Phone			<b>\$17.47</b>
	4/30/2012 Postage	Postage to mail copies of Notice of Intent to	\$2.20
Total: \$Postage			<b>\$2.20</b>
Total: A12-02-011			<b>\$22.07</b>
Grand Total			<b>\$22.07</b>

## **Receipts Relating to TURN Expenses**

# James Weil

PO Box 866, Novato, CA 94948  
Tel/FAX (415) 895-5296  
jweil@aglet.org

---

May 1, 2012

## INVOICE

No. 46

Terms: due upon TURN's receipt of intervenor compensation

To: Bill Nusbaum, Managing Attorney  
TURN  
115 Sansome Street, Suite 900  
San Francisco, CA 94104

Reference: A.12-02-011, SureWest acquisition

Dates	Services	Amount
3-Apr-12 to 25-Apr-12	SureWest acquisition: review application, discovery, financial analysis, conf calls; 18.7 hours at \$300  FAX charges	\$ 5,610.00  2.00
	Total	\$ 5,612.00

Line	Date	Proceeding			Hours		Direct Costs	Activity	Issues	Line
		Number	Utility	Subject	Prof	Comp, travel				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)			
1	3-Apr	A.12-02-011	SureWest	merger	2.3		Initial review; protest; application	Financial risk	1	
2	4-Apr	A.12-02-011	SureWest	merger	3.6		Access; analyze risks; e-mail	Financial risk	2	
3						\$2.00	FAX access agreement to TURN		3	
4	5-Apr	A.12-02-011	SureWest	merger	2.2		Conference call; discovery req	Financial risk	4	
5	10-Apr	A.12-02-011	SureWest	merger	1.6		Review TURN discov responses	Financial risk	5	
6	11-Apr	A.12-02-011	SureWest	merger	0.5		Prep for conference call	Financial risk	6	
7	12-Apr	A.12-02-011	SureWest	merger	1.6		Conference call; tel TURN	Financial risk	7	
8	14-Apr	A.12-02-011	SureWest	merger	1.7		Review TURN discov responses	Financial risk	8	
9	16-Apr	A.12-02-011	SureWest	merger	2.0		E-mail report; draft language	Financial risk	9	
10	17-Apr	A.12-02-011	SureWest	merger	0.3		E-mail TURN	Financial risk	10	
11	19-Apr	A.12-02-011	SureWest	merger	1.4		Conference call; tel TURN	Financial risk	11	
12	20-Apr	A.12-02-011	SureWest	merger	0.3		Review counteroffer; email TURN	Financial risk	12	
13	25-Apr	A.12-02-011	SureWest	merger	1.2		Settlement conf; edits; e-mail	Financial risk	13	

< Start 2012 costs >

< Invoice #46 >

	Prof	Comp, travel	
2012 hours	18.7	0.0	\$2.00 Column Total
Adjustment	0.0	0.0	
Net hours	18.7	0.0	\$2.00 FAX charges
Rate	\$300	\$150	\$2.00 Check Total
Subtotal labor	\$5,610	\$0	
Total Invoice	\$5,612.00		



TURN

SPRINT BUSINESS FLEX (SM) DIAL-1

Account #: 441234274

Page: 11

Billing Period Ending: 4/15/12

Customer Number: 921291689

Itemization of Calls

ACCOUNTING CODE: 40 R08-08-009 ✓  
ORIGINATING NUMBER: 415 953-5037

Nbr	Date	Time	*	Called Location	Called Nbr	Minutes	Charges
1	3/21/12	12:27 PM	D	SANTA CRUZ CA	831 419-1312	.3	\$.02

TOTAL FOR 415 953-5037 .3 \$.02

TOTAL FOR 40 .3 \$.02

ACCOUNTING CODE: 41 A12-02-011 ✓  
ORIGINATING NUMBER: 415 953-5037

2	3/19/12	9:22 AM	D	BREWSTER MA	508 896-0151	1.5	\$.11
3	4/04/12	10:27 AM	D	MAHNOMEN MN	218 936-4141	64.8	4.35
4	4/04/12	11:33 AM	D	NOVATO CA	415 895-5296	23.6	1.00
5	4/05/12	9:05 AM	D	NOVATO CA	415 895-5296	9.2	.39
6	4/05/12	9:28 AM	D	RSVL MAIN CA	916 757-6338	88.5	3.72
7	4/12/12	9:29 AM	D	RSVL MAIN CA	916 757-6338	71.2	3.00

TOTAL FOR 415 953-5037 258.8 \$12.57

TOTAL FOR 41 258.8 \$12.57

ACCOUNTING CODE: 51 MARK ✓  
ORIGINATING NUMBER: 415 953-5037

8	3/23/12	9:56 AM	D	ALHAMBRA CA	626 677-3000	.5	\$.03
9	3/23/12	9:59 AM	D	ALHAMBRA CA	626 677-3000	110.7	4.65
10	3/23/12	2:20 PM	D	PORTLAND OR	503 232-0034	.3	.03
11	4/02/12	10:00 AM	D	MAHNOMEN MN	218 936-4700	102.1	6.85
12	4/06/12	10:59 AM	D	NO HOLLYWD CA	818 760-2551	24.7	1.04
13	4/06/12	3:21 PM	D	PSDN PSDN CA	626 583-5162	7.3	.31
14	4/09/12	10:59 AM	D	LSAN DA 13 CA	323 857-0526	3.5	.15

TOTAL FOR 415 953-5037 249.1 \$13.06

TOTAL FOR 51 249.1 \$13.06

ACCOUNTING CODE: 68 ? UNASSIGNED ✓  
ORIGINATING NUMBER: 415 953-5037

SHOULD BE CODED 51 - MARK ✓

15	4/13/12	10:04 AM	D	MAHNOMEN MN	218 936-4700	218.1	\$14.62
----	---------	----------	---	-------------	--------------	-------	---------

TOTAL FOR 415 953-5037 218.1 \$14.62

TOTAL FOR 68 218.1 \$14.62

ACCOUNTING CODE: 90 A09-08-020 ✓  
ORIGINATING NUMBER: 415 953-5037

16	3/21/12	4:12 PM	D	RANDBURG CA	760 303-1927	7.5	\$.32
17	3/30/12	1:42 PM	D	SNDG SNDG CA	619 238-4100	.4	.02

TOTAL FOR 415 953-5037 7.9 \$.34

TOTAL FOR 90 7.9 \$.34

ACCOUNTING CODE: 92 A10-12-005 ✓  
ORIGINATING NUMBER: 415 953-5037

18	4/03/12	2:32 PM	D	SNDG SNDG CA	619 393-2224	3.7	\$.16
19	4/11/12	12:42 PM	D	SCRM MAIN CA	916 372-0534	8.4	.36



**TURN**  
**SPRINT BUSINESS FLEX (SM) DIAL-1**  
 Account #: 441234274

Page: 10  
 Billing Period Ending: 5/15/12  
 Customer Number: 921291686

**Itemization of Calls**

ACCOUNTING CODE: 38 *A08-03-015*  
 ORIGINATING NUMBER: 415 953-5037

Nbr	Date	Time	*	Called Location	Called Nbr	Minutes	Charges
1	4/23/12	11:59 AM	D	LSAN DA 01 CA	213 416-6650	24.9	\$1.05

TOTAL FOR 415 953-5037 **24.9 \$1.05**

TOTAL FOR 38 **24.9 \$1.05**

ACCOUNTING CODE: 41 *A12-02-011*  
 ORIGINATING NUMBER: 415 953-5037

2	4/19/12	12:42 PM	D	NOVATO CA	415 895-5296	5.7	\$2.24
3	4/19/12	2:01 PM	D	RSVL MAIN CA	916 757-6338	53.7	2.26
4	4/19/12	2:55 PM	D	NOVATO CA	415 895-5296	9.3	.40

TOTAL FOR 415 953-5037 **68.7 \$2.90**

TOTAL FOR 41 **68.7 \$2.90**

ACCOUNTING CODE: 46 *R11-02-018*  
 ORIGINATING NUMBER: 415 953-5037

5	4/17/12	11:58 AM	D	SCRM MAIN CA	916 372-0534	2.5	\$1.11
6	4/17/12	2:19 PM	D	SCRM MAIN CA	916 372-0534	6.4	.27
7	4/30/12	3:28 PM	D	SCRM MAIN CA	916 372-0534	2.8	.12
8	4/30/12	3:49 PM	D	SCRM MAIN CA	916 372-0534	1.6	.07
9	5/07/12	2:25 PM	D	SCRM MAIN CA	916 372-0534	6.5	.28

TOTAL FOR 415 953-5037 **19.8 \$8.5**

TOTAL FOR 46 **19.8 \$8.5**

ACCOUNTING CODE: 48 *R11-10-023*  
 ORIGINATING NUMBER: 415 953-5037

10	5/07/12	11:35 AM	D	SCRM MAIN CA	916 442-4877	31.0	\$1.31
----	---------	----------	---	--------------	--------------	------	--------

TOTAL FOR 415 953-5037 **31.0 \$1.31**

TOTAL FOR 48 **31.0 \$1.31**

ACCOUNTING CODE: 51 *MARK*  
 ORIGINATING NUMBER: 415 953-5037

11	4/16/12	11:17 AM	D	SCRM MAIN CA	916 651-4170	1.2	\$0.06
12	4/16/12	12:02 PM	D	MAHNOMEN MN	218 936-4700	93.0	6.24
13	4/16/12	2:43 PM	D	SCRM MAIN CA	916 651-4170	1.0	.05
14	4/18/12	3:55 PM	D	LSAN DA 14 CA	323 573-5310	.9	.04
15	4/26/12	1:36 PM	D	SCRM MAIN CA	916 709-4300	15.2	.64
16	4/26/12	2:01 PM	D	CORONA CA	951 314-0331	29.1	1.23
17	4/27/12	12:37 PM	D	SCRM MAIN CA	916 498-9808	10.9	.46
18	4/27/12	12:50 PM	D	WSHNGTNZN1 DC	202 469-7989	1.5	.11
19	5/04/12	9:29 AM	D	MAHNOMEN MN	218 936-4700	58.1	3.90
20	5/04/12	11:03 AM	D	SCRM MAIN CA	916 651-4006	1.2	.06
21	5/07/12	11:57 AM	D	MAHNOMEN MN	218 936-4700	107.0	7.17
22	5/08/12	9:30 AM	D	BOSTON MA	617 542-8010	1.3	.09
23	5/08/12	2:09 PM	D	BOSTON MA	617 542-8010	1.0	.07
24	5/08/12	3:48 PM	D	MORENO CA	951 924-9964	8.5	.36
25	5/15/12	11:57 AM	D	MAHNOMEN MN	218 936-4700	56.4	3.78

TOTAL FOR 415 953-5037 **386.3 \$24.26**

TOTAL FOR 51 **386.3 \$24.26**