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BEFORE THE ARIZONA CORPORATION COMMISSION

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Arizona Corporation Commission

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COMMISSIONERS

JEFF HATCH-MILLER, Chairman  
WILLIAM A. MUNDELL  
MARC SPITZER  
MIKE GLEASON  
KRISTIN K. MAYES

IN THE MATTER OF THE JOINT NOTICE OF  
INTENT BY VERIZON COMMUNICATIONS,  
INC. AND MCI, INC., ON BEHALF OF ITS  
REGULATED SUBSIDIARIES.

DOCKET NO. T-01846B-05-0279  
T-03258A-05-0279  
T-03475A-05-0279  
T-03289A-05-0279  
T-03198A-05-0279  
T-03574A-05-0279  
T-02431A-05-0279  
T-03197A-05-0279  
T-02533A-05-0279  
T-03394A-05-0279  
T-03291A-05-0279

PROCEDURAL ORDER

**BY THE COMMISSION:**

On April 13, 2005, Verizon Communications, Inc. ("Verizon") and MCI, Inc. ("MCI") on behalf of their regulated subsidiaries, filed a Joint Notice of Intent with the Arizona Corporation Commission ("Commission") pursuant to A.A.C. R14-2-803 concerning Verizon's proposed acquisition of MCI.

On May 25, 2005, the Commission's Utilities Division Staff ("Staff") filed a Request for Procedural Order ("Request") requesting implementation of a proposed procedural schedule.

By Procedural Order issued June 27, 2005, a hearing was scheduled in this matter commencing September 14, 2005 and other procedural filing dates were established.

On August 8, 2005, Dieca Communications, Inc. dba Covad Communications Company ("Covad") filed a Motion to Intervene stating that it leases facilities from MCI in Arizona and that it will be directly and substantially affected by the issues raised in this docket. No opposition to Covad's intervention was received.

On August 10, 2005, pursuant to Rule 33(c) and (d) of the Rules of the Supreme Court, Thomas H. Campbell filed a Motion and Consent of Local Counsel for admission pro hac vice of

1 Thomas F. Dixon in the above-captioned matter. The Consent listed Thomas H. Campbell of the law  
2 firm Lewis and Roca, LLP, as the designated member of the State Bar with whom communication  
3 can be made and upon whom papers shall be served. No opposition to the Motion and Consent of  
4 Local Counsel for pro hac vice admission of Mr. Dixon was received.

5 IT IS THEREFORE ORDERED that the Motion to Intervene by Covad is hereby granted.

6 IT IS FURTHER ORDERED that Thomas F. Dixon shall be admitted pro hac vice in the  
7 above-captioned matter. Mr. Dixon's address for service of papers and other communication is:

8 Thomas Fred Dixon  
9 707 - 17<sup>th</sup> Street, #4200  
10 Denver, CO 80202

11 IT IS FURTHER ORDERED that the address for service of papers and other communication  
12 for the Arizona-licensed attorney designated as Thomas H. Campbell, is:

13 Thomas H. Campbell  
14 40 N. Central Avenue, 19<sup>th</sup> Floor  
15 Phoenix, AZ 85004

16 IT IS FURTHER ORDERED that all parties must comply with Rule 33 (c) and (d) of the  
17 Rules of the Arizona Supreme Court with respect to practice of law and admission *pro hac vice*.

18 IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance  
19 with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Rule 42 of the  
20 Rules of the Arizona Supreme Court). Representation before the Commission includes the obligation  
21 to appear at all hearings and procedural conferences, as well as all Open Meetings for which the  
22 matter is scheduled for discussion, unless counsel has previously been granted permission to  
23 withdraw by the Administrative Law Judge.

24 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized  
25 Communications) continues to apply to this proceeding as the matter has been scheduled for public  
26 hearing, and the Rule shall remain in effect until the Commission's Decision in this matter is final  
27 and non-appealable.

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...

1 IT IS FURTHER ORDERED that the Administrative Law Judge may rescind, alter, amend,  
2 or waive any portion of this Procedural Order either by subsequent Procedural Order or by ruling at  
3 hearing.

4 Dated this 25<sup>th</sup> day of August, 2005

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7 

8 DWIGHT D. NODES  
9 ASSISTANT CHIEF ADMINISTRATIVE LAW JUDGE

10 The foregoing was mailed/delivered  
11 this 25 day of August, 2005 to:

12 Elaine M. Duncan  
13 Vice President and General Counsel  
14 Verizon California, Inc.  
15 700 Van Ness Avenue  
16 San Francisco, California 94102

17 Deborah R. Scott  
18 Of Counsel  
19 Snell & Wilmer  
20 One Arizona Center  
21 Phoenix, Arizona 85004

22 Sherry F. Bellamy  
23 Vice President and Associate General Counsel  
24 Verizon Corporate Services Corp.  
25 1515 North Courthouse Road, Suite 500  
26 Arlington, Virginia 22201

27 Robert P. Slevin  
28 Associate General Counsel  
Verizon Corporate Services Corp.  
1095 Avenue of the Americas  
Room 3824  
New York, New York 10036

Andrew B. Clubok  
Kirkland & Ellis LLP  
655 Fifteenth Street, N.W., Suite 1200  
Washington, DC 20005

Thomas F. Dixon  
Senior Attorney  
MCI, Inc.  
707 17<sup>th</sup> Street, Suite 4200  
Denver, Colorado 80202

1 Thomas H. Campbell  
Lewis and Roca LLP  
2 40 North Central Avenue  
Phoenix, Arizona 85004-4429  
3

4 Richard B. Severy  
MCI, Inc.  
Director, State Regulatory  
5 201 Spear Street, 9<sup>th</sup> Floor  
San Francisco, California 94105  
6

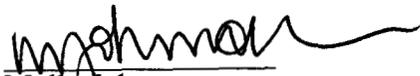
7 Marsha A. Ward  
National Director – State Regulatory  
Law & Public Policy  
8 MCI, Inc.  
6 Concourse Parkway, Suite 600  
9 Atlanta, Georgia 30328

10 Michael W. Patten  
ROSHKA HEYMAN & DeWULF  
11 One Arizona Center  
400 East Van Buren Street, Ste. 800  
12 Phoenix, AZ 85004

13 Christopher Kempsey, Chief Counsel  
Maureen A. Scott, Attorney  
14 Jason Gellman, Attorney  
Legal Division  
15 ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
16 Phoenix, AZ 85007

17 Ernest G. Johnson, Director  
Utilities Division  
18 ARIZONA CORPORATION COMMISSION  
1200 West Washington Street  
19 Phoenix, AZ 85007

20

21 By:   
Molly Johnson  
22 Secretary to Dwight D. Nodes

23

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