

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

-----In the Matter of the Application-----)

of)

HAWAIIAN TELCOM SERVICES)
COMPANY, INC. and HAWAIIAN)
TELCOM, INC.)

Docket No. 2007-0123

For Approval to Sell Hawaiian Telcom)
Services Company, Inc.'s Directory)
Publishing Business and Other Related)
Matters.)

STIPULATED PROCEDURAL ORDER NO. 23501

EXHIBIT A

and

CERTIFICATE OF SERVICE

DIV. OF CONSUMER ADVOCACY
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
STATE OF HAWAII

2007 JUN 21 A 10:13

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Filed June 20, 2007

At 11 o'clock A.m.

Karen Hignest.
Chief Clerk of the Commission

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

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_____)	

STIPULATED PROCEDURAL ORDER

HAWAIIAN TELCOM SERVICES COMPANY, INC., a Delaware corporation ("HTSC"), and HAWAIIAN TELCOM, INC., a Hawaii corporation ("HTI") (HTSC and HTI hereafter together referred to as "Applicants"), and the DIVISION OF CONSUMER ADVOCACY, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS (the "Consumer Advocate"), by and through their respective attorneys, do hereby stipulate to the following provisions of this Stipulated Procedural Order as mutually acceptable to each.

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

I.

STATEMENT OF ISSUES

The issues in this docket are:

1. Whether the sale of HTSC's non-regulated directory publishing business, known as Hawaiian Telcom Yellow Pages, to CBD Investor, Inc., pursuant to that certain Purchase Agreement dated April 29, 2007, as set forth in Attachment 2 of Applicants' Application, submitted in this docket, together with the ancillary agreements¹, is reasonable and in the public interest, and should be approved.
2. Whether any other relief, as may be just, reasonable and/or otherwise applicable, should be granted under the circumstances.

II.

SCHEDULE OF PROCEEDINGS

The parties shall adhere to the schedule of proceedings set forth in the Stipulated Regulatory Schedule attached hereto as Exhibit "A." Notwithstanding the above, the parties may amend the Stipulated Regulatory Schedule as may be agreed in writing from time to time; provided that the requesting party or parties receive the Commission's approval in accordance with Hawaii Administrative Rules ("HAR") § 6-61-23, to the extent applicable. However, the intent of the parties in agreeing to a schedule at this time is to promote the efficient and cost-effective allocation of resources. Therefore, any changes to the schedule should be proposed only when

¹ The ancillary agreements which will be entered into prior to or as of closing include the following: Contribution Agreement, Publishing Agreement for Official Listings/Directories, Billing and Collection Services Agreement, and License Agreement for Use of Directory Publisher Lists.

there is an urgency or substantial competing need that cannot be reasonably accommodated without a change.

III.

REQUESTS FOR INFORMATION

A party to this proceeding may submit information requests to another party within the time schedule specified in this Stipulated Procedural Order. If a party is unable to provide the information requested within the prescribed time period, it should so indicate to the inquiring party as soon as possible. The parties shall then endeavor to agree upon a later date for submission of the requested information. If the parties are unable to agree, the inquiring party may seek approval from the Commission and make a showing of good cause. It is then within the Commission's discretion to allow additional information requests.

In lieu of responses to information requests that would require the reproduction of voluminous documents or materials (e.g. documents over 50 pages), the documents or materials may be made available for reasonable inspection and copying at a mutually agreeable designated location and time. In the event such information is available on computer diskette or compact disc, the party responding to the information request may make the diskette or compact disc available to the other party and the Commission. A party shall not be required, in a response to an information request, to provide data that is/are already on file with the Commission or otherwise part of the public record, or that may be stipulated to pursuant to Part IV, infra. The responding party shall, in lieu of production of a document in the public record, include in its response to the information request an identification of the document with reasonable specificity sufficient to enable

the requesting party to locate and copy the document. In addition, a party shall not be required, in a response to an information request, to make computations, compute ratios, reclassify, trend, calculate, or otherwise rework data contained in its files or records.

A party may object to responding to an information request that it deems to be irrelevant, immaterial, unduly burdensome, onerous or repetitious, or where the response contains information claimed to be privileged or subject to protection (confidential information). If a party claims that information requested is confidential, and withholds production of all or a portion of such confidential information, the party shall: (1) provide information reasonably sufficient to identify the confidential information withheld from the response, without disclosing privileged or protected information; (2) state the basis for withholding the confidential information (including, but not limited to, the specific privilege applicable or protection claimed for the confidential information and the specific harm that would befall the party if the information were disclosed); and (3) state whether the party is willing to provide the confidential information pursuant to a protective order.

A party seeking production of documents notwithstanding a party's claim of confidentiality, may file a motion to compel production with the Commission.

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

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

IV.

MATTERS OF PUBLIC RECORD

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

From time to time, the parties may enter into stipulations that such documents, or any portion of such documents, may be introduced into evidence in this case.

V.

COPIES OF FILINGS AND INFORMATION REQUESTS

1. Filings: Copies of all filings with the Commission shall be provided to the

following parties, unless a protective order issued in connection with this docket states otherwise:

Public Utilities Commission 465 South King Street First Floor Honolulu, HI 96813	Original plus 8 copies
---	------------------------

Division of Consumer Advocacy 335 Merchant Street Room 326 Honolulu, HI 96813 Facsimile Number: (808) 586-2780	3 copies
--	----------

Alan M. Oshima, Esq. Mr. Joel K. Matsunaga Hawaiian Telcom Services Company, Inc. Hawaiian Telcom, Inc. 1177 Bishop Street Honolulu, Hawaii 96813 Facsimile Number: (808) 546-7621	1 copy
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Leslie Alan Ueoka, Esq. Hawaiian Telcom Services Company, Inc. Hawaiian Telcom, Inc. 1177 Bishop Street Honolulu, Hawaii 96813 Facsimile Number: (808) 546-7621	1 copy
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Kent D. Morihara, Esq. Michael H. Lau, Esq. Rhonda L. Ching, Esq. Morihara Lau & Fong LLP 841 Bishop Street, Suite 400 Honolulu, Hawaii 96813 Facsimile Number: 566-0800	1 copy
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2. Information Requests and Responses: Copies of all information requests and information request responses shall be provided to the following parties, unless a protective order issued in connection with this docket states otherwise:

Public Utilities Commission 465 South King Street First Floor Honolulu, HI 96813	Original plus 8 copies
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All pleadings, briefs and other documents required to be filed with the Commission shall be filed at the office of the Commission in Honolulu within the time limit prescribed pursuant to Hawaii Administrative Rules ("HAR") § 6-61-15. Copies of all filings,

information requests and information request responses should be sent to the other parties by hand delivery or via U.S. mail. In addition, if available, all parties shall provide copies of their filings, information requests and information request responses to the other parties via diskette, compact disc or e-mail in a standard electronic format that is readily available by the parties. The parties agree to use Word 97, Word 2000 or Word 2003 as the standard programming format for filings in this case. However, if work papers, documentation, or exhibits attached to any filing are not readily available in an electronic format, a party shall not be required to convert such work papers, documentation, or exhibits into an electronic format. Also, existing documents produced in response to requests need not be converted to Word 97/Word 2000/Word 2003 as long as the applicable format is identified. In the event a copy of a filing, information request or information request response is delivered to a party via diskette, compact disc or e-mail, unless otherwise agreed to by such party, the same number of copies of such filing, information request or information request response must still be delivered to such party by hand delivery or via facsimile as provided above.

VI.

COMMUNICATIONS

HAR § 6-61-29 concerning ex parte communications is applicable to any communications between a party and the Commission. However, the parties may communicate with Commission counsel through their own counsel or designated official only as to matters of process and procedure.

Communications between the parties should either be through counsel or through designated representatives. All pleadings, papers, and other documents filed in

this proceeding shall be served on the opposing party as provided in Article V above.

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

VII.

GENERAL

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

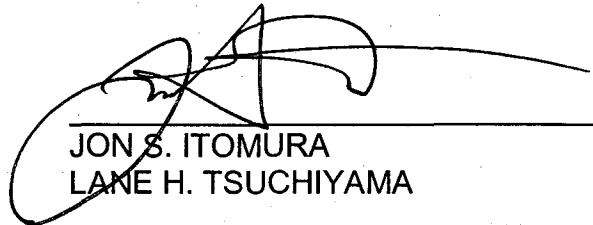
This Stipulated Procedural Order shall control the subsequent course of these proceedings, unless modified by the parties in writing and approved by the Commission, or upon the Commission's own motion. This Stipulated Procedural Order may be executed by the parties in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument. The parties may execute this Stipulated Procedural Order by facsimile or electronic mail for initial submission to the Commission to be followed by the filing of originals of said facsimile or electronic mail pages.

DATED: Honolulu, Hawaii, this 29 day of May, 2007.



KENT D. MORIHARA
MICHAEL H. LAU
RHONDA L. CHING
Morihara Lau & Fong LLP

Attorneys for Applicants
Hawaiian Telcom Services, Inc.
And Hawaiian Telcom, Inc.




JON S. ITOMURA
LANE H. TSUCHIYAMA

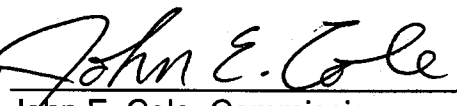
Attorney for the Division of Consumer
Advocacy, Department of Commerce
and Consumer Affairs

APPROVED AND SO ORDERED THIS JUN 20 2007

at Honolulu, Hawaii.

PUBLIC UTILITIES COMMISSION
OF THE STATE OF HAWAII

By 
Carlito P. Caliboso, Chairman

By 
John E. Cole, Commissioner

APPROVED AS TO FORM:



for Ji Sook Kim
Commission Counsel

EXHIBIT "A"

**STIPULATED REGULATORY SCHEDULE
Hawaiian Telcom Services Company, Inc./Hawaiian Telcom, Inc.**

Docket No. 2007-0123

	DATE	DURATION (days)	PROCEDURAL STEPS**
1.	Friday, May 11, 2007	---	Application Filed at PUC
2.	Tuesday, May 29, 2007 through Monday, August 13, 2007	---	Consumer Advocate's Submission of Information Requests (IRs)*
3.		14*	Applicants' Responses to Consumer Advocate's IRs
4.	Wednesday, September 19, 2007	---	Consumer Advocate's Position Statement***
5.	Thursday, September 20, 2007 through Thursday, September 27, 2007	---	Applicants' Submission of IRs to Consumer Advocate*
6.		14*	Consumer Advocate's Responses to Applicants' Submission of IRs
7.	Tuesday, October 16, 2007	---	Applicants' Response/Rebuttal Statement to Consumer Advocate's Position Statement
8.		---	Decision and Order

* During the period from May 29, 2007 through August 13, 2007, the Consumer Advocate has the right to issue information requests (IRs) on Applicants at any time, in which Applicants shall endeavor to provide a response to the Consumer Advocate within 14 days. Similarly, during the period from September 20, 2007 through September 27, 2007, Applicants have the right to issue IRs on the Consumer Advocate at any time and the Consumer Advocate shall likewise endeavor to provide a response within 14 days, pending conflicts with other docketed matters.

** The parties reserve the right to engage in settlement discussions on any and/or all disputed issues that may exist between the parties in the subject docket. In the event a settlement is reached by the parties, the parties will notify the Commission accordingly and request such changes to the remaining procedural steps as may be applicable or prudent under the circumstances.

*** At this stage in the process, the parties reserve the right to propose revisions to the procedural steps and resulting procedural schedule. Such revisions may include, but not be limited to, an amended stipulated regulatory schedule that requires, among other things, the filing of Written Direct Testimony, further discovery on such pre-filed testimony, Written Rebuttal Testimony, and an Evidentiary Hearing.

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Stipulated
Procedural Order No. 23501 upon the following parties, by
causing a copy hereof to be mailed, postage prepaid, and properly addressed to each
such party.

CATHERINE P. AWAKUNI
EXECUTIVE DIRECTOR
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
DIVISION OF CONSUMER ADVOCACY
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RHONDA L. CHING, ESQ.
MORIHARA LAU & FONG LLP
841 Bishop Street, Suite 400
Honolulu, Hawaii 96813

DATED: Honolulu, Hawai'i, JUN 20 2007.

Karen Higashi
Signature

Karen Higashi
Printed Name