

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' DATA REQUESTS TO XSPEDIUS MANAGEMENT COMPANY
SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT COMPANY OF
LOUISVILLE, LLC

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 Xspedius Management Company Switched Services LLC and Xspedius Management Company of Louisville, LLC.

5. "Xspedius" means Xspedius Management Company Switched Services LLC and Xspedius Management Company of Louisville, LLC, and its subsidiaries, their present and former officers, employees, agents, directors, and all other persons acting or purporting to act on behalf of Xspedius.

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 a person other than a natural person means to state:

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

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.

DATA REQUESTS

1. Does Xspedius agree that, post-merger, AT&T Inc., through its indirect subsidiary BellSouth Telecommunications, Inc., will have the financial ability to provide reasonable service in Kentucky pursuant to KRS 278.020(5)?
2. If the response to Request No. 1 is anything other than an unqualified “yes,” state with specificity each and every fact that supports Xspedius’ response.
3. Does Xspedius agree that, post-merger, AT&T Inc., through its indirect subsidiary BellSouth Telecommunications, Inc., will have the technical ability to provide reasonable service in Kentucky pursuant to KRS 278.020(5)?
4. If the response to Request No. 3 is anything other than an unqualified “yes,” state with specificity each and every fact that supports Xspedius’ response.
5. Does Xspedius agree that, post-merger, AT&T Inc., through its indirect subsidiary BellSouth Telecommunications Inc. will have the managerial ability to provide reasonable service in Kentucky pursuant to KRS 278.020(5)?
6. If the response to Request No. 5 is anything other than an unqualified “yes,” state with specificity each and every fact that supports Xspedius’ response.
7. Does Xspedius agree that the merger of AT&T Inc. and BellSouth Corp. is being made in accordance with the law pursuant to KRS 278.020(6)?
8. If the response to Request No. 7 is anything other than an unqualified “yes,” state with specificity each and every fact that supports Xspedius’ response.
9. Does Xspedius agree that the merger of AT&T Inc. and BellSouth Corp. is being made for a proper purpose pursuant to KRS 278.020(6)?
10. If the response to Request No. 9 is anything other than an unqualified “yes,” state with specificity each and every fact that supports Xspedius’ response.
11. Does Xspedius agree that the merger of AT&T Inc. and BellSouth Corp. is consistent with the public interest pursuant to KRS 278.020(6)?
12. If the response to Request No. 11 is anything other than an unqualified “yes,” state with specificity each and every fact that supports Xspedius’ response.

13. State with specificity all facts and contentions that underlie Xspedius' statement in its Motion to Intervene that "[t]his case involves issues which are directly relevant to the Xspedius entities business and on-going operations." *Motion to Intervene*, paragraph 2.
14. State with specificity all facts that Xspedius expects to "develop...that will assist the Commission in full consideration of the proposed transaction." *Motion to Intervene*, paragraph 3.
15. Does Xspedius agree with Paragraph No. 33 of the Joint Application set forth below:
 33. Nor will the wholesale obligations of BellSouth's operating subsidiaries under interconnection agreements and orders of this Commission be affected by the merger. BellSouth's subsidiaries operating in Kentucky will still be bound to those agreements and orders post-merger closing to the same degree as before the merger, and all performance standards and other regulatory requirements that currently apply to BellSouth operating subsidiaries in Kentucky will be unaffected by the merger.
16. If the response to Request No. 15 is anything other than an unqualified "yes," state with specificity each and every fact that supports Xspedius' response.

Respectfully submitted this the 3rd day of May 2006.

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

FOR AT&T, INC.

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