

Decision _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Order Instituting Investigation on the Commission’s Own Motion Into the Planned Purchase and Acquisition by AT&T Inc. of T-Mobile USA, Inc., and its Effect on California Ratepayers and the California Economy.

Investigation 11-06-009
(Filed June 9, 2011)

**INTERVENOR COMPENSATION CLAIM OF THE UTILITY REFORM NETWORK
AND DECISION ON INTERVENOR COMPENSATION CLAIM OF THE
UTILITY REFORM NETWORK**

Claimant: The Utility Reform Network	For contribution to D.12-08-025
Claimed (\$): 257,367.26	Awarded (\$): \$255,944.03
Assigned Commissioner: Catherine J.K. Sandoval	Assigned ALJ: Jessica T. Hecht

PART I: PROCEDURAL ISSUES)

A. Brief Description of Decision:	This Final Decision grants the motion to dismiss the investigation into the proposed purchase and acquisition of T-Mobile USA, Inc. by AT&T as moot because the respondents abandoned their planned merger and withdrew their related application at the FCC. The Final Decision also specifically provides that intervenors can file claims for compensation even though the Commission did not issue a final decision on the merits.
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PROPOSED DECISION**B. Claimant must satisfy intervenor compensation requirements set forth in Public Utilities Code §§ 1801-1812:**

	Claimant	CPUC Verified
Timely filing of notice of intent to claim compensation (NOI) (§ 1804(a)):		
1. Date of Prehearing Conference:	N/A	
2. Other Specified Date for NOI:	September 6, 2011	Yes
3. Date NOI Filed:	September 6, 2011	Yes
4. Was the NOI timely filed?		
Showing of customer or customer-related status (§ 1802(b)):		
5. Based on ALJ ruling issued in proceeding number:	Application (A.) 09-09-013 (verified in Decision (D.) 10-05-012)	Yes
6. Date of ALJ ruling:	January 7, 2010 (verified in D.10-05-012)	Yes
7. Based on another CPUC determination (specify):		
8. Has the Claimant demonstrated customer or customer-related status?		Yes
Showing of "significant financial hardship" (§ 1802(g)):		
9. Based on ALJ ruling issued in proceeding number:	P.10-08-016 Petition of the Western Manufactured Housing Communities Association to Adopt, Amend, or Repeal a Regulation Pursuant to Cal. Pub. Util. Code § 1708.5.	Yes
10. Date of ALJ ruling:	October 22, 2010	Yes

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11. Based on another CPUC determination (specify):		
12. Has the Claimant demonstrated significant financial hardship?		Yes
Timely request for compensation (§ 1804(c)):		
13. Identify Final Decision:	D.12-08-025	Yes
14. Date of Issuance of Final Order or Decision:	Aug. 29, 2012	Yes
15. File date of compensation request:	October 29, 2012	Yes
16. Was the request for compensation timely?		Yes

PART II: SUBSTANTIAL CONTRIBUTION

A. Claimant’s claimed contribution to the final decision:

Contribution	Specific References to Claimant’s Presentations and to Decision	Showing Accepted by CPUC
1. In this proceeding, the Commission did not issue a decision on the merits of the investigation. However, in the final decision the Commission specifically acknowledges that parties such as The Utility Reform Network (TURN) spent a great deal of time, energy and effort in analyzing the proposed transaction and developing and submitting detailed analysis in response to the numerous issues raised in the Order Instituting Investigation (OII). D.12-08-025 specifically invites eligible intervenors such as TURN to submit compensation requests. Below, TURN discusses each of the issues where we assert a substantial contribution was made using the factors identified in prior	D.12-08-025 at 9-11.	Yes

<p>Commission decisions as discussed in Comment 1. TURN developed and advocated a position on almost all the issues identified in the OII. However, the focus of this substantial contribution discussion is on the major and most significant issues.</p>		
<p>2. Legal Issues</p> <p>There were two main legal issues in dispute in this proceeding. The first was the Applicants’ appeal of the categorization. The OII designated this proceeding as “ratesetting.” AT&T objected to the categorization as “a matter of law” asserting that since the Commission has no authority over rates of wireless carriers, then the Commission could not categorize the proceeding as “ratesetting.” TURN filed a response to AT&T’s appeal arguing, among other things, that:</p> <ul style="list-style-type: none"> - the proposed acquisition was to be by AT&T Corp., not just the AT&T wireless operations and therefore the Commission was obligated to review the impact on the entire telecommunications market; - that AT&T failed to account for the Commission’s authority under Rule 7.1(e)(2) that when a proceeding does not fit clearly into any one category, it would be 	<p>Response of TURN to the Appeal of Categorization of OII (6/22/11).</p>	<p>Yes</p>

<p>considered a ratesetting proceeding;</p> <p>- that it would be prudent for the Commission to use the ratesetting category and associated rules re ex parte contacts even though the Commission had preliminarily determined that there would be no evidentiary hearings.</p> <p>While there was no official ruling on the categorization appeal, the Commission retained the ratesetting category consistent with the outcome TURN recommended.</p> <p>The 2nd legal issue was whether the Commission had jurisdictional authority to review the proposed transaction and, if it had authority, what standard of review the Commission should utilize in assessing the proposed merger. AT&T's initial posture when it announced the proposed transaction and submitted an information-only filing was that the Commission did not have authority to review the transaction. In meetings with the Commission leading up to the issuance of the OII, and in a pleading after the OII was adopted, TURN advocated that the Commission had a statutory responsibility to do a detailed review of the proposed merger. In particular, TURN argued that although the</p>	<p>Opening Comments of TURN (7/6/11), at 2-4.</p>	
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<p>Commission was preempted from rate regulation of wireless carriers and hence could not invoke the synergy sharing of PU Code Sec. 854(b)(2), a detailed review by the Commission was even more important than usual. TURN also argued that the Commission not only had the power to reject the proposed transaction, but could impose mitigation measures to avoid any anti-competitive impacts in the event the Commission approved the transaction.</p> <p>While not specifically ruling on these issues, the Commission’s actions were consistent with TURN’s recommendations. The Commission moved forward with the investigation and issued an ALJ Ruling specifically seeking, among other information, more details on what mitigation measures the Commission should consider to ameliorate concerns about whether the proposed merger serves the public interest.</p>	<p>ALJ Ruling Requesting Additional Information and Addressing Various Procedural Issues (8/11/11), at 9-10.</p>	
<p>2. Competitive Impacts</p> <p>A major issue identified in the OII was whether the merger would have negative competitive impacts on the California marketplace. AT&T and T-Mobile asserted that the merger would have no negative competitive impacts and, in fact,</p>	<p>OII at 13</p> <p>ALJ Ruling Requesting Additional Information and Addressing Various Procedural Issues (8/11/11), at 8-9.</p> <p>Opening Comments of TURN</p>	<p>Yes</p>

<p>would enhance competitiveness. The ALJ requested additional information on competitive impacts in an August 2011 ACR.</p> <p>TURN, in conjunction with our expert witness Dr. Trevor Roycroft, developed and presented substantial and compelling evidence that the transaction would have significant anti-competitive impacts both nationally and in California through the elimination of one of the four major wireless competitors. These impacts would include a significant increase in AT&T's market power leading to significant price increases.</p>	<p>(7/6/11), at 4-6.</p> <p>Declaration of Trevor R. Roycroft, Ph.D. on Behalf of TURN (7/6/11), at 29-52.</p> <p>Comments of TURN on August 11, 2011 ALJ Ruling (8/22/11), at 22-25.</p> <p>Supplemental Declaration of Trevor R. Roycroft, Ph.D. In Response to Issues Raised in the ALJ August 11, 2011 Ruling On Behalf of TURN (8/22/11), at 2-11.</p> <p>Combined Comments on August 22, 2011 Filings, Reply Comments on July 6, 2011 Opening Comments, and Replies to the August 5, 2011 Market Definition Brief of TURN (8/29/11), at 19-25; 26-31</p> <p>Reply Declaration of Trevor R. Roycroft, Ph.D. on Behalf of TURN (8/29/11), at 32-43; 48-75.</p>	
<p>3. Market Definition</p> <p>Another major issue identified in the OII was how the relevant product and geographic markets should be defined. The Commission requested input on these issues both in the OII and again in a ruling asking parties to file briefs specifically focused on market definition issues.</p> <p>TURN and Dr. Roycroft argued that it would be an error to</p>	<p>OII at 13.</p> <p>ALJ Ruling Setting Briefing Schedule (7/19/11).</p> <p>Opening Comments of TURN (7/6/11), at 6-8.</p> <p>Declaration of Trevor R. Roycroft, Ph.D. on Behalf of TURN (7/6/11),</p>	<p>Yes</p>

<p>market. With regards to the product market definition, TURN rebutted AT&T's arguments that there are not separate prepaid and postpaid markets.</p>		
<p>4. Efficiencies</p> <p>The OII asked what verifiable efficiencies would likely be realized by the merger.</p> <p>TURN argued that while AT&T might achieve synergies and efficiencies in terms of reduced costs from the combination of AT&T and T-Mobile, there was no evidence to suggest, as argued by AT&T, that the benefits of the merger would accrue to consumers. In particular, given the dramatic negative effect of the proposed merger on competition, consumers would not reap any benefits in the form of price reductions or any other benefits that a competitive market is supposed to create.</p>	<p>OII at 14.</p> <p>Opening Comments of TURN (7/6/11), at 9-10.</p> <p>Declaration of Dr. Trevor Roycroft on Behalf of TURN (7/6/11), at 58-63.</p>	<p>Yes</p>
<p>5. Innovation Effects</p> <p>The OII also asked for input on whether the proposed merger would promote or constrain innovation.</p> <p>TURN argued that the proposed transaction would have a chilling effect on innovation. Dr. Roycroft discussed the fact that T-Mobile was a "maverick" that undercuts</p>	<p>OII at 14.</p> <p>Opening Comments of TURN (7/6/11), at 10-13.</p> <p>Declaration of Dr. Trevor Roycroft on</p>	<p>Yes</p>

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<p>AT&T prices and acts to stimulate innovation in the wireless markets. Dr. Roycroft also argued that AT&T's history clearly shows that the company, to this day, is not a market innovator</p>	<p>Behalf of TURN (7/6/11), at 64-67.</p>	
<p>6. Special access and backhaul</p> <p>The Commission asked a number of questions relating to the impact of the proposed merger on special access and backhaul services utilized by wireless carriers to connect the wireless antennas to other components of a wireless carrier's network.</p> <p>TURN's expert Dr. Roycroft examined the backhaul market and explained how T-Mobile has been a major force in the market in seeking alternative sources for backhaul and special access services from providers other than the ILECs such as AT&T. These services are not only critical to the operations of wireless carriers, they can comprise as much as 30% of a wireless carrier's operating expenses. Dr. Roycroft concluded that if AT&T absorbed T-Mobile, T-Mobile would be buying backhaul exclusively from AT&T eliminating a driving force for competitive backhaul solutions.</p>	<p>OII at 14.</p> <p>Opening Comments of TURN (7/6/11), at 13-16.</p> <p>Declaration of Dr. Trevor Roycroft on Behalf of TURN (7/6/11), at 67-102.</p>	<p>Yes</p>
<p>7. Quality of Service and Spectrum Issues</p>	<p>OII at 14-15.</p>	<p>Yes</p>

<p>Another important issue raised by the OII and subsequent rulings was the impact of the merger on service quality for California consumers. The Commission inquired as to the relationship between AT&T's ability to acquire more spectrum and service quality given that AT&T had alleged that a driving force behind the merger was AT&T's critical need for spectrum.</p> <p>TURN argued that the merger would not maintain or improve service quality but would most likely result in a decline in service quality. TURN supported this position through Dr. Roycroft's analysis. Dr. Roycroft stated that AT&T's well-documented service quality problems are not due to a lack of spectrum, but lack of sufficient backhaul capacity and a failure to deploy technology to use its spectrum efficiently.</p> <p>Analyzing responses to the Commission's data requests, Dr. Roycroft concluded that AT&T controls more spectrum in California than any other retail wireless carrier even before the proposed acquisition of Qualcomm's 700 megahertz (MHz) spectrum. He further opined that the combined AT&T and T-Mobile spectrum would increase AT&T's statewide spectrum by</p>	<p>ALJ Ruling Requesting Additional Information and Addressing Various Procedural Issues (8/11/11) at 6-7.</p> <p>Opening Comments of TURN (7/6/11) at 16-23.</p> <p>Declaration of Trevor R. Roycroft, Ph.D. on Behalf of TURN (7/6/11) at 67-102.</p> <p>Comments of TURN on August 11, 2011 ALJ Ruling (8/22/11) at 20-22.</p> <p>Reply Declaration of Trevor R. Roycroft (8/29/11), at 43-48.</p>	
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<p>about 62%. The data further showed that AT&T has not used between 30 and 40% of the spectrum it currently holds in CA.</p> <p>Dr. Roycroft also disputed AT&T's claim that the merger will result in the build out of LTE to areas where 97% of U.S. and CA population resides, and if the merger does not occur LTE build out will only reach 80% of the population.</p>		
<p>8. Conditions and mitigation measures</p> <p>The OII asked whether the Commission should consider conditions or mitigation measures to prevent adverse impacts of the merger and if so, what those measures should be. The ALJ also requested additional information on potential mitigation measures in an August 2011 ACR.</p> <p>TURN took the position that the proposed merger had so many negative effects that it should be rejected. However, in response to specific questions about possible mitigation measures raised by the Commission, TURN proposed detailed mitigation measures that included:</p> <ul style="list-style-type: none"> - Promoting competitiveness in the backhaul market for wireless services; - Promoting additional wireless 	<p>OII at 15.</p> <p>ALJ Ruling Requesting Additional Information and Addressing Various Procedural Issues (8/11/11), at 9-10.</p> <p>Opening Comments of TURN (7/6/11), at 24-26.</p> <p>Declaration of Trevor R. Roycroft, Ph.D. on Behalf of TURN (7/6/11), at 107-114.</p> <p>Comments of TURN on August 11, 2011 ALJ Ruling (8/22/11), at 2-20.</p> <p>Combined Comments on August 22, 2011 Filings, Reply Comments on July 6, 2011 Opening Comments, and Replies to the August 5, 2011 Market</p>	<p>Yes</p>

<p>competition for different types of customers;</p> <ul style="list-style-type: none"> - Maintaining incentives for innovation; - Enhancing handset competition; - Maintaining competitive access for roaming services; - Maintain incentives for price competition and competitive terms including early termination fees; - Guarantees to ensure benefits to CA and CA consumers promised by AT&T of the merger are realized; - Improve wireless service quality; and - Data reporting and monitoring requirements. 	<p>Definition Brief of TURN (8/29/11), at 31-34.</p> <p>Supplemental Declaration of Trevor R. Roycroft, Ph.D. In Response to Issues Raised in the ALJ August 11, 201 Ruling On Behalf of TURN (8/22/11), at 106-108.</p>	
<p>9. AT&T Economic and Engineering Models</p> <p>The Commission initially sought comments on the economic and engineering analysis that AT&T was relying upon at both the federal and state level to justify the merger. After a long and protracted battle with AT&T to get full access to these models (discussed in more detail below under “Discovery, Workshops and Procedural Issues”), the Commission re-established the dates for parties to submit analysis of the models.</p> <p>TURN’s expert Dr. Roycroft performed extensive analysis of</p>	<p>ALJ Ruling Requesting Additional Information and Addressing Various Procedural Issues (8/11/11), at 9.</p> <p>ALJ Ruling Placing Workshop Materials in the Record and Memorializing Several Electronic Mail Rulings (9/19/11).</p> <p>ALJ Ruling Establishing Deadlines for Comments on Merger-Related Economic and Engineering Analyses (11/16/11), at 2.</p> <p>Comments of TURN on ALJ Ruling Establishing Deadlines for Comments</p>	<p>Yes</p>

<p>AT&T’s models. His analysis identified numerous structural problems and faulty assumptions with the models that demonstrated that the models are biased and specifically designed to “prove” that the merger had significant benefits for consumers.</p> <p>Dr. Roycroft found that the models substantially overstate alleged merger savings and were based on only analyzing a handpicked subset of metropolitan markets, which does not reflect market conditions in all of the territory in play in the proposed merger.</p> <p>Dr. Roycroft concluded that the models have too many flaws to provide a reliable basis for the Commission to evaluate potential merger benefits.</p>	<p>on Merger-Related Economic and Engineering Analysis (12/12/11), at 1-4.</p> <p>Supplemental Declaration of Trevor R. Roycroft, Ph.D. on Behalf of TURN (12/12/11).</p>	
<p>10. Workshops, Discovery and Procedural Issues</p> <p>A. Workshops</p> <p>TURN participated in all three Commission sponsored workshops. In addition, TURN sponsored Dr. Roycroft as an expert panelist for the 7/22/11 workshop on “The effect of the proposed merger on customer service, employment and California’s economy.”</p> <p>Dr. Roycroft was specifically invited by the Assigned Commissioner Sandoval to be an expert for this workshop.</p> <p>Dr. Roycroft presented a summary</p>	<p>Email from Commissioner Sandoval 7/14/11.</p> <p>Transcript of 7/22/11 workshop at 98-105.</p>	<p>Yes</p>

<p>of the arguments sponsored by TURN as to why the merger should be rejected as detrimental to customer service and the economy.</p> <p>B. Discovery Thousands of documents in response to Commission data requests were produced in this proceeding, including voluminous materials filed with the FCC and DOJ. As a signatory to the non-disclosure agreement TURN had access to all these documents and did a diligent review of them during the case.</p> <p>The OII invited parties to suggest additional data request via letters to the Director of Communications Division. TURN did submit such a letter identifying several additional data requests. The ALJ and Assigned Commissioner approved one of TURN's additional data requests, i.e. "Please provide copies of all amendments to the Merger Agreement, including all amendments to schedules, disclosure letters, and/or exhibits to any of these agreements and/or amendments thereto."</p> <p>TURN spent significant time getting working access to AT&T's economic and engineering models submitted to the FCC, especially the "new" versions of</p>	<p>OII at 16.</p> <p>Letter from William R. Nusbaum to Jack Leutza (6/20/11).</p> <p>Joint Assigned Commissioner's and Administrative Law Judge's Ruling Addressing Various Procedural Issues (6/28/11), Appendix 1 Data Request 6.</p> <p>TURN letter to Paul Clanon, Executive Director, CPUC (7/26/11).</p> <p>Letter from Paul Clanon to TURN (8/1/11).</p> <p>ALJ Ruling Requesting Additional Information and Addressing Various Procedural Issues (8/11/11) extending submissions on the AT&T models to 8/22/11 at 9, 13, Opening</p>	
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<p>these models. As a result of AT&T's unwillingness to provide working access to the models TURN made several requests to the Commission seeking extensions of time to permit a reasonable analysis of these models.</p> <p>It is notable that TURN prevailed on all its issues relating to getting access to AT&T materials as well as in seeking extensions of time to permit TURN and other parties to analyze such materials and develop appropriate pleadings.</p> <p>C. Procedural Issues</p> <p>Aside from the requests for extensions of time discussed above, TURN filed a response to the AT&T's appeal of the categorization of the OII as "ratemaking" disputing AT&T's claims that such categorization was "wrong as a matter of law." The Commission retained the "ratesetting" categorization as TURN advocated.</p> <p>TURN also filed a Motion for Official Notice asking the Commission to take official notice of the fact that DOJ had filed a complaint to enjoin the merger. TURN's motion was granted.</p>	<p>Paragraph 1.</p> <p>Motion of TURN for an Extension of Time (8/17/11).</p> <p>ALJ Ruling Regarding Information Filed Under Protective Orders (8/31/11), at 8, 9, 10.</p> <p>ALJ Ruling Establishing Deadline for Comments of Merger-Related Economic and Engineering Analyses (11/16/11).</p> <p>Response of TURN to Appeal of Categorization of OII (6/22/11).</p> <p>Motion of TURN for Official Notice of the U.S. Department of Justice Complaint to Enjoin the Merger of AT&T and T-Mobile (9/8/11).</p> <p>ALJ Ruling Placing Workshop Materials in the Record and Memorializing Several Electronic Mail Rulings (9/19/11), at 3.</p>	
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B. Duplication of Effort (§§ 1801.3(f) & 1802.5):

	Claimant	CPUC Verified
a. Was the Division of Ratepayer Advocates (DRA) a party to the proceeding?	Yes	Yes
b. Were there other parties to the proceeding with positions similar to yours?	Yes	Yes
c. If so, provide name of other parties: Greenlining Institute, UCAN, Free Press, Media Alliance, CalTel, National Asian American Coalition, Black Economic Council, Latino Business Chamber of Greater Los Angeles (“Joint Parties”), Center for Accessible Technology, Phillip Moskal		
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: There were numerous intervenors in this case, however each intervenor participated in the proceeding in a unique way. TURN was one of the few intervenors to engage an expert economist to assess the merger. TURN’s filings were detailed and extensive examining almost all aspects of the proposed merger. Of the “consumer-oriented” parties TURN and Greenlining were the only ones to file an analysis of the AT&T economic and engineering models and our respective analysis differed in significant ways. While DRA filed various pleadings, none had the detail and economic analysis reflected in TURN’s submissions. TURN collaborated with several of the parties including DRA, Greenlining, Free Press, Media Alliance and the Center for Accessible Technology. While TURN did not file joint pleadings with these parties, we did have many meetings and conference calls with these parties to discuss issues, analysis, positions, process and procedure during the proceeding to avoid overlap and duplication. For example, while analyzing and preparing the pleadings on the AT&T economic and engineering models, TURN and Greenlining had several interactions to compare our respective findings and to		Yes

<p>avoid duplication. Similarly, TURN worked with UCAN as well as Media Alliance in identifying and allocating issues to avoid duplication.</p> <p>TURN submits that the Commission should find that TURN took all reasonable steps to avoid duplication and, to the extent that there was any overlap, TURN's work supplemented and complemented that of DRA and the other consumer parties.</p>	

C. Additional Comments on Part II:

#	Claimant	CPUC	Comment
		X	<p>TURN states that its involvement was extensive and included participation in hearings, preparing comments and briefs as well as a detailed analysis of the effects of the proposed merger. Although as discussed below the proceeding was dismissed without a decision on the merits, TURN nonetheless made a substantial contribution to the proceeding which should be compensated.</p> <p>D.12-08-025 sets forth the basis for allowing intervenor compensation in this proceeding even though the final decision was the result of the withdrawal of the merger application at the Federal Communications Commission (FCC). The dismissal followed six months of concentrated effort to evaluate the transaction while adhering to the timetable already set for the FCC's evaluation. The intervenors undertook their evaluation in good faith. In order to participate effectively in this proceeding, parties spent time reviewing vast amounts of data and documents. TURN also provided panel members for Commission workshops in July 2011. TURN also analyzed the complex computer models supporting the transaction.</p> <p>In previous decisions involving proceeding dismissals at the request of an applicant, such as D.01-02-040 (dismissing the MCI-WorldCom/Sprint merger application), the Commission has awarded intervenor compensation. See also, D.02-07-030 for</p>

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			<p>a discussion of the authority to allow intervenor compensation awards in a major application following dismissal.</p> <p>In addition, as TURN notes above, several rulings and actions of the ALJ reflected the significant impacts of TURN’s advocacy.</p>
		<p>X</p>	<p>Regarding contributions by other parties, it is difficult to avoid some duplication of effort. However, TURN states that it took all reasonable steps to keep duplication to a minimum and to ensure that its work served to supplement, complement, or contribute to the showing of other active parties in the proceeding. Most notably, TURN worked with Greenlining to compare findings and avoid duplication. TURN also collaborated with DRA, Free Press, Media Alliance and Center for Accessible Technology to avoid duplication.</p>

PART III: REASONABLENESS OF REQUESTED COMPENSATION

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

<p>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)</p>	<p>CPUC Verified</p>
<p>The benefits of TURN’s participation in this proceeding are difficult to quantify due to the unusual circumstances regarding how the proceeding played out. TURN submits that its participation led to the development of a robust record such that if the proceeding went to fruition with a decision on the merits the Commission would have had a solid basis for its analysis of the merger to support whatever finding it would have made about whether the merger was in the public interest and any recommended specific merger conditions.</p>	<p>Verified.</p>
<p>TURN spent substantial time and resources to thoroughly review the evidence and analyze whether the proposed transaction would benefit consumers. Based on that analysis, TURN represented the consumer interest by demonstrating that the transaction would harm competition in California, restrict innovation and likely lead to an increase in rates. Consumers benefited from what did not happen as a result of the failure of the merger. Even if the merger had been approved, the likelihood of mitigation measures as proposed by TURN would have also benefitted California consumers by limiting negative impacts on competition or rate increases.</p>	
<p>The proceeding was long and complex involving many challenging issues for the Commission and the parties. TURN was an active participant and one of the few parties to present materials and arguments on almost all issues. In light of the importance and complexity of the issues addressed, TURN’s role in developing a robust record for the Commission’s review, and the unusual ending the resulted in no decision on the merits, the Commission should find that TURN’s request for intervenor compensation bears a</p>	

<p>reasonable relationship to the benefits to consumers.</p>	
<p>b. Reasonableness of Hours Claimed. Due to the complex nature of this OII and the very significant public policy issues involved, TURN’s entire telecommunications staff recorded significant amounts of time for the organization’s efforts. William Nusbaum generally served as TURN’s lead attorney for the proceeding, but at various times Christine Mailloux performed the lead role (particularly when Mr. Nusbaum was out-of-the country during mid-July 2011 to early August 2011). At all times Regina Costa, TURN’s Telecommunications Research Director, supported the efforts of TURN’s attorneys. In addition, TURN engaged Dr. Trevor Roycroft to perform economic and technical analysis of the proposed merger. Robert Finkelstein recorded 1.75 hours in advising on some of the discovery issues especially relating to the AT&T models. Given the complexity and importance of the issues in this OII, the Commission should find that TURN’s use of attorney and expert witness time was reasonable.</p> <p>In general, TURN’s use of staff time was reasonable given the duration and complexity of the issues. For example, Mr. Nusbaum, as TURN’s lead attorney in this case, devoted 147 hours in 2011, the equivalent of approximately 18 days of work time. Ms. Mailloux expended 101 hours, or the equivalent of 13 days of work time. Ms. Costa’s devoted 212 hours (equivalent to 27 days), a figure higher than either attorney but consistent with her role as the principal researcher and analyst for TURN. Finally, Dr. Roycroft expended 388 hours (equivalent to almost 49 days) assessing the economic impacts of the proposed merger and developing significant input for Commission consideration. TURN submits that the volume and quality of the analysis, particularly as set forth in Dr. Roycroft’s work, amply demonstrates the reasonableness of these figures.</p> <p>A very small number of hourly entries reflect meetings and workshops attended by two or more of TURN’s advocates and</p>	<p>Yes, except as noted in CPUC Disallowances, Adjustments and Comments Section below.</p>

its expert witness. In past compensation decisions the Commission has on occasion deemed such entries as reflecting internal duplication that is not eligible for an award of intervenor compensation. This is not the case here. These meetings and workshops were essential to TURN developing and implementing its strategy for this proceeding. TURN's requested hours do not include any entries for TURN staff or expert witness where his or her presence at a meeting was not necessary in order for TURN to fully participate and to achieve the meeting's purpose. TURN submits that its staffing was a reasonable use of staff time given the complexity of the issues, and the need for collaboration among TURN staff to develop and advocate TURN's positions. In addition, the Commission should consider the fact that the industry generally had multiple attendees at these workshops and meetings to ensure all relevant issues are adequately covered. In particular, Mr. Nusbaum and Ms. Costa attended the July 8, 2011 workshop and Ms. Mailloux and Dr. Roycroft attended the workshop in Los Angeles. TURN submits that this was a reasonable use of staff time and should be fully compensable.

TURN is requesting 4.5 hours of Ms. Mailloux's time for travel at half her approved hourly rate. These hours are not "general commuting," as Ms. Mailloux generally works from her home in San Diego. She traveled to Los Angeles specifically to attend the workshop on July 22, 2011. The travel time reflects only the amount of time Ms. Mailloux spent traveling.

Ms. Mailloux's attendance at the workshops was critical to TURN's contribution to the proceeding especially in light of the appearance of TURN's witness at that workshop.

Finally, TURN is requesting compensation for 23 hours devoted to compensation related matters, primarily preparation of this request for compensation. While higher than the number of hours TURN tends to seek for compensation-related matters, this is a reasonable figure given the size and complexity of the request for compensation itself as well as due to the convoluted procedural schedule for this

<p>proceeding. For example in D.06-09-008 and D.06-09-011 (the review of the mergers of Verizon and MCI, and SBC and AT&T), the Commission awarded compensation for the full 19.5 and 28.50 hours respectively requested for compensation-related work in a similarly complex merger review proceedings. In the instant case, it took several hours just to review the record and identify relevant pleadings. Furthermore, given that there was no decision on the merits it took more time than usual to justify the substantial contribution. Mr. Nusbaum prepared the compensation request because, as the attorney with the most overall consistent participation in the proceeding, he was best situated to prepare the request in the lowest number of hours. TURN submits that having another TURN attorney with a lower billing rate handle preparation of the compensation request would have required substantially more hours to gain sufficient familiarity with the work, such that the total cost to consumers may well have been higher than it is here.</p>	
<p>c. Allocation of Hours by Issue: TURN has allocated its time entries by activity codes. The list of codes and their description:</p> <p>GP – General Preparation: time for activities necessary to participate in the docket.</p> <p>L - Legal issues associated with the categorization of the proceeding and the standard of review the Commission should apply.</p> <p>C – Issues associated with the possible competitive impacts of the merger if it were approved.</p> <p>M – Issues associated with the appropriate market definition the Commission should use in assessing the impacts of the proposed merger.</p> <p>E – Issues associated with what efficiencies the merger would produce.</p>	<p>Yes, except as noted in CPUC Disallowances, Adjustments and Comments Section below.</p>

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<p>I - Issues associated with the impact of the proposed merger on innovation in the telecommunications industry, especially in the wireless market.</p> <p>B - Issues associated with the impact of the proposed merger on backhaul and special access.</p> <p>Q/S - Issues associated with the impact of the merger on quality of service and on spectrum issues.</p> <p>MI - Issues associated with mitigation measures and possible conditions.</p> <p>Models - Issues associated with AT&T's economic and engineering models.</p> <p>P/D - Issues associated with procedural issues and discovery issues.</p> <p>W - Issues associated with several workshops and assorted meetings with Commissioners and their advisors.</p> <p># - 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: L 5%, C 20%, M 25%, E 5%, I 5%, B 10%, Q/S 10%, MI 15%, Models 5%,</p>	
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B. Specific Claim:

CLAIMED						CPUC AWARD		
ATTORNEY, EXPERT, AND ADVOCATE FEES								
Item	Year	Hours	Rate	Basis for Rate*	Total \$	Hours	Rate	Total \$
William Nusbaum	2011	146.50	\$435	Res. ALJ- 281	\$63,727.50	143	\$435	\$62,205.00
Christine Mailloux	2011	96.75	\$390	Res. ALJ- 281	\$37,732.50	96.75	\$390	\$37,732.50
Regina	2011	211.75	\$275	Res. ALJ- 281	\$58,231.25	211.75	\$275	\$58,231.25

PROPOSED DECISION

Costa								
Robert Finkelstein	2011	1.75	\$470	Res. ALJ- 281	\$822.50	1.75	\$470	\$822.50
Trevor Roycroft	2011	387.25	\$230	See Comment 2	\$89,067.50	387.25	\$230	\$89,067.50
Subtotal:					\$249,581.25	Subtotal:		\$248,058.75

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 \$
Christine Mailloux	2011	4.5	\$195	See Comment 6	\$877.50	4.5	\$195	\$877.50
Subtotal:					\$877.50	Subtotal:		\$877.50

INTERVENOR COMPENSATION CLAIM PREPARATION **

Item	Year	Hours	Rate	Basis for Rate*	Total \$	Hours	Rate	Total \$
William Nusbaum	2012	23	\$217.50	Res. ALJ- 281	\$5,002.50	24	\$217.50	\$5,220.00
Subtotal:					\$5,002.50	Subtotal:		\$5,220.00

COSTS

#	Item	Detail	Amount	Amount
	Photocopies	Materials related to proceeding	\$233.49	\$127.09
	FedEx	Proceeding-related materials for Dr. Roycroft	\$116.21	\$116.21
	Lexis	Computerized research	\$95.27	\$95.27
	Phone/Conference Calls	Proceeding-related phone calls and multi-party conference call-charges		\$57.23
	Postage	TURN pleadings	\$36.24	\$36.24
	Attorney Travel	Mileage and parking for LA workshop	\$158.22	\$158.22
	Attorney Travel	Hotel for LA workshop (1/2 billed for this proceeding)	\$69.06	\$59.57
	Attorney Travel	Meals for LA workshop	\$19.13	\$19.13
	Consultant	Airfare for travel to LA workshop	\$819.40	\$819.40

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	Travel			
	Consultant Travel	Hotel for LA workshop	\$163.42	\$163.42
	Consultant Travel	Airport parking; transportation to/from airport to LA workshop	\$136.00	\$136.00
<i>Subtotal:</i>			\$1,906.01	<i>Subtotal:</i> \$1787.78
TOTAL REQUEST \$:			\$257,367.26	TOTAL AWARD \$: \$255,944.03

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 1/2 of preparer's normal hourly rate.

C. TURN's comments and attachments on Part III:

Attachment or Comment #	Description/Comment
1	Certificate of Service
2	<p>The Commission has granted intervenor compensation awards in situations, such as here, where a decision on the merits has not been issued. When faced with similar circumstances, TURN has urged the Commission to rely upon certain factors to assess whether a party has made a substantial contribution. These factors are:</p> <ul style="list-style-type: none"> - the circumstances that led to the proceeding's conclusion; - the appropriateness of the intervenor's participation in the underlying proceeding; - the reasonableness of the intervenor's participation in the underlying proceeding; - and where available, the intervenor's past record of demonstrating a substantial contribution to Commission decision or similar subjects. <p>While the Commission has not explicitly adopted all of these factors as the appropriate test of substantial contribution in all proceedings where a decision on the merits has not been reached, the Commission has utilized these factors on a case-by-case basis.</p> <p>Furthermore, the Commission, in granting awards for compensation in such proceedings, has repeatedly stated that denying compensation in such circumstances "would be inconsistent with the intent expressed in Pub. Util. Code Sec.1801.3(b) that the intervenor compensation statutes</p>

	<p>should ‘be administered in a manner that encourages the effective and efficient participation of all groups that have a stake in the public utility regulation process.’” The Commission has also stated that “we see no reason to increase the intervenor’s [financial] risk [of participation] by denying compensation in a proceeding that is prematurely terminated for reasons that are not reasonably foreseen and are beyond [the intervenor’s] control.” (2005 Cal. PUC LEXIS 534, *14).</p> <p>See also:</p> <p>D.02-07-030 at 9-10, 2002 Cal. PUC LEXIS 438, *13;</p> <p>D.02-08-061 at 5-8, 2002 Cal. PUC LEXIS 512; *5-11;</p> <p>D.04-03-031 at 8-11, 2004 Cal. PUC LEXIS 78, *12-16;</p> <p>D.05-12-038 at 6-10, 2005 Cal. PUC LEXIS 534, *9-14;</p> <p>D.06-06-026 at 5-6;</p> <p>D.07-07-006 at 6-7, 2007 Cal. PUC LEXIS 319, *9.</p> <p>D.07-07-031 at 6-10, 2007 Cal. PUC LEXIS 340, **9-14.</p> <p>Given the circumstances of the instant proceeding, TURN urges the Commission to use the factors discussed above to assess substantial contribution.</p>
<p>3</p>	<p>Reasonableness of hourly rates: For the most part, TURN’s request uses hourly rates that the Commission has previously approved for TURN’s representatives’ work performed in 2011.</p> <p>TURN is seeking authorization of an hourly rate of \$230 for Trevor Roycroft for work performed in 2011. In D.11-07-023, in response to TURN’s request for an increase to the \$230 rate Dr. Roycroft has charged since at least 2009, the Commission approved an increase in the 2009 (\$200) and 2010 (\$210) hourly rates for Dr. Roycroft. Each of these figures is substantially below the rate he invoiced TURN for his work in those years as well as for work in 2012. Further, these rates just bring Dr. Roycroft up to rates approved by the Commission for his “peers” for work performed by them over five years ago.</p> <p>In Res. ALJ-281 addressing hourly rates for 2012, the Commission noted that it had earlier adopted procedures for “justifying higher rates than</p>

those generally adopted” and “requesting increases greater than those generally adopted,” and that it would continue these previously adopted policies. Res. ALJ-281 at 5-6 citing D.07-01-009 and D.08-04-010. In D.08-04-010, the Commission identified five circumstances that would normally qualify an intervenor representative for a rate increase. The fifth circumstance was described as follows:

Rate historically sought at low end of a given range: an intervenor representative who has historically sought rates at the low end of an applicable rate range may request an increase within that range if the representative can clearly demonstrate in the compensation request that the representative’s previously adopted rate is significantly less than that of close peers (those with closely comparable training and experience and performing closely similar services). Such requests will be judged on a case-by-case basis, but at a minimum must show the previously adopted rate of the peer(s), and must include a detailed description of the work involved, to the degree that a comparison readily can be made.

The 2012 range for Dr. Roycroft’s category (expert witnesses with more than 13 years experience) is \$160-\$400. The most recently authorized rate of \$210 places Dr. Roycroft in the lower 20% of that range. TURN submits that this falls within the “low end of the applicable rate range” as described in D. 08-04-010.

Dr. Roycroft is an experienced and talented expert witness who has appeared on behalf of TURN before this Commission many times. As noted in previous compensation requests, Dr. Roycroft has worked as an independent consultant since 1994. He has served as an “expert lecturer” for the Graduate School of Engineering at Northeastern University in Boston. Dr. Roycroft was previously a tenured Associate Professor with the J. Warren McClure School of Communications Systems Management at Ohio University where he also served as interim Director of the School of Communications from 2000 to 2002. Prior to his work as a professor, he served in several capacities at the Indiana Office of Consumer Counselor, including Chief Economist, from May 1991 to June 1994. At the Indiana Office of Consumer Counselor, he was responsible for research, technical analysis, drafting testimony, standing for cross

examination, assisting with legal briefs and developing policy on gas, water electric and telecommunications cases. Dr. Roycroft has extensive experience in testifying before state commissions. Dr. Roycroft has both a Ph.D. (1989) and Masters Degree (1986) in Economics from the University of California at Davis. Dr. Roycroft has numerous publications, papers and presentations to his credit, with the vast majority focusing on telecommunications regulatory policy and the effect of the Telecommunications Act of 1996 on competitive entry.

Dr. Roycroft has few “close peers” in telecommunications matters before the Commission given that many intervenors representing consumer interests have generally not utilized expert witnesses over the past few years. However, when comparing Dr. Roycroft to the expert witnesses used by AT&T and Verizon in the service quality proceeding R.11-12-001 (where Dr. Roycroft has also been TURN’s expert) it is apparent that Dr. Roycroft’s rates are significantly below market rates for economists with Dr. Roycroft’s experience. For example, the expert witness for AT&T in that proceeding is Debra J. Aron, Ph.D. and the expert for Verizon is Jeffrey A. Eisenach, Ph.D. Both of these experts are Principals and Managing Directors in the Evanston, Ill. and Washington, DC offices respectively for Navigant Economics, an economics and finance consulting firm. While the rates for these experts are not easily available TURN did find a rate sheet from a 2006 bankruptcy proceeding in N.Y. that identified the hourly rates for Managing Directors at \$600 - \$650, Directors at \$350-\$576, and Senior Consultants at \$250-\$350 (In The U.S. Bankruptcy Court for the Southern District of New York, In re Delta Airlines, et ql., Chapter 11 Case No. 05-17923 (ASH), Final Application of Navigant Consulting, Inc. for Interim Allowance of Compensation and Reimbursement Expenses, June 22, 2007, para 7). While neither Dr. Aron nor Dr. Eisenach were involved in the Delta matter, the rate sheet is instructive as to what the rates for experts of experts with these levels of seniority billed in 2006.

Other “close peers” for Dr. Roycroft in telecommunications matters before the Commission include Terry Murray, Scott Cratty and Elizabeth Kientzle, who in the past worked together in the firm Murray & Cratty. In D.06-09-011, covering TURN’s work in the AT&T-SBC merger proceeding (A.05-02-027), the Commission approved hourly rates of \$350 for Ms. Murray and \$210 each for Mr. Cratty and Ms. Kientzle for work

performed in 2005. Ms. Murray is an economist who spent many years on the Commission's staff, including a period as the director of the predecessor to DRA, before starting her practice providing expert consulting services, primarily focusing on telecommunications matters. In the merger proceeding, Ms. Murray provided services very similar to those Dr. Roycroft provided to TURN here, assisting in the development of TURN strategy and positions, performing technical analysis of the economic and competition-related issues raised in the proceeding, and sponsoring testimony or affidavits to present TURN's position. The most substantial difference appears to be Dr. Roycroft's more substantial educational credentials (Ms. Murray has a Master's degree, while Dr. Roycroft has a PhD in economics, and spent ten years on the faculty of Ohio University teaching courses on regulatory law and policy). Mr. Cratty and Ms. Kientzle both performed much of the technical analysis to support Ms. Murray's testimony, including cost analysis and cost modeling. Neither has the academic credentials of Dr. Roycroft, nor his extensive experience in various positions of increasing responsibility within the Indiana Office of Utility Consumer Counselor.

Mike Majoros might also be considered a close peer of Dr. Roycroft's, although Mr. Majoros's work in Commission proceedings has focused on depreciation-related matters in general rate cases for major energy utilities. In D.06-10-018, the Commission awarded compensation at an hourly rate of \$240 for Mr. Majoros's work in 2005 in the SCE GRC. While depreciation issues in a GRC setting are obviously different from the merger-related issues addressed here, both categories present challenging regulatory and policy questions that require similar skills and talents to not only master but achieve success in translating the answers into cogent and clear testimony and analysis. Both individuals have several decades of experience in regulatory matters as expert witnesses, and both have addressed a wide array of challenging and data-intensive regulatory issues in numerous jurisdictions.

William Steinhurst of Synapse Energy Economics Inc. may also be considered a close peer of Dr. Roycroft. While Dr. Steinhurst's work before the Commission has been focused on energy matters he also focuses on economic analysis like Dr. Roycroft. In D.11-03-022, the Commission awarded compensation at an hourly rate of \$250 for Dr. Steinhurst's work in 2009-2010 in the nuclear decommissioning cost

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	<p>proceeding. While the issues involved in nuclear decommissioning are different from the merger-related issues that Dr. Roycroft worked on here, both categories present similar challenges and the capabilities to analyze extremely complex issues and present that analysis in a clear and convincing fashion. Both experts have many years of experience and come from similar regulatory backgrounds.</p> <p>TURN is aware that in D.11-07-023, when the Commission adopted an hourly rate of \$200 for Dr. Roycroft's work in 2009 and \$210 for 2010, it also stated its expectation that his rate would then stabilize. The problem is that Dr. Roycroft has kept his hourly rate stable since at least 2009, but at the \$230 rate that he regularly charges his clients and that he has consistently invoiced TURN for his work since that year. Given his credentials and the excellence of his work in this proceeding, and in light of the fact that even the requested \$230 hourly rate is closer to the bottom of the authorized rate range than it is to the top of that range, TURN respectfully requests that the Commission approve the requested hourly rate of \$230 for work performed in 2011.</p>
4	<p>Contemporaneous Time Sheets for Attorney, Advocate and Experts.</p> <p>A daily listing of the specific tasks performed by Mr. Nusbaum, Ms. Mailloux, Ms. Costa, and Dr. Roycroft 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.</p>
5	TURN Expenses Relating to D.12-08-025
6	<p>Reasonableness of expenses:</p> <p>The Commission should find TURN's direct expenses reasonable in light of the duration and complexity of this proceeding. The expenses consist of electronic research, photocopying and postage expenses for the multiple pleadings drafted in this docket. The expenses also include phone calls necessary to coordinate work among the organizations TURN collaborated with. The expenses also include expenses for a workshop held in Los Angeles on July 22, 2011 which the Commission</p>

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	specifically requested Dr. Roycroft to be a panelist. Thus the expenses included Dr. Roycroft’s travel, hotel, and ground transportation. The expenses also include reasonable charges for Ms. Mailloux’s travel to attend the LA workshop. These expenses cover travel and reasonable expenses for meals and parking. TURN is requesting that Dr. Roycroft’s and Ms. Mailloux’s and travel be reimbursed because “but for” the workshops they would not have traveled to Los Angeles. TURN used 50% of the authorized 2011 rate as the billing rate for Ms. Mailloux’s travel to attend the workshop in LA.
7	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 and adjustments:

#	Reason
	Res. ALJ-281 allows for a Cost-of-Living Adjustment to hourly rates for work performed in 2012. In this proceeding, all work was performed in 2011. Therefore, TURN has used the correct rates for the work it performed in 2011.
	TURN seeks a new rate of \$230 for TURN’s expert Roycroft. The Commission approved Roycroft’s rate of \$210 in 2010. TURN persuasively shows that Roycroft’s hourly billing rate is at the low end of the range and an increase in Roycroft’s hourly billing rate is warranted. His current billing rate to TURN is higher than the rate at which TURN is compensated. His experience is comparable to other experts with higher billing rates.
	Nussbaum’s time has been adjusted by 3.5 hours as follows: One hour of time spent preparing TURN’s notice of intent to request intervenor compensation (September 1, 2011) has been moved to the Intervenor Compensation Claim Preparation section. Two items totally 2.5 hours were not compensable: .5 hours assisting other intervenors with Commission rules for party status (June 25, 2011) and 2 hours communicating with the Attorney General (September 15, 2011).

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	<p>We remind TURN and other intervenors of the importance of separating time entries by task. This makes Commission review of hours more efficient and accurate. Generally, TURN has adhered to this requirement. In particular, Nussbaum's time entry separated longer tasks (such as drafting opening comments) by issue. This greatly aided our ability to review this request and determine the reasonableness of the hours worked.</p>
	<p>Expenses must be reasonable. TURN has claimed the costs of 1,049 pages of internal copying at 20 cents per page plus additional copies at the UPS Store. TURN has previously requested and been awarded compensation for photocopying at this rate. However, after careful review, it appears that the market rate for photocopies is considerably lower than 20 cents. For example, the UPS Store on Van Ness Avenue in San Francisco charges 15 cents per page and offers discounts for volume copying. The per page charge for 100 copies is 10 cents. Based on this, we have reduced the award for photocopying to 10 cents per page for internal copying. For future intervenor compensation requests, we ask that TURN evaluate its internal photocopy expenses taking into account local market rates including volume discounts. In addition, TURN should include information on the number of pages copied and the per page cost.</p>
	<p>Several corrections were made to TURN's expense list resulting in a reduction of \$11.35. First, TURN inadvertently cited the wrong amounts for "proceeding-related phone calls and multi-party conference call charges" and "Hotel for LA workshop." Based on review of TURN's back up documentation, the requested amount for the hotel should be \$59.57 and the requested amount for the phone calls should be \$69.06. The requested amount for phone calls is reduced by \$11.35 because this amount, claimed for calls on June 15, 2011, was listed twice in the back up documentation.</p>

PROPOSED DECISION

PART IV: OPPOSITIONS AND COMMENTS

A. Opposition: Did any party oppose the Claim?	Yes.
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If so:

Party	Reason for Opposition	CPUC Disposition
New Cingular Wireless PCS, LLC	Because Commission’s decision to dismiss case was based on withdrawal of the merger application at the FCC, and was not based on the contributions of TURN, the statutory requirement for TURN to make a “substantial contribution” was not met.	TURN filed a Reply arguing that the Commission has awarded intervenor compensation for substantial compensation in similar situations where a decision on the merits was not issued. New Cingular Wireless PCS, LLC’s opposition is rejected. Per D.12-08-025, the Commission has authority to award intervenor compensation in this proceeding.

B. Comment Period: Was the 30-day comment period waived (see Rule 14.6(c)(6))?	Yes.
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PROPOSED DECISION

FINDINGS OF FACT

1. Decision 12-08-025 permits intervenor compensation for eligible parties in Investigation 11-06-009.
2. Claimant is an eligible party and made a substantial contribution to Investigation 11-06-009 and Decision 12-08-025.
3. The requested hourly rates for The Utility Reform Network's representatives, as adjusted herein, are comparable to market rates paid to experts and advocates having comparable training and experience and offering similar services.
4. The claimed costs and expenses are reasonable and commensurate with the work performed.
5. The total of reasonable contribution is \$255,944.03.

CONCLUSIONS OF LAW

1. The Claim, with the adjustment set forth above, satisfies all requirements of Public Utilities Code §§ 1801-1812.

ORDER

1. The Utility Reform Network is awarded \$255,944.03.
2. Within 30 days of the effective date of this decision, T-Mobile USA, Inc. and Pacific Bell d/b/a AT&T California shall pay The Utility Reform Network their respective shares of the award, based on their California-jurisdictional telecommunications revenues for the 2011 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 January 12, 2013, the 75th day after the filing of Claimant's request, and continuing until full payment is made.

This decision is effective today.

Dated _____, at San Francisco, California.

APPENDIX**Compensation Decision Summary Information**

Compensation Decision:		Modifies Decision? No
Contribution Decision(s):	D.1208025	
Proceeding(s):	I.1106009	
Author:	ALJ Jessica T. Hecht	
Payer(s):	(1) T-Mobile USA, Inc., (2) Pacific Bell d/b/a AT&T California	

Intervenor Information

Intervenor	Claim Date	Amount Requested	Amount Awarded	Multiplier	Reason Change/Disallowance
The Utility Reform Network (TURN)	10/29/12	\$257,367.26	\$255,944.03	N/A	Arithmetic errors; failure to discount intervenor compensation time; some tasks not compensable; increase in hourly rate.

Advocate Information

First Name	Last Name	Type	Intervenor	Hourly Fee Requested	Year Hourly Fee Requested	Hourly Fee Adopted
William	Nusbaum	Attorney	TURN	\$435	2010	\$435
Christine	Mailloux	Attorney	TURN	\$390	2010-11	\$390
Robert	Finkelstein	Attorney	TURN	\$470	2007	\$470
Regina	Costa	Expert	TURN	\$275	2010-11	\$275
Trevor	Roycroft	Expert	TURN	\$230	2012	\$230

(END OF APPENDIX)