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**Attorneys for Budget Prepay, Inc.
d/b/a Budget Phone, Inc.**

BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH

In the Matter of Budget Prepay, Inc.
d/b/a Budget Mobile's Petition for
Limited Designation as a Non-Rural
Wireless Eligible Telecommunications Carrier

**Budget Prepay, Inc. d/b/a Budget Mobile's
Witness and Exhibit Lists**

Docket No. 12-2554-01

Pursuant to the Notice of Scheduling Order and Notice of Hearing issued by the Utah Public Service Commission ("Commission") on July 27, 2012, Budget PrePay, Inc. d/b/a Budget Mobile, by and through its undersigned counsel, hereby submits its Witness and Exhibit Lists, which are attached hereto as Attachments A and B, respectively.

DATED this 5th day of November, 2012.

Holland & Hart LLP

s/ Thorvald A. Nelson
THORVALD A. NELSON
SARA KERKHOFF RUNDELL
JAMES A. HOLTKAMP

Attachment A

BUDGET PREPAY, INC. D/B/A BUDGET MOBILE'S WITNESS LIST

DOCKET NO. 12-2554-01

1. Robin Enkey, adopting the Prefiled Direct Testimony of David Donahue

Attachment B

BUDGET PREPAY, INC. D/B/A BUDGET MOBILE'S EXHIBIT LIST

DOCKET NO. 12-2554-01

Budget-1	Budget PrePay, Inc. d/b/a Budget Mobile's Petition For Limited Designation As A Non-Rural Wireless Eligible Telecommunications Carrier
Budget-1 (A)	Exhibit A to Budget PrePay's Petition
Budget-1 (B)	Exhibit B to Budget PrePay's Petition
Budget-1 (C)	Exhibit C to Budget PrePay's Petition
Budget-1 (D)	Exhibit D to Budget PrePay's Petition
Budget-1 (E)	Exhibit E to Budget PrePay's Petition
Budget-1 (F)	Exhibit F to Budget PrePay's Petition
Budget-1 (G)	Exhibit G to Budget PrePay's Petition
Budget-2	Prefiled Direct Testimony of David Donahue
Budget-2 (DD-1)	Exhibit DD-1 to Direct Testimony of David Donahue
Budget-2 (DD-2)	Exhibit DD-2 to Direct Testimony of David Donahue
Budget-2 (DD-3)	Exhibit DD-3 to Direct Testimony of David Donahue
Budget-2 (DD-4)	Exhibit DD-4 to Direct Testimony of David Donahue
Confidential Budget-2 (DD-5)	Exhibit DD-5 to Direct Testimony of David Donahue
Confidential Budget-2 (DD-6)	Exhibit DD-6 to Direct Testimony of David Donahue
Budget-2 (DD-7)	Exhibit DD-7 to Direct Testimony of David Donahue
Budget-2 (DD-8)	Exhibit DD-8 to Direct Testimony of David Donahue
Budget-2 (DD-9)	Exhibit DD-9 to Direct Testimony of David Donahue
Joint Exhibit-1	Stipulation and Settlement Agreement
Joint Exhibit-1 (Attachment 1)	Attachment 1 to Stipulation and Settlement Agreement

CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of November, 2012, an original and five (5) true and correct copies of the **WITNESS AND EXHIBIT LISTS OF BUDGET PREPAY, INC. d/b/a Budget Mobile** were hand-delivered, and an electronic copy (in Word) of the foregoing was delivered, to:

Mr. Gary Widerburg
Commission Administrator
PUBLIC SERVICE COMMISSION OF UTAH
Heber M. Wells Building, Fourth Floor
160 East 300 South
Salt Lake City, Utah 84111
psc@utah.gov

I also certify that a copy was sent via electronic mail or hand delivery as indicated to the following:

Electronic Mail

David Donahue (davidd@budgetprepay.com)
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s/ Leah N. Buchanan