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October 24, 2003

RECEIVED

OCT 24 2003

PUBLIC SERVICE
COMMISSION

Mr. Thomas M. Dorman
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602

Re: Review of Federal Communications Commission's Triennial Review Order
Regarding Unbundling Requirements for Individual Network Elements
PSC 2003-00379

Dear Mr. Dorman:

Enclosed is BellSouth Telecommunications, Inc.'s ("BellSouth") Petition confirming BellSouth's intention to seek to overcome the national presumption that impairment exists in the markets addressed in this proceeding.

As requested at the October 14, 2003, informal conference, BellSouth also hereby files in this proceeding the September 10, 2003, letter from R. Douglas Lackey, counsel for BellSouth, and Jerry Watts, President of CompSouth, to Chairman Martin J. Huelsmann, Vice Chairman Gary W. Gillis, Commissioner Robert E. Spurlin, and Executive Director Thomas M. Dorman as a part of the record in this case. BellSouth and the CLEC coalition (CompSouth¹) have attempted to negotiate and have agreed upon proposals regarding some of the logistical and scheduling matters in an effort to avoid unnecessary conflicts between the commissions in BellSouth's nine state region and other proceedings in which CompSouth members may be involved. BellSouth also has confirmed that there appears to be no objection if this Commission chooses to select the hearing dates, April 26-28, 2004, previously scheduled for Mississippi, as state eight, in the schedule originally developed in this process.

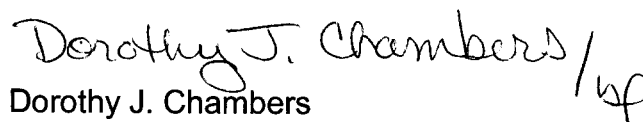
¹ CompSouth members include: ITC DeltaCom; MCI; Business Telecom Inc.; NewSouth Communications Corp.; AT&T; Nuvox Communications Inc.; Access Integrated Networks, Inc.; Birch Telecom; Talk America; Cinergy Communications Company; Z-Tel Communications; Network Telephone Corp.; Momentum Business Solutions; Covad; KMC Telecom; IDS Telecom and Xspedius Corp.

Mr. Thomas M. Dorman
October 24, 2003
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BellSouth also wishes to provide to the Commission and the parties a copy of the Telecom Regulatory Note, which are notes that were taken at the Triennial task force meeting of the Triennial Review Implementation Process Task Force ("TRIP"), which met in Washington, D.C., on Friday, October 10, 2003. Those notes were taken by Anna-Maria Kovacs with Regulatory Source Associates, LLC. At the Commission's October 14, 2003, informal conference, there was a discussion of whether discovery requests initially should go to non-ILECs. This issue was addressed, as Staff noted, at the October 10, 2003, TRIP meeting in Washington, D.C. The minutes of Regulatory Source Associates states, "[t]here was agreement that a short list of data-intensive questions might be sent to a large universe of companies [including even those companies that are not normally under the jurisdiction of the state, such as wireless, VoIP and cable] to determine a subset that needs to be asked further questions". Page 2, bullet point 3. This approach is consistent with BellSouth's October 10, 2003, motion to add all telecommunications carriers, including interexchange carriers, at least for the purposes for discovery, in BellSouth's motion to alter the procedural schedule filed October 10, 2003.

An original and four (4) copies of BellSouth's Petition confirming BellSouth's intention to seek to overcome the national presumption that impairment exists in the markets addressed in this proceeding, the September 10, 2003, letter referenced above, and the Telecom Regulatory Note prepared by Regulatory Source Associates, LLC of the October 10, 2003, Washington, D.C., TRIP meeting are enclosed.

Very truly yours,


Dorothy J. Chambers

cc: Parties of Record

Enclosures

509416

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

REVIEW OF FEDERAL COMMUNICATIONS)	
COMMISSION'S TRIENNIAL REVIEW ORDER)	CASE NO.
REGARDING UNBUNDLING REQUIREMENTS)	2003-00379
FOR INDIVIDUAL NETWORK ELEMENTS)	

PETITION OF BELL SOUTH TELECOMMUNICATIONS, INC.
TO OVERCOME PRESUMPTION OF IMPAIRMENT

Comes BellSouth Telecommunications, Inc. ("BellSouth"), by counsel, and hereby petitions the Kentucky Public Service Commission as follows:

1. The Federal Communications Commission ("FCC") released its Triennial Review Section 251 Unbundling Obligations of ILECs effective October 2, 2003.¹ In that order the FCC delegated certain tasks to the individual state commissions, primarily relating to the FCC's national finding of impairment for certain unbundled network elements.

2. In response to the FCC's order, on October 2, 2003, the Kentucky Public Service Commission issued an order initiating this proceeding and establishing an initial procedural schedule. The Commission gave notice of the proceeding to all incumbent local exchange carriers, all competitive local exchange carriers, all wireless providers, the Attorney General of the Commonwealth of Kentucky, and the Kentucky Cable

¹ Review of Section 251 Unbundling Obligations of Incumbent Local Exchange Carriers, Report and Order and Order on Remand, CC Docket No. 01-00338, Rel. August 21, 2003.

Telecommunications Association. The Commission's October 2, 2003, Order provided that persons who were served with the order and wished to become parties were to send written notice of intervention to the Commission within ten days of the order. The Commission also set a date for initial data requests to incumbent local exchange carriers ("ILECs") and date for responses. The October 2, 2003, Order also set an informal conference for October 14, 2003. The Commission's October 2, 2003, Order, stated that BellSouth Telecommunications as well as Kentucky Alltel, Inc., and Cincinnati Bell Telephone Company had until October 24, 2003, to file petitions seeking to overcome the national presumption that impairment exists in the markets addressed in this proceeding.

3. Pursuant to the Commission's October 2, 2003, Order, a number of parties have filed motions for intervention. Parties also have filed requests for production of documents and first sets of discovery. On October 10, 2003, BellSouth filed a motion requesting the Commission to make certain modifications to the procedural schedule, including adding additional entities, such as IXCs, local governments, and other utilities that provide telecommunications services, at least for the limited purpose of discovery. BellSouth also filed its first set of interrogatories and first set of production requests.

4. In its order the FCC established both "triggers" and alternate methods that the state commissions should examine in order to determine whether CLECs were impaired in the absence of unbundled switching, as well as with regard to high capacity loops and transport. On information and belief, BellSouth concludes that if the Commission conducts proceedings pursuant to the FCC order, the Commission will be

presented with evidence that demonstrates that CLECs are not impaired with regard to switching in various parts of the state, and that there are specific routes where CLECs will not be impaired in the absence of unbundled loops or transport. Discovery and further inquiries are necessary in order to substantiate these conclusions. However, pursuant to this Commission's October 2, 2003 Order, BellSouth hereby respectfully petitions the Commission to investigate and determine that the national presumption regarding impairment in the markets addressed in the proceeding have been overcome by the evidence which will be presented in this record in the specific market areas that will be identified in this proceeding.

Respectfully submitted,



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COUNSEL FOR BELL SOUTH
TELECOMMUNICATIONS, INC.

September 10, 2003 Letter
From R. Douglas Lackey, Counsel for BellSouth, and
Jerry Watts, President of CompSouth, to
Chairman Martin J. Huelsmann,
Vice Chairman Gary W. Gillis,
Commissioner Robert E. Spurlin, and
Executive Director Thomas M. Dorman

September 10, 2003

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Vice Chairman
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Thomas M. Dorman
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
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Frankfort, KY 40602

RE: State Triennial Proceedings

Dear Chairman Huelsmann, Vice Chairman Gillis, Commissioner Spurlin, and Mr. Dorman:

The purpose of this letter is to supplement the presentation made by representatives of BellSouth and CompSouth¹ during the SEARUC breakfast in Denver. At that time, BellSouth and CompSouth reported that we were in discussions in an attempt to arrive at a region-wide

¹ CompSouth members include: ITC DeltaCom; MCI; Business Telecom Inc.; NewSouth Communications Corp.; AT&T; Nuvox Communications Inc.; Access Integrated Networks, Inc.; Birch Telecom; Talk America; Cinergy Communications Company; Z-Tel Communications; Network Telephone Corp.; Momentum Business Solutions; Covad; KMC Telecom; IDS Telcom and Xspedius Corp.

Martin J. Huelsmann, Chairman
Gary W. Gillis, CPA/Vice Chairman
Robert E. Spurlin, Commissioner
Thomas M. Dorman, Executive Director
September 10, 2003
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proposal for the scheduling and conduct of the state proceedings that have been required by the FCC's recent Triennial Review Order ("TRO"). As you know, the FCC's TRO requires the states to conduct and conclude certain proceedings within the next nine months. Because every state will have to engage in this process simultaneously, there has been considerable concern about avoiding scheduling and other potential conflicts among the various state proceedings in the BellSouth region, since these cases will often involve the same parties, issues, and witnesses.

We are pleased to report that BellSouth and CompSouth have developed a proposal that we believe will allow these state proceedings to occur in a manner that will avoid the inevitable conflicts that would occur if every state proceeded independently. The attached spreadsheet lays out our proposal in the form of a schedule that sets out dates for the filing of testimony, holding hearings, the filing of post-hearing briefs, and the presentation of oral arguments. If this proposal is adopted by all of the states in the BellSouth region, we should be able to avoid any major conflicts in scheduling among the states.

You will note that the schedule does not identify the order in which the states would proceed. While we do not intend to be presumptuous, and we understand fully that each state establishes its own calendar, based on what we understood the sentiments to be in Denver, we suggest that Florida and Georgia should be the first two states, followed by North Carolina, Tennessee, Alabama, South Carolina, Louisiana, Mississippi, and Kentucky. We understood that the order of the first three states and the last two were discussed in Denver. We arranged the middle four states in a manner that would minimize travel between the states, as we have proposed hearings to run week after week, with no real break for the participants.

As you will note, our proposal envisions lengthier hearings in the initial states and stages of these proceedings based on our experience that has shown that multistate hearings generally take longer during the first hearings than during later hearings. This is because in multi-state proceedings, the parties often find that they can enter into agreements to stipulate testimony and records in the latter states and stages of the proceedings, which tends to shorten the needed hearing dates and time necessary to conduct the proceedings. As the hearings in the latter states and stages become more truncated as a result of these stipulations, however, the need for the parties to be able to present oral argument to summarize the stipulated record increases in importance.

We also propose that these state proceedings be conducted either in two separate dockets, or one docket with two sub-dockets in each state for the reasons described below.

Essentially these state proceedings, which are required to be conducted in nine months, are going to be concerned with discharging the Commission's responsibilities in implementing the unbundling requirements of Rule 51.319 in determining principally (1) the continued availability of unbundled local switching for the mass market (the "UNE-P case"), and (2) the

Martin J. Huelsmann, Chairman
Gary W. Gillis, CPA/Vice Chairman
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continued availability of unbundled high capacity transport on certain routes and unbundled high capacity loops at certain locations (the High Capacity Loop Transport case). The FCC has provided an analytical framework and specific triggers for each of these determinations and cases. We have determined that some CLECs have an interest in the UNE-P portion of the case but not the High Capacity Loop Transport portion of the case, and vice versa. Given this, together with the fact that the data to be analyzed in the two situations are completely separate, there will be a need to create a different record for each portion of the case.

Furthermore, it appears that the issues raised by the High Capacity Loop Transport portion of the case will be much more fact specific, dealing with individual route- and location specific facilities. Given that the Commission must conduct and complete these proceedings in nine months, our schedule proposes that the hearings be bifurcated for each specific case/subject matter, with the High Capacity Loop Transport portion of the case to follow immediately after the conclusion of the UNE-P portion of the case. In addition, given the different nature of the UNE-P and High Capacity Loop Transport portions of the case, the schedule proposes that there will be three rounds of testimony (Direct, Rebuttal and Surrebuttal) for the UNE-P portion of the case, and two rounds of testimony (Direct and Rebuttal) for the High Capacity Loop and Transport portion of the case. As you will see from the attached schedule, the Direct testimony in the High Capacity Loop Transport portion of the case is to be filed at the same time as the Rebuttal testimony in the UNE-P portion of the case, and the Rebuttal testimony in the High Capacity Loop Transport portion of the case is to be filed at the same time as the Surrebuttal testimony in the UNE-P portion of the case.

We have also proposed that Week 32 (the week of May 10, 2004) be reserved across the region for "overflow" hearings. We anticipate that these "overflow" hearings could be necessitated by (1) the need to conclude the High Capacity Loop Transport portion of the case in any particular state or (2) the presentation of evidence concerning the potential deployment of certain high capacity loops and transport where the wholesale and self-provider triggers are not satisfied. (See Rules 51.319 (a)(5)(ii); 51.319 (a)(6)(ii); 51.319 (e)(2)(ii); and 51.319 (e)(3)(ii)). Until the completion of discovery, BellSouth cannot determine whether it will elect to present evidence concerning the "potential deployment" of certain high capacity loops and transport pursuant to these rules, but if it does, the parties anticipate that the time afforded by the period set aside for the "overflow" hearings may be necessary. The parties hope that the time scheduled for hearings in each state will accommodate all of these needs in the first instance, but should that not be the case, BellSouth and CompSouth believe it would be prudent to set aside time now for these "overflow" hearings. BellSouth has committed to notify the parties as soon as it makes a determination about how it intends to proceed in the High Capacity Loop Transport portion of the case with regard to presenting evidence on the potential, as opposed to actual, deployment of facilities under the FCC's rules. BellSouth anticipates making that decision very soon after the completion of discovery in these proceedings.

Martin J. Huelsmann, Chairman
Gary W. Gillis, CPA/Vice Chairman
Robert E. Spurlin, Commissioner
Thomas M. Dorman, Executive Director
September 10, 2003
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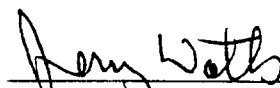
We are also able to report to the Commission that neither BellSouth nor CompSouth, on behalf of its members, intends to request that the Commission conduct a 90-day case regarding access to unbundled local switching for DS1 and above loops. (See Rule 51.319 (d)(3)(i)). However, if another party requests that the Commission conduct such a review, BellSouth and CompSouth, on behalf of its members, reserve the right to participate in such a proceeding.

In addition to the attached proposed schedule for the 9 months following the October 2nd effective date of the TRO, we are also working on, and have substantially completed, an agreement that deals with how region-wide discovery will be conducted; how the parties to these proceedings will serve each other with discovery, testimony, and other pleadings; and how region-wide confidentiality agreements will be handled. Because of the number of parties expected to participate and the short time in which these proceedings will have to conclude, we anticipate agreeing upon shortened discovery periods and electronic, rather than paper, service of everything we file in these proceedings, at least to the extent possible. If the schedule we propose is acceptable to the Commission, we will follow up with our proposal regarding these matters in short order.

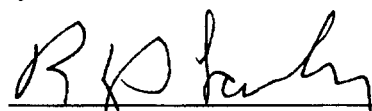
In conclusion, let us reiterate that in making this proposal, we do not intend to compromise this Commission's authority in these matters. Rather, we are merely offering a proposal that we believe will facilitate the conduct and resolution of the proceedings that the FCC's TRO has delegated to the 9 state Commissions in the BellSouth region. We recognize that this proposed schedule leaves some matters open, such as pre-hearing and issue identification conferences if they are required. However, we believe that the proposed schedule captures all of the major activities that will be required. Consequently, we respectfully request that you treat this letter as a request to the Commission to open generic proceedings to address these issues and that the Commission adopt the schedule that we have proposed.

We are available to discuss this proposal either individually with each state Commission or collectively with the SEARUC Commissions.

Sincerely,



CompSouth
Jerry Watts, President
By ROL w/EP



BellSouth Telecommunications, Inc.
R. Douglas Lackey
Sr. Corporate Counsel-Regulatory

Attachment

Week beginning	Week	State 1	State 2	State 3	State 4	State 5	State 6	State 7	State 8	State 9
6-Oct	1									
13-Oct	2									
20-Oct	3									
27-Oct	4									
3-Nov	5									
10-Nov	6									
17-Nov	7									
24-Nov	8									
1-Dec	9									
8-Dec	10									
15-Dec	11	Direct (F)	Direct (Tu)							
22-Dec	12									
28-Dec	13									
5-Jan	14			Direct (Th)						
12-Jan	15			Direct (Th)	Direct (F)					
19-Jan	16	Reb/Dir (F)				Direct (Tu)	Direct (Th)			
26-Jan	17		Reb/Dir (F)							
2-Feb	18						Direct (F)			
9-Feb	19	Surreb/Reb (F)						Direct (W)		
16-Feb	20		Surreb/Reb (W)	Reb/Dir (F)					Direct (Tu)	
23-Feb	21	Hearings (M-F)								
1-Mar	22	Hearings (M-W)								
8-Mar	23		Hearings (M-F)	Surreb/Reb (W)						
15-Mar	24		Hearings (M-W)							
22-Mar	25	Direct brief (Tu)								
29-Mar	26	Reb/Dir (F)								
5-Apr	27		Direct brief (Tu)							
12-Apr	28	Reb/Dir (F)								
19-Apr	29		Reb/Dir (F)							
26-Apr	30									
3-May	31		Reb/Dir (F)							
10-May	32	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings	Reserve for Overflow hearings
17-May	33	Oral Arguments (M)	Oral Arguments (Tu)	Oral Arguments (W)	Oral Arguments (Th)	Oral Arguments (F)	Oral Arguments (Sa)	Oral Arguments (Su)	Oral Arguments (M)	Oral Arguments (Tu)
24-May	34									
31-May	35									
7-Jun	36									
14-Jun	37									
21-Jun	38									
28-Jun	39	Decision	Decision	Decision	Decision	Decision	Decision	Decision	Decision	Decision

Notes

Yellow shading indicates Holiday weeks

First round of testimony presents direct case on switching impairment

Second round of testimony presents rebuttal case on switching impairment and separate testimony for direct case on hi-cap loop and transport impairment

Third round of testimony presents surrebutal case on switching impairment and separate testimony for rebuttal case on hi-cap loop and transport impairment

Telecom Regulatory Note

Regulatory Source Associates, LLC

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October 13, 2003

TELECOM REGULATORY NOTE

Triennial task force meeting

- The Triennial Review Implementation Process task force (TRIP) met in D.C. on Friday October 10th to share information, hear industry views, and help determine further steps that both the task force and individual states might take to facilitate the states' nine-month reviews of mass-market switching, as well as of high-capacity loop and transport. The session focused on process, not on conclusions.
- It is clear that the states must manage two simultaneous processes: establishing a batch-cut process (unless they determine that no such process is needed), and working through the nine-month proceedings with regard to mass-market switching and high-capacity loop and transport.
- There was debate about how a state goes about defining the relevant geographic market. The consensus seemed to be that it is up to the ILEC to initially define the market in which it believes it should be relieved from unbundling obligations, but that the state can choose to define the market differently once it has examined all the evidence presented by the ILEC and the CLECs. In other words, the relevant market is where there is no impairment.
- There was debate about the relationship of the physical location of the trigger switches vis a vis the market they serve. Valor pointed out that Cox (COX-\$32) serves Tulsa with a switch in Oklahoma City, and that the definition must take into account the market served by a switch, not the one where the switch is physically located.
- There was debate about whether the state needs to decide the market definition before all evidence is entered (the ILEC view) or whether it needs to look at the evidence before deciding the market (CLEC view). As far as we can tell, this chicken and egg question is still unresolved in the minds of most state commissions. One exception is Connecticut, which has already made its market definition, determining that the relevant geography is the wire center.

- There was debate about the role of intermodal competition, specifically wireless and voice-over-IP (VoIP). The CLECs believe the Triennial excludes both, the ILECs believe these cannot be ignored. Valor, for example, argues that if wireless is eligible for universal service support, it should qualify as a competitor for the Triennial's trigger analysis. In other words, the question becomes how perfect a substitute a competitor must be for it to count towards the Triennial's trigger analysis.
- There was debate about whether the states are expected to go beyond the trigger analysis (i.e. three switches serving end-users or two wholesale providers serving other CLECs in the relevant market) to the economic and operational analysis, if the triggers are met. Some argued that the triggers are automatic, others that if they are met but a state believes there are mitigating circumstances then the state must ask the FCC for a waiver to base its decision on the other factors.
- There were questions about how extensive the discovery process should be, and particularly how much should be required of companies that are not normally under the jurisdiction of the state (e.g. wireless, VoIP, cable). There was agreement that a short list of data-intensive questions might be sent to a large universe of companies to determine a subset that needs to be asked further questions.
- ILECs that are not currently providing UNEP or who do not seek relief for other reasons can tell the relevant state commission that they will not be filing a mass-market switching case.
- There was debate about what happens if a state does not finish its proceeding in nine months. It was indicated that the burden would be on the aggrieved party to take the case to the FCC, and that it was not likely that would happen if the state were close to concluding its proceeding.
- There was debate over what happens after the nine months are over and these cases are resolved. Do states have the right to say that they will not do another look for a certain period of time? If so, should it be short (e.g., six months) or longer (e.g. two years)?
- There were questions about how the creation of a batch-cut process interfaces with the initial nine-month process and with subsequent reviews, particularly if such reviews are foreclosed for a time.
- There was discussion of what the batch-cut process should cover. According to Covad (COVD-\$5), California has ruled that line-splitting must be covered by the

process. MCI (WCOEQ-\$0.06) noted that New York is considering whether the process should cover CLEC to CLEC as well as UNEP to UNEL transfers.

- There was discussion of various business-case models that states might use in looking at the feasibility of competitive entry. There seemed to be agreement that the battle will be over a handful of key inputs, regardless of the specific model being used.
- With regard to high-capacity loop and transport, there is no issue of market definition because the routes are very specific.
- The issue of discovery arises again, with the ILECs claiming that they cannot know buildings served by CLECs off CLEC fiber rings. The consensus seems to be that ILECs should generate lists of buildings and routes where they believe there is no impairment (as SBC (SBC-\$22) has done in Illinois), but that they can explore beyond those via discovery, ideally with fairly short and data-specific questionnaires (at least initially).
- There was discussion about whether the ILECs would bring only trigger cases at this point or “potential competition” cases as well. The ILEC view seemed somewhat divided on that, with BellSouth (BLS-\$24) not foreclosing the idea of bringing “potential competition” cases now, especially in states that decide to have a long “quiet period” after the initial proceedings.

Regulatory Source Associates LLC does no investment banking business, does not make a market in any securities, does not beneficially own any securities, provides no coverage, valuation, rating or recommendation with respect to individual stocks, and its analysts own no individual stocks of companies named herein.

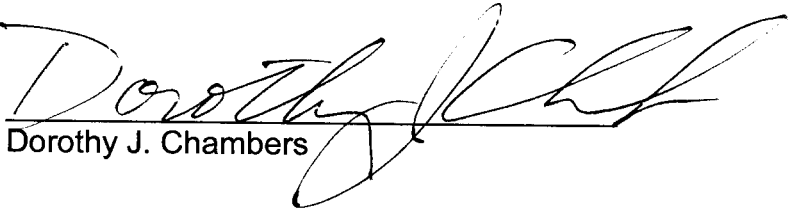
This Note was prepared by Anna-Maria Kovacs, who attests that (i) all of the views expressed in this note accurately reflect her personal views about any and all securities or issuers mentioned herein and (ii) that her compensation is based solely on the provision of this Note and consulting related thereto and that no part of her compensation was, is or will be directly or indirectly related to any specific recommendation or view expressed herein.

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CERTIFICATE OF SERVICE

It is hereby certified that a true and correct copy of the foregoing was served on the individuals on the attached service list by mailing a copy thereof, this 24th day of October, 2003.


Dorothy J. Chambers

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