



BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

In The Matter of the Application of	)	
	)	
HAWAIIAN TELCOM, INC. and HAWAIIAN	)	Docket No. 2010-0001
TELCOM SERVICES COMPANY, INC.,	)	
	)	
For an Order Approving the Joint Chapter 11	)	
Plan of Reorganization of Hawaiian Telcom	)	
Communications, Inc. and its Debtor	)	
Affiliates, including certain Security	)	
Arrangements.	)	

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STIPULATED PROCEDURAL ORDER

HAWAIIAN TELCOM, INC. ("Hawaiian Telcom") and HAWAIIAN TELCOM SERVICES COMPANY, INC. ("HT Services") (Hawaiian Telcom and HT Services together hereinafter referred to as "Applicants"), the DIVISION OF CONSUMER ADVOCACY, DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS (the "Consumer Advocate"),<sup>1</sup> tw telecom of Hawaii, l.p. ("TWTC") and INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, LOCAL 1357 ("IBEW"),<sup>2</sup> 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:

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<sup>1</sup> Throughout this Stipulated Procedural Order including, without limitation, Exhibit "A" attached hereto, Applicants and the Consumer Advocate may be referred to collectively as "Parties" and individually as "Party" as the context warrants.

<sup>2</sup> Throughout this Stipulated Procedural Order including, without limitation, Exhibit "A" attached hereto, TWTC and IBEW may be referred to collectively as "Participants" and individually as "Participant" as the context warrants.

I.

STATEMENT OF ISSUES

The issues in this docket are:<sup>3</sup>

1. Whether any aspects of the Plan of Reorganization subject to review and regulation by the Commission pursuant to the Bankruptcy Code are reasonable and in the public interest.
2. Whether the Plan of Reorganization confirmed by the Bankruptcy Court should be approved.

With respect to each Participant, the issue is:

4. With respect to TWTC: Whether the Plan of Reorganization will impact Hawaiian Telcom's back-office or TWTC and other competitive local exchange carriers ("CLECs").
5. With respect to IBEW: Whether any determinations in this proceeding will impact Applicants' employees and the applicable collective bargaining agreement ("CBA").
6. Whether any other relief as may be just and reasonable should be granted under the circumstances.<sup>4</sup>

II.

SCHEDULE OF PROCEEDINGS

The Parties and Participants shall adhere to the schedule of proceedings set forth in the Stipulated Regulatory Schedule attached hereto as Exhibit "A." Notwithstanding the above, the

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<sup>3</sup> Capitalized terms (e.g., Plan of Reorganization, etc.) shall have the same meaning as used in the Application filed in this docket on January 4, 2010.

<sup>4</sup> The issues in this docket are limited with respect to the Participants pursuant to Order Granting TW TELECOM OF HAWAII L.P.'s Motion to Participate Without Intervention; Denying INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, LOCAL 1357's Motion to Intervene, But Granting it Participant Status; and Addressing Procedural Matters, filed on March 11, 2010, (the "Participation Order"). The Commission ordered that TWTC's participation in this proceeding be limited to issues that relate to Hawaiian Telcom's back-office and the impact of the Plan of Reorganization on TWTC and other CLECs and the IBEW's participation be limited to issues which impact Applicants' employees and the CBA. In addition, neither Participant shall unreasonably broaden these issues or unduly delay the proceeding. See, generally, Section II.A.1, 2 and 3 of the Participation Order.

Parties and Participants may amend the Stipulated Regulatory Schedule as may be agreed in writing from time to time; provided that the requesting Party, Participant, Parties and/or Participants 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 and Participants in agreeing to a schedule at this time is to promote the efficient and cost-effective allocation of resources. Therefore, any changes to the schedule should be proposed only when there is an urgency or substantial competing need that cannot be reasonably accommodated without a change.

III.

REQUESTS FOR INFORMATION / CONFIDENTIAL INFORMATION

Information requests may be submitted by the Consumer Advocate and Participants to Applicants within the period set forth in Exhibit "A" attached hereto, unless otherwise agreed to by Applicants. Information requests may be submitted by Applicants to the Consumer Advocate and Participants within the period set forth in Exhibit "A" attached hereto, unless otherwise agreed to by the Consumer Advocate and Participants. After the scheduled date for submitting information requests has passed, no additional information requests shall be allowed except upon stipulation by the Parties and Participants.

Notwithstanding the above, as provided in footnote "\*" of Exhibit "A," the Parties and Participants agree to endeavor to provide responses to the information requests within fourteen (14) calendar days from the date the particular request(s) were provided to the responding Party or Participant unless otherwise agreed to by the requesting Party or Participant. The Parties and Participants shall then endeavor to agree upon a later date for submission of the requested information. If the Parties and Participants are unable to agree, the responding Party or Participant may seek approval for the late submission of responses from the Commission upon a showing of good cause. It is then within the Commission's discretion to allow such filings.

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

Recognizing the limited scope of participation by Participants in this proceeding, the Participants will be permitted to serve on Applicants information requests related only to the issues set for in the Participation Order with respect to each Participant.

A Party or Participant may object to responding to an information request that it deems to be irrelevant, immaterial, unduly burdensome, onerous or repetitious, or where the response contains information claimed to be privileged or subject to protection (confidential information). If a Party or Participant claims that information requested is confidential, and withholds production of all or a portion of such confidential information, the Party or Participant shall: (1) provide information reasonably sufficient to identify the confidential information withheld from the response, without disclosing privileged or protected information; (2) state the basis for

withholding the confidential information (including, but not limited to, the specific privilege applicable or protection claimed for the confidential information and the specific harm that would befall the Party or Participant if the information were disclosed); and (3) state whether the Party or Participant is willing to provide the confidential information pursuant to the protective order governing this docket.

A Party or Participant seeking production of documents notwithstanding a Party's or Participant's claim of confidentiality, may file a motion to compel production with the Commission. The Parties and Participants acknowledge that Applicants may produce or disclose certain information during the course of this proceeding, including but not limited to information that has been or will be filed with the Application herein or will be filed with other pleadings of the Applicants, containing proprietary, competitively sensitive, or confidential business, financial, and marketing information that (a) is not relevant to the limited issues applicable to the Participants; (b) are subject to non-disclosure agreements with third-party vendors and Applicants certify that they are unable to obtain consent from such third-party vendor for disclosure pursuant to the protective order; or (c) if disclosed to Participants, would cause considerable irreparable harm to Applicants either financially or competitively. Therefore, Applicants will not produce or disclose any such information to Participants during this proceeding, subject, however to the requirements for designating such information as not to be distributed to Participants and the opportunity to challenge such designation as set forth in the Amended Protective Order in this matter.

The responses of each Party and Participant to information requests shall adhere to a uniform system of numbering agreed upon by the Parties and Participants. 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, including the pleadings and other filings from the bankruptcy proceedings of the Applicants, Case No. 08-02005, US Bankruptcy Court for the District of Hawaii (available on the Applicants' website or on PACER), 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, the Parties and Participants; and further provided that any Party or Participant has the right to explain, qualify or conduct examination with respect to the identified document.

V.

COPIES OF FILINGS AND INFORMATION REQUESTS

1. Filings: Copies of all filings with the Commission shall be provided to the following Parties and Participants, unless the stipulated procedural order, procedural order and/or protective order issued in connection with this docket states otherwise:

Public Utilities Commission  
465 South King Street  
First Floor  
Honolulu, Hawaii 96813

Original plus 8 copies

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

Mr. Steven Golden 1 copy  
Hawaiian Telcom, Inc.  
Hawaiian Telcom Services Company, Inc.  
1177 Bishop Street  
Honolulu, Hawaii 96813  
Facsimile Number: (808) 546-7621

Kent D. Morihara, Esq. 1 copy  
Michael H. Lau, Esq.  
Kris N. Nakagawa, Esq.  
Morihara Lau & Fong LLP  
841 Bishop Street, Suite 400  
Honolulu, Hawaii 96813  
Facsimile Number: (808) 566-0800

J. Douglas Ing, Esq. 1 copy  
Pamela J. Larson, Esq.  
Lisa S. Hirahara, Esq.  
Watanabe Ing LLP  
First Hawaiian Center  
999 Bishop Street, 23<sup>rd</sup> Floor  
Honolulu, Hawaii 96813  
Facsimile Number: (808) 544-8399

Rebecca L. Covert, Esq. 1 copy  
Herbert R. Takahashi, Esq.  
Danny J. Vasconcellos, Esq.  
Takahashi Vasconcellos & Covert  
345 Queen Street, Room 506  
Honolulu, Hawaii 96813  
Facsimile Number: (808) 531-9894

2. Information Requests and Responses: Copies of all information requests and information request responses shall be provided to the following Parties and Participants, unless the stipulated procedural order, procedural order and/or protective order issued in connection with this docket states otherwise:

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



Division of Consumer Advocacy 335 Merchant Street Room 326 Honolulu, Hawaii 96813 Facsimile Number: (808) 586-2780	3 copies
Mr. Steven Golden Hawaiian Telcom, Inc. Hawaiian Telcom Services Company, Inc. 1177 Bishop Street Honolulu, Hawaii 96813 Facsimile Number: (808) 546-7621	1 copy
Kent D. Morihara, Esq. Michael H. Lau, Esq. Kris N. Nakagawa, Esq. Morihara Lau & Fong LLP 841 Bishop Street, Suite 400 Honolulu, Hawaii 96813 Facsimile Number: 566-0800	1 copy
J. Douglas Ing, Esq. Pamela J. Larson, Esq. Lisa S. Hirahara, Esq. Watanabe Ing LLP First Hawaiian Center 999 Bishop Street, 23 <sup>rd</sup> Floor Honolulu, Hawaii 96813 Facsimile Number: 544-8399	1 copy
Rebecca L. Covert, Esq. Herbert R. Takahashi, Esq. Danny J. Vasconcellos, Esq. Takahashi Vasconcellos & Covert 345 Queen Street, Room 506 Honolulu, Hawaii 96813 Facsimile Number: 531-9894	1 copy

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 HAR § 6-61-15. Copies of all filings, information requests and information request responses should be sent to the Parties and Participants by hand delivery or via U.S. mail. In addition, if available, all Parties and Participants shall provide copies of their filings, information requests and information request responses to the other Parties' and Participants' designated counsel or representative on the due date of the filing via diskette, compact disc or e-mail in a standard

electronic format that is readily available by the Parties and Participants. The Parties and Participants 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 or Participant 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 or Participant via diskette, compact disc or e-mail, unless otherwise agreed to by such Party or Participant, the same number of copies of such filing, information request or information request response must still be delivered to such Party or Participant by hand delivery or via facsimile as provided above.

## VI.

### COMMUNICATIONS

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

Communications between the Parties and Participants should either be through counsel or through designated representatives. All pleadings, papers, and other documents filed in this proceeding shall be served on the opposing Party or Participant as provided in Part 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 and Participants in writing and approved by the Commission, or upon the Commission's own motion. This Stipulated Procedural Order may be executed by the Parties and Participants in counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same instrument. The Parties and Participants 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.

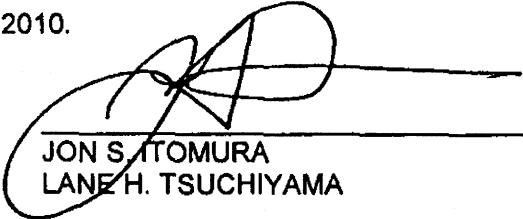
DATED: Honolulu, Hawaii, March 25, 2010.

  
\_\_\_\_\_  
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KRIS N. NAKAGAWA

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Attorneys for INTERNATIONAL  
BROTHERHOOD OF ELECTRICAL  
WORKERS, LOCAL 1357

APPROVED AND SO ORDERED THIS \_\_\_\_\_,

at Honolulu, Hawaii.

PUBLIC UTILITIES COMMISSION  
OF THE STATE OF HAWAII

By \_\_\_\_\_  
Carlito P. Caliboso, Chairman

By \_\_\_\_\_  
John E. Cole, Commissioner

By \_\_\_\_\_  
Leslie H. Kondo, Commissioner

APPROVED AS TO FORM:

\_\_\_\_\_  
Ji Sook Kim  
Commission Counsel

CERTIFICATE OF SERVICE

I hereby certify that I have this date served a copy of the foregoing Stipulated Procedural Order upon the following Parties and Participants, by causing a copy hereof to be mailed, postage prepaid, and properly addressed to each such Party or Participant.

MR. DEAN NISHINA  
EXECUTIVE DIRECTOR  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
DIVISION OF CONSUMER ADVOCACY  
335 Merchant Street  
Room 326  
Honolulu, Hawaii 96813

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MR. STEVEN GOLDEN  
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HAWAIIAN TELCOM SERVICES COMPANY, INC.  
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**EXHIBIT "A"**

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

**Docket No. 2010-0001**

	<b>DATE</b>	<b>DURATION (days)</b>	<b>PROCEDURAL STEPS**</b>
1.	Monday, January 4, 2010	---	Application Filed at PUC
2.	Wednesday, March 24, 2010 through Wednesday, April 14, 2010	---	Consumer Advocate's and Participants' Submission of Information Requests (IRs)*
3.	Wednesday, April 28, 2010 (last day for responses)	14*	Applicants' Responses to Consumer Advocate's and Participants' IRs
4.	Monday, May 10, 2010	---	Consumer Advocate's and Participants' Position Statement
5.	Tuesday, May 11, 2010 through Monday, May 17, 2010	---	Applicants' Submission of IRs to Consumer Advocate and Participants*
6.	Tuesday, June 1, 2010 (last day for responses)	14*	Consumer Advocate's and Participants' Responses to Applicants' Submission of IRs
7.	Monday, June 7, 2010	---	Applicants' Response/Rebuttal Statement to Consumer Advocate's and Participants' Position Statement
8.		---	Decision and Order

\* During the period from March 24, 2010 through April 14, 2010, the Consumer Advocate and Participants have 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 and Participants within fourteen (14) days. Similarly, during the period from May 11, 2010 through May 17, 2010, Applicants have the right to issue IRs on the Consumer Advocate and Participants at any time and the Consumer Advocate and Participants shall likewise endeavor to provide a response within fourteen (14) days, pending conflicts with other docketed matters. The IRs and responses will initially only be shared between Applicants and the Party or Participant issuing the IR in question and, simultaneously, between Applicants and any other Party or Participant that has requested a copy of the IR and response in question. However, in periodic intervals, but in no event later than April 28, 2010, Applicants, the Consumer Advocate and Participants will compile and file with the Commission all IRs and responses provided during the time period. Participants are limited to issue a total of twenty (20) IRs each and no subparts. Consistent with the Commission's Order, filed on March 11, 2010, TWTC's IRs shall also be limited to issues that relate to Hawaiian Telcom's back-office and the impact of the Plan of Reorganization on TWTC and other competitive local exchange carriers, and IBEW's IRs shall be limited to issues which impact Applicants' employees and the applicable collective bargaining agreement.

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

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PUBLIC UTILITIES  
COMMISSION

STIPULATED PROCEDURAL ORDER

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