

**CLECs with Over 10 Lines
 in BellSouth Kentucky Area
 METHOD ONE**

Exhibit VW-3

Kentucky August 2001	Resold Lines		----- Estimated ----- Facilities-based Lines			Total Local Lines	
	RES	BUS	RES	BUS	TOTAL		
Facility-Based [10+ Lines]							
1	ACCESS INTEGRATED NETWORKS						
2	ADELPHIA BUS. SOLUTIONS (fka Hyperion, Louis. Light)						
3	AERO COMMUNICATIONS, INC.						
4	AT&T LOCAL SERVICES (incl Northpoint)						
5	BUSINESS TELECOM (BTI , incl. FiberSouth)						
6	CINERGY COMMUNICATIONS						
7	COVAD COMM (incl BLUESTAR)						
8	CRG INTERN'L dba NETWORK ONE						
9	DSLNET COMM						
10	E.SPIRE COMM. (ACSI)						
11	ERNEST COMMUNICATIONS						
12	ESSEX COMMUNICATIONS (eLEC dba)						
13	GLOBAL NAPS						
14	ICG COMMUN (fka Intelcom)						
15	IDS TELECOM						
16	INTER MOUNTAIN CABLE DBA MICROTEC COMMUNICATIONS						
17	LECSTAR (EMPIRE TELECOM SVCs)						
18	LEVEL 3						
19	LIGHTYEAR COMMUNICATIONS						
20	NETWORK TELEPH. (incl LIGHTNETWORKS)						
21	NEWSOUTH COMM (incl. UniversalCom)						
22	SOUTHEAST TELEPHONE, LP						
23	SPRINT COMMUNICATIONS						
24	TELEPORT COMM (TCG)						
25	THE OTHER PHONE CO (dba AccessOne,TALK.COM; incl Omnicall)						
26	TOUCHTONE COMMUNICATIONS, INC. DBA ALEC, INC. - KY						
27	TRIVERGENT (NUVOX) (fka STATE COMM)						
28	US LEC						
29	VELOCITY NETWORKS OF KENTUCKY, INC.						
30	VISION COMMUNICATIONS (aka Ruddata)						
31	Z-TEL COMMUN.						
	Facility-Based Sub-Total	3,664	7,743	7,330	65,196	72,526	83,933

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Kentucky August 2001	Resold Lines		----- Estimated ----- Facilities-based Lines			Total Local Lines
	RES	BUS	RES	BUS	TOTAL	
Resale Only [10 + Lines]						
1 1-800 RECONEX, INC.						
2 ANNOX, INC						
3 A-TECH TELECOM, INC.						
4 BROADWING LOCAL SERVICES, INC.						
5 BUDGET PHONE, INC						
6 BUY-TEL COMMUNICATIONS, INC.						
7 CAT COMMUN INTL (CCI)						
8 CHOCTAW COMMUN. (dba Smoke Signal Com.)						
9 CITIZENS (prev. Global Cross/Frontier)						
10 COMM SOUTH Cos						
11 COMMUNITY TELEPHONE CORP						
12 DELTA PHONES						
13 DPI-TELECONNECT						
14 EZ PHONE, INC.						
15 EZ TALK COMMUNICATIONS						
16 GLOBAL CONNECTION INC						
17 HART COMM (HTR&L ENTERPRIS. dba)						
18 JTC COMMUNICATIONS						
19 LCI INTERNATIONAL (Qwest)						
20 LDD, INC.						
21 MAX - TEL COMMUNICATIONS						
22 MCI METRO (incl W-COM, MFS, Brooks, Intermedia, Rythms)						
23 MIDSTATE TELECOM. (Fair Financial)						
24 MONEY TO GO (dba MTG PHONE SVC)						
25 NAVIGATOR TELECOMM., LLC						
26 NEW PHONE (aka Image Access)						
27 NOS COMMUNICATIONS						
28 NOW COMMUNICATIONS (includes Tel Link and Telstar)						
29 NUSTAR COMMUN. (dba Televia)						
30 PHONE-LINK						
31 SMART-TEL (aka Tony Ragland)						
32 STATE DISCOUNT TELEPHONE						
33 SUN-TEL USA						
34 TELE CONEX						
35 TELSON COMMUNICATIONS, INC.						
36 THE MONEYPLACE						
37 UNITY COMMUNICATION (Unity Acquisitions)						
38 UNIVERSAL TELECOM (dba Univ. Telephone)						
39 USA QUICK PHONE						
40 USA TELECOM (INT'L DESIGN GRP dba)						
Resale-only (10 + Lines) SUBTOTAL	16,982	2,708	-	-	-	19,690

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Kentucky August 2001	Resold Lines		----- Estimated -----			Total Local Lines
	RES	BUS	Facilities-based Lines			
			RES	BUS	TOTAL	
METHOD ONE GRAND TOTAL -->	20,646	10,451	7,330	65,196	72,526	103,623
			----- METHOD 1 ESTIMATE ----			

Total	
Resold -->	31,097

CLECs Over 10 Lines - August, 2001	71
FACILITY-BASED CLECs ----->	31
RESALE ONLY CLECs ----->	40

METHOD 1 ESTIMATE

Kentucky - BELLSOUTH AREA	103,623	
CLEC Share of Access Lines =	103,623	+ 1,218,857
METHOD 1 ESTIMATE =	7.8%	
August 2001		

**CLECs with Over 10 Lines
 in BellSouth Kentucky Area
 METHOD TWO**

Exhibit VW-4

Kentucky August 2001	Resold Lines		----- Estimated ----- Facilities-based Lines			Total Local Lines
	RES	BUS	RES	BUS	TOTAL	
Facility-Based [10+ Lines]						
1 ACCESS INTEGRATED NETWORKS						
2 ADELPHIA BUS. SOLUTIONS (fka Hyperion, Louis. Light)						
3 AT&T LOCAL SERVICES (incl Northpoint)						
4 BUSINESS TELECOM (BTI , incl. FiberSouth)						
5 CINERGY COMMUNICATIONS						
6 CRG INTERNL dba NETWORK ONE						
7 E.SPIRE COMM. (ACSI)						
8 ERNEST COMMUNICATIONS						
9 ESSEX COMMUNICATIONS (eLEC dba)						
10 GLOBAL NAPS						
11 ICG COMMUN. (fka Intelcom)						
12 IDS TELECOM						
13 LECSTAR (EMPIRE TELECOM SVCs)						
14 LIGHTYEAR COMMUNICATIONS						
15 NETWORK TELEPH. (incl LIGHTNETWORKS)						
16 NEWSOUTH COMM (incl. UniversalCom)						
17 TELEPORT COMM (TCG)						
18 THE OTHER PHONE CO (dba AccessOne, TALK.COM; incl Omnicall)						
19 TRIVERGENT (NUVOX) (fka STATE COMM)						
20 US LEC						
21 VELOCITY NETWORKS OF KENTUCKY, INC.						
22 Z-TEL COMMUN.						
Facility-Based Sub-Total	1,209	5,931	7,331	43,184	50,515	57,655

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**CLECs with Over 10 Lines
 in BellSouth Kentucky Area
 METHOD TWO**

Exhibit VW-4

Kentucky August 2001	Resold Lines		----- Estimated ----- Facilities-based Lines			Total Local Lines
	RES	BUS	RES	BUS	TOTAL	
Resale Only [10 + Lines]						
1 1-800 RECONEX, INC.						
2 ANNOX, INC						
3 A-TECH TELECOM, INC.						
4 BROADWING LOCAL SERVICES, INC						
5 BUDGET PHONE, INC						
6 BUY-TEL COMMUNICATIONS, INC.						
7 CAT COMMUN INT'L (CCI)						
8 CHOCTAW COMMUN. (dba Smoke Signal Com.)						
9 CITIZENS (prev. Global Cross/Frontier)						
10 COMM SOUTH Cos						
11 COMMUNITY TELEPHONE CORP						
12 DELTA PHONES						
13 DPI-TELECONNECT						
14 EZ PHONE, INC.						
15 EZ TALK COMMUNICATIONS						
16 GLOBAL CONNECTION INC						
17 HART COMM (HTR&L ENTERPRIS. dba)						
18 JTC COMMUNICATIONS						
19 LCI INTERNATIONAL (Qwest)						
20 LDD, INC.						
21 MAX - TEL COMMUNICATIONS						
22 MCI METRO (incl W-COM, MFS, Brooks, Intermedia, Rythms)						
23 MIDSTATE TELECOM. (Fair Financial)						
24 MONEY TO GO (dba MTG PHONE SVC)						
25 NAVIGATOR TELECOMM., LLC						
26 NEW PHONE (aka Image Access)						
27 NOS COMMUNICATIONS						
28 NOW COMMUNICATIONS (includes Tel Link and Telstar)						
29 NUSTAR COMMUN. (dba Televia)						
30 PHONE-LINK						
31 SMART-TEL (aka Tony Ragland)						
32 STATE DISCOUNT TELEPHONE						
33 SUN-TEL USA						
34 TELE CONEX						
35 TELSON COMMUNICATIONS, INC.						
36 THE MONEYPLACE						
37 UNITY COMMUNICATION (Unity Acquisitions)						
38 UNIVERSAL TELECOM (dba Univ. Telephone)						
39 USA QUICK PHONE						
40 USA TELECOM (INT'L DESIGN GRP dba)						
Resale-only (10 + Lines) SUBTOTAL	16,982	2,708	-	-	-	19,690

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 in BellSouth Kentucky Area
 METHOD TWO**

Exhibit VW-4

Kentucky August 2001	Resold Lines		----- Estimated ----- Facilities-based Lines			Total Local Lines
	RES	BUS	RES	BUS	TOTAL	
Method Two GRAND TOTAL -->	18,191	8,639	7,331	43,184	50,515	77,345
			----- Method 2 ESTIMATE -----			

Total Resold -->	26,830
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CLECs Over 10 Lines - August, 2001	62
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FACILITY-BASED CLECs ----->	22
RESALE ONLY CLECs ----->	40

Method 2 ESTIMATE

Kentucky - BELLSOUTH AREA	77,345	
CLEC Share of Access Lines =	77,345	+ 1,218,857
Method 2 ESTIMATE August 2001	=	6.0%