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November 6, 2008

Michael L. Ginsberg
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P.O. Box 140857
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Via facsimile and email

Re: *Petition of All American Telephone Co.; Docket No. 08-2469-01*

Dear Michael:

On behalf of All American Telephone Company (“All American”), I am writing to address your client’s pending Request for Dismissal in the above referenced action. Specifically, I would like to explore the possibility of resolving this matter informally in order to avoid further legal disputes over the procedural aspects of the case.

As stated in its motion, the Division’s underlying concern in this matter is that it may not be in the public interest to allow All American to provide its services within Beehive Telephone Company’s (“Beehive”) service area. Specifically, the Division is concerned that some of Beehive’s current customers will subscribe to All American, which in turn would require Beehive to increase service rates to offset its revenue loss.

I now understand that a Division employee, Paul Hicken, contacted Chuck McCown of Beehive yesterday to discuss Beehive and All American’s relationship. During these discussions, Mr. McCown explained the technical aspects of the relationship and discussed why All American’s entry into Beehive’s territory would not result in a loss of customers to Beehive. It is my understanding that these discussions alleviated a lot of your client’s concerns regarding All American’s pending Petition.

In light of these preliminary discussions, I propose that our clients stay any further briefing or hearings on the Division’s Request for Dismissal in order to determine whether the Division’s concerns can be resolved informally. Specifically, I propose that our clients engage in an informal settlement conference that would allow the Division to understand why All American’s Petition is in the public interest. My client’s hope is that the Division will drop any objections it may have to

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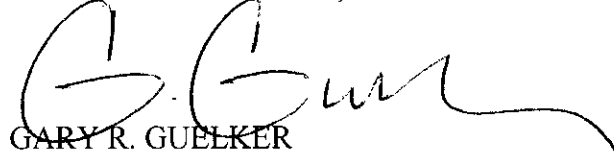
allowing All American to operate in Beehive's territory because such operations will not result in increased rates for consumers.

In the event we are unable to resolve this matter through informal settlement discussions, we can then revisit the procedural and legal arguments raised in the your client's pending motion. Before doing so, we would first like to have a scheduling conference with the ALJ to establish a formal briefing and hearing schedule. Finally, you previously raised concerns about delaying this matter in light of the 240 day time limit set forth in Utah Code Ann. § 54-8b-2.1(3)(d). It is my position that this time limit has no application to the subject matter of this proceeding. Therefore, I am willing to sign a waiver which states that a decision on the Petition need not be made within this time frame.

Based on the foregoing, please let me know whether the Division is willing to postpone further briefing on its Request for Dismissal in order to allow the parties to engage in settlement negotiations. If so, I will draft the appropriate request for continuance and waiver and submit them to the Commission. If you have any questions or would like to discuss this further, please do not hesitate to give me a call.

Very truly yours,

JENSON & GUELKER, LLC



GARY R. GUELKER