

**COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION**

In the Matter of:

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

**JOINT APPLICANTS' RESPONSE TO THE MOTION OF XSPEDIUS MANAGEMENT
COMPANY SWITCHED SERVICES, LLC AND XSPEDIUS MANAGEMENT
COMPANY OF LOUISVILLE, LLC FOR AN ENLARGEMENT OF TIME TO FILE
DATA REQUESTS**

This filing is made in response to the motion for Enlargement of Time filed by Xspedius Management Company Switched Services, LLC and Xspedius Management Company of Louisville, LLC (collectively, "Xspedius") on May 2, 2006. While the identical motion filed by NuVox and Covad on April 24 was without sound basis, Xspedius' motion, filed almost a week after the first motion, is egregious. This Commission established its procedural schedule on April 12, 2006, 20 days ago. Thus, Xspedius has had ample time with which to comply with the Commission's schedule. Moreover, Xspedius has intervened in analogous proceedings in other states and thus was fully cognizant of both the transaction and the process.

That being said, the Joint Applicants are once again willing to consent to the enlargement of time for Xspedius solely because (1) the data requests Xspedius seeks to serve are identical to those already served by Covad and NuVox; and (2) Xspedius is not seeking to affect the ultimate date for disposition of this matter. The Joint Applicants' consent to the Xspedius motion should, however, in no way be construed as a waiver of the Joint Applicants' right to object to any other such motions. In fact, the Joint Applicants will strongly oppose any further motions to deviate from the Commission-established schedule.

Respectfully submitted, this the 3rd day of May 2006,

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

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