

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

JOINT APPLICATION FOR APPROVAL OF)	
THE INDIRECT TRANSFER OF CONTROL)	CASE NO.
RELATING TO THE MERGER OF AT&T INC.)	2006-00136
AND BELLSOUTH CORPORATION)	

JOINT APPLICANTS' SECOND DATA REQUESTS TO
SOUTHEAST TELEPHONE, INC.

DEFINITIONS

1. "BellSouth Telecommunications, Inc." means BellSouth Telecommunications, Inc., and its subsidiaries, their present and former officers, employees, agents, representatives, directors, and all other persons acting or purporting to act on behalf of BellSouth Telecommunications, Inc.

2. "BellSouth Corp." is a Georgia corporation with its headquarters at 1155 Peachtree Street, N.E., Atlanta, Georgia 30309-3610.

3. "AT&T" means AT&T Inc., a Delaware corporation with its headquarters at 175 East Houston Street, San Antonio, Texas 78205-2233.

4. The terms "you" and "your" refer to SouthEast Telephone, Inc..

5. "SouthEast" means SouthEast Telephone, Inc., and its subsidiaries, their present and former officers, employees, agents, directors, and all other persons acting or purporting to act on behalf of SouthEast.

6. The term "person" means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.

7. "And" and "or" as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

8. The singular as used herein shall include the plural, and vice versa, and the masculine gender shall include the feminine and the neuter.

9. "Identify" or "identifying" or "identification" when used in reference to a natural person means to state:

- a) the full legal name of the person;
- b) the name, title and employer of the person at the time in question;
- c) the present or last known employer of such person;
- d) the present or last known home and business addresses of the person; and
- e) the present home address.

10. "Identify" or "identifying" or "identification" when used in reference to an entity other than a natural entity means to state:

- a) the full name of the entity and any names under which it conducts business;
- b) the present or last known address of the entity; and
- c) the present or last known telephone number of the entity.

11. "Identify" or "identifying" or "identification" when used in reference to a document means to provide with respect to each document requested to be identified by these discovery requests a description of the document that is sufficient for purposes of a request to produce or a subpoena duces tecum, including the following:

- a) the type of document (e.g., letter, memorandum, etc.);

- b) the date of the document;
- c) the title or label of the document;
- d) the Bates number or other identifier used to number the document for use in litigation;
- e) the identity of the originator;
- f) the identity of each person to whom it was sent;
- g) the identity of each person to whom a copy or copies were sent;
- h) a summary of the contents of the document;
- i) the name and last known address of each person who presently has possession, custody or control of the document; and
- j) if any such document was, but is no longer, in your possession, custody or control or is no longer in existence, state whether it: (1) is missing or lost; (2) has been destroyed; or (3) has been transferred voluntarily or involuntarily, and, if so, state the circumstances surrounding the authorization for each such disposition and the date of such disposition.

12. "Identify," "identifying" or "identity" when used in reference to a communication means to state the date of the communication, whether the communication was written or oral, the identity of all parties and witnesses to the communication, the substance of what was said and/or transpired and, if written, the identity of the document(s) containing or referring to the communication.

GENERAL INSTRUCTIONS

1. If you contend that any response to any Data Request may be withheld under the attorney-client privilege, the attorney work product doctrine or any other privilege or basis,

please state the following with respect to each such response in order to explain the basis for the claim of privilege and to permit adjudication of the propriety of that claim:

- a) the privilege asserted and its basis;
- b) the nature of the information withheld; and
- c) the subject matter of the document, except to the extent that you claim it is privileged.

2. These discovery requests are to be answered with reference to all information in your possession, custody or control or reasonably available to you. These discovery requests are intended to include requests for information, which is physically within your possession, custody or control as well as in the possession, custody or control of your agents, attorneys, or other third parties from which such documents may be obtained.

3. If any Interrogatory cannot be answered in full, answer to the extent possible and specify the reasons for your inability to answer fully.

4. These Interrogatories are continuing in nature and require supplemental responses should information unknown to you at the time you serve your responses to these interrogatories subsequently become known.

5. For each Interrogatory, provide the name of the company witness(es) or employee(s) responsible for compiling and providing the information contained in each answer.

SECOND DATA REQUESTS

1. State with specificity each of the ways you contend that “BellSouth and AT&T currently have the ... ability to discriminate against competitors in the provision of local services...” *Responses of South East Tel, Request 11.*

2. State with specificity each way in which you contend that the Joint Applicants' alleged abilities to discriminate against competitors in the provision of local services will "increase as a result of the proposed merger." *Responses of South East Tel, Request 11.*

3. State with specificity each "tool[]" you contend the Joint Applicants will obtain as a result of the merger that you allege will "enhance their ability to discriminate." *Responses of South East Tel, Request 11.*

4. In light of the continued applicability of section 251 obligations post-merger, state with specificity each way in which you contend that the post-merger company could "increase prices for local facilities." *Responses of South East Tel, Request 11.*

5. Set forth each and every fact that supports your contention that the proposed merger will deter competition in Kentucky's rural markets. *Responses of South East Tel, Request 11.*

6. Do you agree that the Kentucky Commission will continue to regulate the prices of wholesale facilities used by those "rural customers and rural competitors that will be, in whole or in part, reliant upon the network owned and/or controlled by the Joint Applicants to provide competitive services to rural Kentucky residents." *Responses of South East Tel, Request 13.*

7. Do you agree that the proposed merger will not change the Commission's authority to regulate the BellSouth and AT&T operating subsidiaries subject to the Commission's jurisdiction?

8. If your response to Request No. 7 is anything other than an unqualified yes, state with specificity each fact that supports your response.

9. Do you agree that the proposed merger will not change BellSouth Telecommunications, Inc.'s obligations under Section 251 of the Telecommunications Act of 1996?

10. If your response to Request No. 9 is anything other than an unqualified yes, state with specificity each fact that supports your response.

11. Do you agree that the proposed merger will not change the Commission's authority under Section 252 of the Telecommunications Act of 1996 to arbitrate and enforce interconnection agreements?

12. If your response to Request No. 11 is anything other than an unqualified yes, state with specificity each fact that supports your response.

Respectfully submitted this the 24th day of May 2006.

FOR BELLSOUTH CORPORATION,
BELLSOUTH
TELECOMMUNICATIONS, INC.
AND BELLSOUTH LONG
DISTANCE, INC.

FOR AT&T, INC.

/s/ _____
Creighton E. Mershon, Sr.
Cheryl R. Winn
601 W. Chestnut Street
Room 407
Louisville, KY 40203
(502) 582-1475 (Telephone)
(502) 582-1573 (Facsimile)
Creighton.mershon@bellsouth.com
Cheryl.Winn@bellsouth.com

/s/ _____
Holland N. ("Quint") McTyeire, V
Greenebaum Doll & McDonald PLLC
3500 National City Tower
Louisville, KY 40202
(502) 587-3672 (Telephone)
(502) 540-2223 (Facsimile)
hnm@gdm.com

James G. Harralson
Lisa S. Foshee
675 West Peachtree Street, N.E.
Suite 4300
Atlanta, GA 30375
(404) 335-0750 (Telephone)
Lisa.Foshee@bellsouth.com

Wayne Watts
Martin E. Grambow
D. Randall Johnson
David Eppsteiner
AT&T Inc.
175 E. Houston
San Antonio, TX 78205-2233
(214) 464-3620 (Telephone)
eppsteiner@att.com

Sean A. Lev
Kellogg, Huber, Hansen, Todd,
Evans & Figel, PLLC
1615 M Street, N.W., Suite 400
Washington, DC 20036
(202) 326-7975 (Telephone)
(202) 326-7999 (Facsimile)
slev@khhte.com

635087