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November 2, 2009

RECEIVED

NOV 03 2009

PUBLIC SERVICE  
COMMISSION

**VIA OVERNIGHT MAIL**

Mr. Jeff Derouen  
Executive Director  
Public Service Commission  
211 Sower Boulevard  
P.O. Box 615  
Frankfort, KY 40602

Re: Petition of Windstream Kentucky East, LLC, for Arbitration of an  
Interconnection Agreement With New Cingular Wireless PCS, d/b/a AT&T  
Mobility  
KPSC 2009-00246

Dear Mr. Derouen:

Enclosed for filing in the above-referenced case are the original and five (5) copies of New Cingular Wireless PCS, LLC d/b/a AT&T Mobility's ("AT&T Mobility") Responses to Windstream's Supplemental Data Requests to AT&T Mobility dated October 16, 2009.

A portion of AT&T Mobility's responses contains confidential commercial information and AT&T Mobility files herewith its Petition for Confidentiality, pursuant to 807 KAR 5:001, Section 7, seeking protection of that material. Specifically, AT&T Mobility requests the Commission to grant confidentiality to the Attachment to AT&T Mobility's response to Windstream's Supplemental Interrogatory Item No. 29. One copy of the proprietary version of the filing is provided to the Commission and a copy also is served on Windstream. Edited copies of the filing are provided for the public file.

Should you have any questions, please let me know.

Sincerely,

  
Mary K. Keyer

cc: Enclosures

Party of Record

748193

**EDITED**

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

IN THE MATTER OF:

THE PETITION OF WINDSTREAM	)	
KENTUCKY EAST, LLC FOR ARBITRATION	)	CASE NO.
OF AN INTERCONNECTION AGREEMENT	)	2009-00246
WITH NEW CINGULAR WIRELESS PCS, LLC	)	
D/B/A/ AT&T MOBILITY PURSUANT TO	)	
SECTION 252 OF THE TELECOMMUNICATIONS	)	
ACT OF 1996	)	

NEW CINGULAR WIRELESS, PCS, LLC D/B/A AT&T MOBILITY'S  
PETITION FOR CONFIDENTIALITY

New Cingular Wireless, PCS, LLC d/b/a AT&T Mobility ("AT&T Mobility"), by counsel, hereby petitions the Public Service Commission of the Commonwealth of Kentucky (the "Commission"), pursuant to KRS 61.878 and 807 KAR 5:001, § 7, to classify as confidential the attachment to AT&T Mobility's Response to Windstream Kentucky East, LLC's ("Windstream") Supplemental Interrogatory No. 29 dated October 16, 2009. The information for which AT&T Mobility seeks confidentiality is Windstream's cost study ("Initial Cost Study") provided to AT&T Kentucky near the beginning of the negotiations of the interconnection agreement that is the subject of this proceeding and subsequent adjustments made by AT&T Mobility to the Initial Cost Study. The documentation contains confidential commercial information of both Windstream and AT&T Mobility and is filed on yellow paper. AT&T Mobility's adjustments to the Initial Cost Study are highlighted in green.

The Kentucky Open Records Act exempts certain information from the public disclosure requirements of the Act, including certain commercial information. KRS 61.878(1)(c)1. To qualify for the commercial information exemption and, therefore, keep

the information confidential, a party must establish that disclosure of the commercial information would permit an unfair advantage to competitors and the parties seeking confidentiality if openly discussed. KRS 61.878(1)(c)1; 807 KAR 5:001 § 7. The Commission has taken the position that the statute and rules require the party to demonstrate actual competition and the likelihood of competitive injury if the information is disclosed.

The documentation for which AT&T Mobility seeks confidentiality contains calculations, figures and numbers in Windstream's cost study that were used to develop the total element long run incremental cost model rates of Windstream, and, that were provided to AT&T Mobility pursuant to the Non-disclosure Agreement between the parties dated January 6, 2009, and adjustments that AT&T Mobility made to Windstream's Initial Cost Study calculations, figures and numbers. Disclosure of the information would permit an unfair commercial advantage to Windstream's and AT&T Mobility competitors. The data is valuable to competitors and potential competitors in formulating strategic plans for entry, pricing, marketing, contracting and overall business strategies.

There are numerous competitors in the wireless telecommunications market. The information would be extremely valuable to competitors in developing competitive business strategies, networks and operations, in designing their service offerings and in marketing plans for those services. Therefore, it is inequitable and unfair for Windstream's and AT&T Mobility's competitors to have access to this kind of information. Present and potential competitors for telecommunications services include interexchange carriers, competitive local exchange carriers, cable television companies, cellular service providers, personal communications service providers and others.

As further grounds for its Petition, AT&T Mobility states and understands based on information and belief as follows:

(1) The information for which AT&T Mobility is requesting confidential treatment is not known outside of AT&T Mobility other than those AT&T Mobility employees involved in the negotiations of the agreement which is the subject of this Petition;

(2) The information is not widely disseminated within AT&T Mobility and is known only by those AT&T Mobility employees who have a legitimate business need to know and act upon the information;

(3) AT&T Mobility seeks to preserve the confidentiality of this information through appropriate means, including the maintenance of appropriate security at its offices; and

(4) By granting AT&T Mobility's petition, there would be no damage to any public interest.

For the reasons stated herein, AT&T Mobility respectfully requests that the Commission grant AT&T Mobility's request for confidential treatment of the information described herein.

Respectfully submitted,



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(502) 582-8219  
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151 E. 1<sup>st</sup> Street  
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[pwalters@sbcglobal.net](mailto:pwalters@sbcglobal.net)

COUNSEL FOR NEW CINGULAR  
WIRELESS, PCS, LLC D/B/A AT&T MOBILITY

746333



REQUEST: Please provide all of AT&T Mobility or its Affiliates' Form 492-A's filed with the Federal Communications Commission since January 1, 2004, specifically for AT&T Mobility and its Affiliates' operations in Kentucky.

RESPONSE: AT&T Mobility objects to the request on the grounds that the information requested is not relevant to this docket and is not reasonably calculated to lead to the discovery of admissible evidence. Without waiving this objection, AT&T Mobility states that AT&T Mobility is not required to file and has not filed Form 492-A reports with the FCC. The BellSouth Telecommunications, Inc. Form 492-A reports filed with the FCC since January 1, 2004 are being provided. These reports represent total BellSouth Telecommunications Interstate Price-Cap Regulation information including Kentucky operations, but are not Kentucky-specific.

Approved By OMB  
 3060-0355

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

See reverse side for information regarding public burden estimate.

1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
 675 W Peachtree Street NE  
 Atlanta, Georgia 30375

2 Reporting Calendar Year

(A) From: January 1, 2007 To: December 31, 2007

(B) First Report Filed: April 1, 2008

(C) Final Report Filed:

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,463,341		
2 Total Expenses and Taxes	1,913,863		
3 Operating Income(Net Return)(Ln1-Ln2)	549,478		
4 Rate Base (Avg. Net Investment)	2,239,245		
5 Rate of Return (Ln3/Ln4)	24.54%		
6 Sharing/Low End Adjustment Amount	NA		
7 FCC Ordered Refund - Amortized for Current Period	NA		

REMARKS

Excluded services revenues of \$1,765,193K have been removed from the amounts shown above as required by the Order on Reconsideration (CC Docket 87-313) released April 17, 1991. Excluded services revenues represent 41.74% of total revenues prior to their exclusion. Excluded services expenses and investments have likewise been excluded from the earnings calculation.

Tax Rates:

The federal income tax rate is 35% and the state composite income tax rate is 5.67%. The composite tax rate is 38.69% and is calculated as  $(5.67\% + ((100\% - 5.67\%) * 35\%))$

4. CERTIFICATION. I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report, that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date 04/01/08  
 Typed Name of Person Signing Guy L. Cochran  
 Telephone No. 404-927-7154

Title of Person Signing  
 Vice President - Finance and Comptroller

Signature



PERSONS MAKING WILLFUL FALSE STATEMENTS IN THIS REPORT FORM CAN BE PUNISHED BY FINE OR IMPRISONMENT UNDER THE PROVISIONS OF THE U.S. CODE, TITLE 18, SECTION 1001.



Approved By OMB  
 3060-0355

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

See reverse side for information regarding public burden estimate.

1 Name and Address of Reporting Company  
 BellSouth Telecommunications, Inc  
 675 W Peachtree Street NE  
 Atlanta, Georgia 30375

2 Reporting Calendar Year  
 (A) From: January 1, 2006 To: December 31, 2006  
 (B) First Report Filed: April 2, 2007  
 (C) Final Report Filed: April 1, 2008

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,500,065	2,500,039	-26
2 Total Expenses and Taxes	2,067,277	2,068,498	1,221
3 Operating Income(Net Return)(Ln1-Ln2)	432,788	431,541	-1,247
4 Rate Base (Avg Net Investment)	2,724,380	2,717,422	-6,958
5 Rate of Return (Ln3/Ln4)	15.89%	15.88%	-0.01%
6 Sharing/Low End Adjustment Amount	NA	NA	NA
7 FCC Ordered Refund - Amortized for Current Period	NA	NA	NA

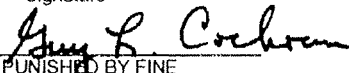
REMARKS

Excluded services revenues of \$1,736,094K have been removed from the amounts shown above as required by the Order on Reconsideration (CC Docket 87-313) released April 17, 1991. Excluded services revenues represent 40.98% of total revenues prior to their exclusion. Excluded services expenses and investments have likewise been excluded from the earnings calculation.

Tax Rates:

The federal income tax rate is 35% and the state composite income tax rate is 5.67%. The composite tax rate is 38.69% and is calculated as (5.67% + ((100%-5.67%)\*35%).

4. CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date	Typed Name of Person Signing	Title of Person Signing	Signature
04/01/08	Guy L Cochran	Vice President - Finance and Comptroller	
	Telephone No. 404-927-7154		

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FCC 492A  
 September 2004

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

Approved By OMB  
 3060-0355  
 See reverse side for information regarding public burden estimate.

1. Name and Address of Reporting Company  
 BellSouth Telecommunications, Inc.  
 675 W Peachtree Street NE  
 Atlanta, Georgia 30375

2. Reporting Calendar Year  
 (A) From: January 1, 2006 To: December 31, 2006  
 (B) First Report Filed: April 2, 2007  
 (C) Final Report Filed:

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,500,066		
2 Total Expenses and Taxes	2,067,277		
3 Operating Income(Net Return)(Ln1-Ln2)	432,789		
4 Rate Base (Avg. Net Investment)	2,724,380		
5 Rate of Return (Ln3/Ln4)	15.89%		
6 Sharing/Low End Adjustment Amount	NA		
7 FCC Ordered Refund - Amortized for Current Period	NA		


REMARKS

Excluded services revenues of \$1,736,094K have been removed from the amounts shown above as required by the Order on Reconsideration (CC Docket 87-313) released April 17, 1991. Excluded services revenues represent 40.98% of total revenues prior to their exclusion. Excluded services expenses and investments have likewise been excluded from the earnings calculation.

Tax Rates:

The federal income tax rate is 35% and the state composite income tax rate is 5.67%. The composite tax rate is 38.89% and is calculated as (6.67% + ((100%-5.67%)\*35%).

4. CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date	Typed Name of Person Signing	Title of Person Signing	Signature
04/02/07	Guy L Cochran	Vice President - Finance and Comptroller	
	Telephone No. 404-927-7154		

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FCC 482A  
 September 2004

Approved By OMB  
 3060-0355

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

See reverse side for information regarding public burden estimate.

1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
 675 W Peachtree Street NE  
 Atlanta, Georgia 30375

2. Reporting Calendar Year

(A) From: January 1, 2005 To: December 31, 2005

(B) First Report Filed: March 31, 2006

(C) Final Report Filed: April 2, 2007

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,530,093	2,530,093	0
2 Total Expenses and Taxes	1,361,708	1,347,888	-13,820
3 Operating Income(Net Return)(Ln1-Ln2)	1,168,385	1,182,205	13,820
4 Rate Base (Avg. Net Investment)	4,728,423	4,728,423	0
5 Rate of Return (Ln3/Ln4)	24.71%	25.00%	0.29%
6 Sharing/Low End Adjustment Amount	NA	NA	NA
7 FCC Ordered Refund - Amortized for Current Period	NA	NA	NA

REMARKS

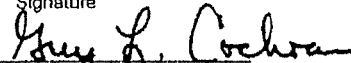
See attached footnotes page.

4. CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date 04/02/07  
 Typed Name of Person Signing Guy L Cochran  
 Telephone No. 404-927-7154

Title of Person Signing  
 Vice President - Finance and Comptroller

Signature



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1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
675 W Peachtree Street NE  
Atlanta, Georgia 30375

2. Reporting Calendar Year

(A) From: January 1, 2005 To: December 31, 2005

(B) First Report Filed: March 31, 2006

(C) Final Report Filed: April 2, 2007

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FCC 492A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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**Excluded Services**

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$7,017. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$2,059 for the year 2005 is no longer part of price cap regulation.

On December 15, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$2,270,686.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$245,460 for the year 2005.

**Tax Rates:**

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 25, 1998:

FIT Rate: .35 FIT G/U Factor: .5385 SIT Rate: .0567 SIT G/U Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

Approved By OMB  
 3060-0355

See reverse side for information regarding public burden estimate.

1 Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
 676 W Peachtree Street NE  
 Atlanta, Georgia 30376

2 Reporting Calendar Year

(A) From: January 1, 2005 To: December 31, 2005

(B) First Report Filed: March 31, 2006

(C) Final Report Filed:

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
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	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,530,093		
2 Total Expenses and Taxes	1,361,708		
3 Operating Income(Net Return)(Ln1-Ln2)	1,168,385		
4 Rate Base (Avg. Net Investment)	4,728,423		
5 Rate of Return (Ln3/Ln4)	24.71%		
6 Sharing/Low End Adjustment Amount	NA		
7 FCC Ordered Refund - Amortized for Current Period	NA		

REMARKS

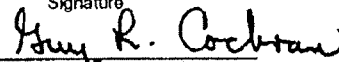
See attached footnotes page

CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date 03/31/06  
 Typed Name of Person Signing Guy L. Cochran  
 Telephone No. 404-927-7154

Title of Person Signing  
 VP, CFO and Comptroller

Signature



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BellSouth Telecommunications, Inc.  
675 W Peachtree Street NE  
Atlanta, Georgia 30376

2. Reporting Calendar Year

(A) From: January 1, 2005 To: December 31, 2005

(B) First Report Filed: March 31, 2006

(C) Final Report Filed:

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FCC 492A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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**Excluded Services**

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$7,017. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$2,059 for the year 2005 is no longer part of price cap regulation.

On December 15, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$2,270,686.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$245,480 for the year 2005.

**Tax Rates:**

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 25, 1998:

FIT Rate: .35 FIT G/U Factor: .5385 SIT Rate: .0567 SIT G/U Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

Approved By OMB  
 3060-0355

See reverse side for information regarding public burden estimate.

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 675 W Peachtree Street NE  
 Atlanta, Georgia 30375

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FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
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3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,725,913	2,725,913	0
2 Total Expenses and Taxes	1,592,751	1,592,751	0
3 Operating Income(Net Return)(Ln1-Ln2)	1,133,162	1,133,162	0
4 Rate Base (Avg. Net Investment)	5,017,968	5,017,968	0
5 Rate of Return (Ln3/Ln4)	22.58%	22.58%	0
6 Sharing/Low End Adjustment Amount	NA	NA	NA
7 FCC Ordered Refund - Amortized for Current Period	NA	NA	NA

REMARKS

See attached footnotes page.

CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period

Date  
03/31/06

Typed Name of Person Signing  
Guy L. Cochran

Telephone No. 404-927-7154

Title of Person Signing  
VP, CFO and Comptroller

Signature



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(C) Final Report Filed: March 31, 2006

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FCC 492A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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**Excluded Services**

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$11,984. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$2,132 for the year 2004 is no longer part of price cap regulation.

On December 15, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$1,970,789.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$198,291 for the year 2004.

**Tax Rates:**

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 25, 1998:

FIT Rate: .35 FIT G/U Factor: 5385 SIT Rate: .0587 SIT G/U Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.



FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

Approved By OMB  
 3080-0355

See reverse side for information regarding public burden estimate.

1. Name and Address of Reporting Company  
 BellSouth Telecommunications, Inc.  
 675 W Peachtree Street NE  
 Atlanta, Georgia 30376

2. Reporting Calendar Year  
 (A) From: January 1, 2004 To: December 31, 2004  
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FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
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3. Items	Total Interstate Services Subject to Price Cap Regulation		
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1 Total Revenues	2,725,913		
2 Total Expenses and Taxes	1,592,751		
3 Operating Income(Net Return)(Ln1-Ln2)	1,133,162		
4 Rate Base (Avg. Net Investment)	5,017,988		
5 Rate of Return (Ln3/Ln4)	22.58%		
6 Sharing/Low End Adjustment Amount	NA		
7 FCC Ordered Refund - Amortized for Current Period	NA		

REMARKS

See attached footnotes page.

CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date 03/31/05  
 Typed Name of Person Signing Guy L Cochran  
 Telephone No. 404-927-7154

Title of Person Signing VP, CFO and Comptroller  
 Signature *Guy L. Cochran*

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1 Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
675 W Peachtree Street NE  
Atlanta, Georgia 30376

2 Reporting Calendar Year

(A) From: January 1, 2004 To: December 31, 2004

(B) First Report Filed: March 31, 2005

(C) Final Report Filed:

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FCC 402A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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Excluded Services

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$11,884. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$2,132 for the year 2004 is no longer part of price cap regulation.

On December 16, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$1,970,789.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$198,291 for the year 2004.

Tax Rates:

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 26, 1998:

FIT Rate: .36 FIT GAU Factor: .5386 SIT Rate: .0667 SIT GAU Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

Approved By OMB  
 3080-0366

See reverse side for information regarding public burden estimate.

1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
 875 W Peachtree Street NE  
 Atlanta, Georgia 30376

2. Reporting Calendar Year

(A) From: January 1, 2003 To: December 31, 2003

(B) First Report Filed: April 6, 2004

(C) Final Report Filed: March 31, 2005

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,788,494	2,788,494	0
2 Total Expenses and Taxes	1,604,376	1,604,376	0
3 Operating Income(Net Return)(Ln1-Ln2)	1,164,118	1,164,118	0
4 Rate Base (Avg. Net Investment)	5,307,515	5,307,515	0
5 Rate of Return (Ln3/Ln4)	21.93%	21.93%	0
6 Sharing/Low End Adjustment Amount	NA	NA	NA
7 FCC Ordered Refund - Amortized for Current Period	NA	NA	NA

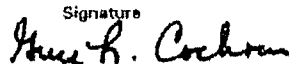
REMARKS

See attached footnotes page.

CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date 03/31/05  
 Typed Name of Person Signing Guy L Cochran  
 Telephone No. 404-927-7154

Title of Person Signing  
 VP, CFO and Comptroller

Signature  


PERSONS MAKING WILLFUL FALSE STATEMENTS IN THIS REPORT FORM CAN BE PUNISHED BY FINE OR IMPRISONMENT UNDER THE PROVISIONS OF THE U.S. CODE, TITLE 18, SECTION 1001.

FCC 492A  
 September 2001

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1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
675 W Peachtree Street NE  
Atlanta, Georgia 30376

2. Reporting Calendar Year

(A) From: January 1, 2003 To: December 31, 2003

(B) First Report Filed: April 6, 2004

(C) Final Report Filed: March 31, 2005

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FCC 492A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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**Excluded Services**

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$10,900. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$3,516 for the year 2003 is no longer part of price cap regulation.

On December 15, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$1,788,843.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$160,041 for the year 2003.

**Tax Rates:**

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 25, 1998:

FIT Rate: .35 FIT G/U Factor: .5365 SIT Rate: .0567 SIT G/U Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.

No changes have been made to the 2003 ARMIS 43-01 since Submission 2 was filed on May 12, 2004.

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

See reverse side for information  
 regarding public burden estimate.

Approved By OMB  
 3060-0365  
 Expires 07/31/2004

1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
 875 W Peachtree Street NE  
 Atlanta, Georgia 30375

2. Reporting Calendar Year

(A) From: January 1, 2003 To: December 31, 2003

(B) First Report Filed: April 6, 2004

(C) Final Report Filed:

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,788,494		
2 Total Expenses and Taxes	1,804,378		
3 Operating Income(Net Return)(Ln1-Ln2)	1,184,118		
4 Rate Base (Avg. Net Investment)	5,307,515		
5 Rate of Return (Ln3/Ln4)	21.93%		
6 Sharing/Low End Adjustment Amount	NA		
7 FCC Ordered Refund - Amortized for Current Period	NA		

REMARKS

See attached footnotes page.

CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date  
 04/06/04  
 Typed Name of Person Signing  
 Guy L Cochran  
 Telephone No. 404-927-7164

Title of Person Signing  
 Chief Financial Officer

Signature

*Guy L. Cochran*

PERSONS MAKING WILLFUL FALSE STATEMENTS IN THIS REPORT FORM CAN BE PUNISHED BY FINE  
 OR IMPRISONMENT UNDER THE PROVISIONS OF THE U.S. CODE, TITLE 18, SECTION 1001.

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1 Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
875 W Peachtree Street NE  
Atlanta, Georgia 30375

2. Reporting Calendar Year

(A) From: January 1, 2003 To: December 31, 2003

(B) First Report Filed: April 8, 2004

(C) Final Report Filed:

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FCC 492A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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**Excluded Services**

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$10,900. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$3,518 for the year 2003 is no longer part of price cap regulation.

On December 15, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$1,788,843.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$168,041 for the year 2003.

**Tax Rates:**

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 26, 1998:

FIT Rate: .35 FIT G/U Factor: .5385 BIT Rate: .0587 BIT G/U Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.

FEDERAL COMMUNICATIONS COMMISSION  
 Washington D.C. 20554

See reverse side for information  
 regarding public burden estimate.

Approved By OMB  
 3060-0355  
 Expires 07/31/2004

1. Name and Address of Reporting Company  
 BellSouth Telecommunications, Inc.  
 875 W Peachtree Street NE  
 Atlanta, Georgia 30375

2. Reporting Calendar Year  
 (A) From: January 1, 2002 To: December 31, 2002  
 (B) Revised First Report Filed: November 14, 2003  
 (C) Final Report Filed: April 8, 2004

FCC 492A

PRICE-CAP REGULATION  
 RATE-OF-RETURN MONITORING REPORT  
 (Read Instructions on the Reverse Before Completing)  
 Dollar Amounts Shown in Thousands

3. Items	Total Interstate Services Subject to Price Cap Regulation		
	First Report Column A	Final Report Column B	Difference Column C = (B - A)
1 Total Revenues	2,755,169	2,755,169	0
2 Total Expenses and Taxes	1,645,263	1,645,263	0
3 Operating Income(Net Return)(Ln1-Ln2)	1,109,906	1,109,906	0
4 Rate Base (Avg. Net Investment)	5,736,983	5,736,983	0
5 Rate of Return (Ln3/Ln4)	19.35%	19.35%	0
6 Sharing/Low End Adjustment Amount	NA	NA	NA
7 FCC Ordered Refund - Amortized for Current Period	NA	NA	NA

REMARKS

See attached footnotes page.

CERTIFICATION: I certify that I am the chief financial officer or the duly assigned accounting officer; that I have examined the foregoing report; that to the best of my knowledge and belief, all statements of fact contained in this report are true and this report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the specified period.

Date: 04/08/04  
 Typed Name of Person Signing: Guy L. Cochran  
 Telephone No.: 404-927-7154  
 Title of Person Signing: Chief Financial Officer  
 Signature: *Guy L. Cochran*

PERSONS MAKING WILLFUL FALSE STATEMENTS IN THIS REPORT FORM CAN BE PUNISHED BY FINE OR IMPRISONMENT UNDER THE PROVISIONS OF THE U.S. CODE, TITLE 18, SECTION 1001.

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1. Name and Address of Reporting Company

BellSouth Telecommunications, Inc.  
875 W Peachtree Street NE  
Atlanta, Georgia 30375

2. Reporting Calendar Year

(A) From: January 1, 2002 To: December 31, 2002

(B) Revised First Report Filed: November 14, 2003

(C) Final Report Filed: April 8, 2004

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FCC 402A

PRICE-CAP REGULATION  
RATE-OF-RETURN MONITORING REPORT

FOOTNOTES / REMARKS PAGE

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Excluded Services

In order to remove excluded services from Price Cap regulation in accordance with the FCC Price Cap plan, data in this report has been adjusted for the removal of excluded service offerings amounting to \$11,900. Earnings associated with these services have been removed at the same rate as total interstate services.

A tariff was filed to remove interexchange toll revenue from Price Caps in December 1999. For purposes of this report, interexchange toll revenue amounting to \$3,511 for the year 2002 is no longer part of price cap regulation.

On December 15, 2000 and November 22, 2002, the FCC granted BellSouth pricing flexibility relief for Special Access and Dedicated Transport services in certain MSAs, including the removal of these services from Price Cap regulation. Accordingly, this report is adjusted to remove annual revenues associated with the services for which relief was granted amounting to \$1,092,392.

In accordance with the CALLS Order released on May 31, 2000, BellSouth removed all federal Universal Service Fund (USF) contribution recovery from Price Cap regulation effective July 2000 and established new end user charges outside of Price Caps to recover these contributions. The revenue associated with these charges amounted to \$133,415 for the year 2002.

Tax Rates:

The following tax rates and gross-up factors are provided per the TRP Order released by the FCC on March 25, 1998:

FIT Rate: .36 FIT GAU Factor: .5385 SIT Rate: .0667 SIT GAU Factor: .0601

The SIT rate is a composite rate for the states served by BellSouth Telecommunications, Inc.

No changes have been made to the 2002 ARMIS 43-01 since Submission 2 was filed on September 15, 2003.





REQUEST: What documentation or work papers were used to support each of AT&T Mobility's allegations that Windstream East's proposed rates in the draft interconnection agreement were unreasonable? Please provide any such documentation or work papers.

RESPONSE: The requested documentation is attached. AT&T Kentucky notes that this information is confidential and proprietary. Accordingly, AT&T Kentucky is filing a Confidentiality Petition, pursuant to KRS 61.878 and 807 KAR 5:001, Section 7, simultaneously with these responses so that the Kentucky Public Service Commission may enter an appropriate order to protect the confidential information. The adjustments that were made to Windstream's cost model were based on the information Windstream provided to AT&T Mobility at the time of negotiations.

**THE ENTIRE ATTACHMENT (32  
PAGES) IS CONFIDENTIAL.  
THERE IS NO EDITED VERSION.**



REQUEST: Please admit that an interconnection agreement exists between BellSouth Telecommunications, Inc. and New Cingular Wireless, LLC, deemed effective as of June 10, 2005, which covers operations of the parties in the Commonwealth of Kentucky.

RESPONSE: Admitted.



REQUEST: Please admit that the Kentucky Public Service Commission deemed that the interconnection agreement referenced in Request for Admission No. 4 is compliant with 47 C.F.R. § 251 rules.

RESPONSE: Denied.





REQUEST: Please admit that the interconnection agreement referenced to in Request for Admission No. 4 includes provisions relative to interconnection and compensation for non-local traffic originated by BellSouth Telecommunications, Inc. as the local exchange carrier ("LEC").

RESPONSE: Admitted. Under the agreement, BellSouth is required to pay access charges to AT&T Mobility for BellSouth-originated, non-local traffic.



REQUEST: Please admit that AT&T Mobility has executed interconnection agreements in Kentucky with other LECs in which AT&T Mobility has agreed that interstate and intrastate special access rates are applicable to interconnection facilities.

RESPONSE: Denied as written. AT&T Mobility has executed interconnection agreements in Kentucky in which AT&T Mobility has agreed to pay applicable tariff charges for special access circuits purchased from local exchange carriers.