

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

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

**NUVOX COMMUNICATIONS, INC.'S AND  
DIECA COMMUNICATION, INC. D/B/A  
COVAD COMMUNICATIONS COMPANY'S  
DATA REQUESTS TO THE JOINT APPLICANTS**

Intervenors, NuVox Communications, Inc. ("NuVox") and DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad"), hereby propound the following Data Requests to be answered under oath by an authorized agent of Applicant BellSouth Telecommunications, Inc. ("BellSouth") and/or Applicant AT&T Inc., ("AT&T") (hereinafter "Joint Applicants").

**DEFINITIONS**

Unless a specific request indicates otherwise, the following definitions are applicable in providing the requested information:

1. "BellSouth" means BellSouth Telecommunications, Inc., and its subsidiaries and affiliates, including agents, servants, attorneys, investigators, employees, ex-employees, other representatives, individuals providing declarations or testimony on behalf of Joint Applicants, and others who are in possession of, or who may have obtained information for or on behalf of, any of the above-mentioned persons or entities.

2. "AT&T" means AT&T Inc., and its subsidiaries and affiliates including agents, servants, attorneys, investigators, employees, ex-employees, other representatives, individuals providing declarations or testimony on behalf of AT&T, and others who are in possession of, or who may have obtained information for or on behalf of, any of the above-mentioned persons or entities.

3. "Joint Applicants" refers to AT&T and BellSouth collectively; or individually if the requested information is held by only one applicant.

4. "You," "your" or "your organization" means Applicants and includes every person and/or entity acting with or on behalf of the person or entity to whom the Data Requests are directed, including, without limitation, all parent, subsidiary, affiliate, and other corporations of Applicants.

5. "Commission" refers to the Kentucky Public Service Commission.

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. "Data" means, without limitation, all documents and all other information, however produced or reproduced, whether or not privileged, responsive to a Data Request and includes the information provided by Applicants in response to the Data Requests of other parties to this proceeding.

10. "Identify," "identity" or "identification," when used in reference to a document, means to state the type of document (*e.g.*, computer stored information, microfilm, letter, memorandum, policy

circular, minute book, telegram, chart, *etc.*), or some other means of identifying it, its present location and custodian, a description and the date on which it was made, prepared or received. The term "identify" when used with respect to an individual means to state the person's full name, present position and business affiliation, the current business address and telephone number, or if not known, the person's current home address and telephone number (if unknown, then last known address and telephone number). The term "identify" when used with respect to a business entity or with respect to a telecommunications facility, building or location means to furnish the name and address of the business entity or the telecommunications facility, building or location, as requested herein. The term "list" means to "identify" as defined herein.

#### INSTRUCTIONS

1. If any document is withheld on the ground of privilege, please produce a log setting forth the date of the document, the author(s), the recipient(s), a summary of the document generally describing its contents, the basis for the privilege asserted, and such additional information as is necessary to demonstrate the privileged nature of the document.
2. Identify each person providing information used in answering each Data Request. Such information shall include the full name, present business address, occupation title, employer and organization for each such person. Please also indicate the information provided by each identified person.
3. These Data Requests shall be deemed to be continuing in nature so as to require supplementary answers to the requests and further production of documents if you obtain additional information or documents between the initial production or response and the time of hearing.

4. Where the response includes documents that are available in both paper form and electronic form, please provide both forms unless otherwise indicated in a specific request, and provide a complete copy of all electronic versions in their entirety on Microsoft Windows-based CD ROM in an executable format. Do not provide output and results created using electronic means (word processing, spreadsheets, etc.) in the form of a non-executable image file (PDF, TIF, etc.) When the request calls for data and that data is maintained in a database, please identify the database, all extracts from the database used in the response and documentation that explains the meaning of the data (*i.e.*, documentation that describes the meaning of the various fields in the database, all acronyms used, *etc.*).

5. If any material or information is redacted from a document, please so indicate on the document and in your written response. Please produce a log identifying the document, generally describing the redacted material, providing the basis for the privilege asserted, and providing such additional information as is necessary to demonstrate the privileged nature of the redacted material.

6. If Joint Applicants dispute or object to the scope of any request, please provide a response to all portions of the request that are undisputed on the date requested.

7. If Joint Applicants have data that is partially responsive to a request, but are unable to supply a complete response or unable to supply a response in the specific format requested, Joint Applicants should supply the data that is available and an explanation concerning the portions of the requested data not available.

#### DATA REQUESTS

1. On an ongoing basis, please provide NuVox and Covad with a copy of Joint Applicants' responses to all data requests submitted by other parties in this proceeding.

2. Please provide in electronic spreadsheet form (Excel) each telecommunications facility that AT&T provides to any Commission-certified competitive local exchange carrier ("CLEC") in

BellSouth's Kentucky service area and identify each such CLEC separately using a numerical or other coded designation assigned to the entity by AT&T. Separately identify the geographic location (*i.e.* the end termination points of a transport facility) of each such facility and separately identify each such facility as:

- a. A "transport" facility between two BellSouth wire centers, identified by CLLI code;
- b. Any facility between an AT&T network node and point of presence (POP); and
- c. Any "loop" facility, *i.e.*, a facility that terminates at one end at a location of an end user customer of the CLEC.

3. For each facility listed in response to Data Request No. 2 above, indicate whether the facility is owned by AT&T (or its affiliate), leased by AT&T from an entity other than BellSouth, or leased from BellSouth. If leased from BellSouth, indicate whether the facility is leased as special access or as a UNE.

4. Please list each individual entity that connects to AT&T's Internet backbone facilities at one or more locations in BellSouth's Kentucky service territory and identify the location(s) where each connection occurs. In addition, identify each such entity separately using a numerical or other coded designation assigned by AT&T.

5. Please provide a listing of each wire center in Kentucky in which AT&T is a fiber based collocator.

6. Please provide, for each wire center in Kentucky, the number of "business lines" attributable to AT&T claimed by BellSouth in business line count in Case No. 2004-00427.

7. Please provide all documents that have been created by, without limitation, any executives, managers, directors, staff or other personnel or agents of AT&T that are or were involved, whether directly or indirectly, in the consideration, analysis, planning, implementation, design or any other facets of the proposed merger between the Joint Applicants, from and after January 2006 and continuing until the present time, which in any way discuss or refer to the effect or possible effect of the proposed merger on any interconnection agreements, contracts, BellSouth Carrier Notifications or other documents affecting interconnection and any other relations, contractual or otherwise, between BellSouth and AT&T, between AT&T and any CLEC operating in Kentucky and between BellSouth and any CLEC operating in Kentucky.

8. Provide a list in the form of an Excel or other editable electronic spreadsheet of each fiber optic wireline telecommunications facility owned by AT&T that both originates and terminates telecommunications in BellSouth's Kentucky service territory, and provide:

- a. The location of each end point of termination of each such facility; and
- b. The capacity of each facility, on an end to end basis.

9. As part of the spreadsheet referenced in Data Request No. 8 above, identify and classify each point of termination served by the wireline telecommunications facility listed in response thereto. Classify each such point of termination and provide its geographic location as:

- a. An AT&T point of presence (POP);
- b. Another non-ILEC POP within BellSouth's Kentucky service territory;
- c. A BellSouth - Kentucky wire center;
- d. Another ILEC wire center;
- e. A place known to contain one or more Internet Service Providers ("ISPs");
- f. A location known to contain one or more entities that are not a carrier certified in Kentucky or an ISP (note the same location on the list for both this and the preceding category), or
- g. Each termination, if any, not covered by one of the above categories.

10. Provide a list of each alternative provider[s] of special access services that currently serve the areas covered by AT&T's network showing the specific areas defined as:

- a. Each area corresponding to the on-net service territory of facilities owned by AT&T or one of its affiliates; and
- b. Each area corresponding to the service area of each BellSouth Kentucky wire center where at least one such alternative provider currently provides a special access service.

11. Provide a listing of all providers of transport service (other than BellSouth) from which AT&T leases transport capacity in Kentucky. Identify the number of analog, DS1, DS3 and OC-level transport facilities AT&T leases by corresponding BellSouth wire center. (If AT&T is unable to determine the corresponding wire center, provide the information requested by city).

12. Provide a listing of all providers of loop facilities (other than BellSouth) from which AT&T leases loop capacity in Kentucky. Identify the number of analog, DS1, DS3 and OC-level loop

facilities AT&T leases by corresponding BellSouth wire center. (If AT&T is unable to determine the corresponding wire center, provide the information requested by city).

13. Provide a copy of the current contract/agreement under which AT&T leases special access service (interstate and intrastate) from BellSouth.

14. Please set forth the number of Cingular subscribers, by year, since 2000: (a) in Kentucky; (b) in BellSouth's footprint in Kentucky; (c) in BellSouth's 9-state region; (d) in AT&T's footprint in legacy SBC's 13-state region and (e) nationwide.

15. State whether BellSouth considers AT&T an actual or potential competitor in the mass market in Kentucky. If the answer is no, please provide a full explanation.

16. State whether BellSouth considers AT&T an actual or potential competitor in the business market in Kentucky. If the answer is no, please provide a full explanation.

17. Please provide copies of all internal memos and documents produced or amended in the last two (2) years that evaluate the nature and extent of competition in various product markets in Kentucky.

18. Please state whether AT&T continues to provision new orders for long distance service to residential customers in Kentucky.

19. Provide the number of new residential customers provisioned by AT&T in Kentucky since it closed its merger with SBC.

20. Please state whether AT&T continues to provision new orders for long distance service to business customers in Kentucky.

21. Provide the number of new long distance business lines provisioned by AT&T to business customers in Kentucky since AT&T closed its merger with SBC.

22. Please state how many local customers, residential and business, AT&T has in Kentucky together with the number of access lines and amount of revenue derived therefrom.

23. Please provide all public filings and comments as well as internal memos dating from the announcement of the AT&T-SBC merger, addressing plans to compete outside of the SBC region, including anywhere in the nine BellSouth states and specifically in Kentucky.

24. Identify the thirty (30) out-of-region cities in the BellSouth region SBC expanded into as part of the "National-Local" strategy. Provide documentation supporting the claim of \$1 billion invested in this "strategy," including a break-down, by city, of where funds were invested and what types of investments were made. Provide copies of all media advertising and direct mail advertising used by

SBC for the purpose of marketing local or long distance, mass market or enterprise services in each of the thirty (30) out-of-region markets in the BellSouth region that SBC was obligated to enter in fulfillment of the requirements of its merger with Ameritech.

25. Separately for each of the thirty (30) out-of-region markets in the BellSouth region as described in Data Request No. 24 above, and separately for each year commencing with the year in which SBC first began offering service in each market, provide total SBC revenues, total SBC expenditures on switched and special access services purchased from LECs, and SBC market shares separately for the mass market and enterprise segments.

26. Describe and quantify the major types of cost savings, benefits, and/or efficiencies that SBC achieved through its acquisition of Ameritech. For each of these types of cost savings, benefits, or efficiencies, explain whether such savings, benefits and/or efficiencies will be achieved in the BellSouth/AT&T merger, and compare the amount of each cost savings, benefits, or efficiencies with its counterpart from the earlier merger.

27. Describe and quantify any additional cost savings, benefits, or efficiencies that AT&T intends to achieve through its acquisition of BellSouth.

28. Describe all plans Joint Applicants have to reduce wholesale and retail prices in Kentucky as a result of the cost savings that result from the merger.

29. Provide in electronic spreadsheet (Excel) form, for each wire center in Kentucky, the number of DS1 UNE loops without transport, the number of DS1 UNE loops with transport (*i.e.*, as part of an EEL), and the number of DS3 UNE loops provided by BellSouth as of the end of the most recent quarter for which information is available.

30. Provide in electronic spreadsheet (Excel) form, for each wire center in Kentucky, the number of retail DS1 loops, the number of retail DS3 loops and the number of retail OC-level loops (with retail defined for purposes of this Data Request as loops used to provide non-special access or non-UNE service, where the high capacity loop arrangement is a featured part of the retail service provided by BellSouth. That is, BellSouth should not include in this count, multi-business line services that happen to be offered using a high-capacity access connection, if the customer is unaware of the access technology used to connect to BellSouth's wire center). Provide the data requested in this interrogatory for the same quarter that BellSouth is providing data in response to Data Request No. 29 above.

31. Provide in electronic spreadsheet (Excel) form, for each wire center in Kentucky, the number of DS1 special access loops without transport, the number of DS1 special access loops with transport, and the number of DS3 special access loops provided by BellSouth as of the end of the quarter for which information is provided in response to Data Requests Nos. 29 and 30 above.



32. Provide in electronic spreadsheet (Excel) form, for each wire center in Kentucky, the number of DS1 UNE loops without transport, the number of DS1 UNE loops with transport (*i.e.*, as part of an EEL), and the number of DS3 UNE loops provided by BellSouth to AT&T as of the end of the quarter for which information is provided in response to Data Requests Nos. 29, 30 and 31 above.

33. Provide in electronic spreadsheet (Excel) form, for each wire center in Kentucky, the number of DS1 special access loops without transport, the number of DS1 special access loops with transport, and the number of DS3 special access loops provided by BellSouth as of the end of the quarter for which information is provided in response to Data Requests Nos. 29, 30, 31 and 32 above. Please report interstate and intrastate special access separately.

34. Provide in electronic spreadsheet (Excel) form, for each wire center in Kentucky, the number of DS1 special access loops without transport, the number of DS1 special access loops with transport, and the number of DS3 special access loops provided by BellSouth to AT&T as of the end of the quarter for which information is provided in response to Data Requests Nos. 29, 30, 31, 32 and 33 above. Please provide interstate and intrastate special access separately.

35. Please provide a breakdown, for the most recent calendar year that such information is available, of the amount of BellSouth's Kentucky special access revenues (separately for interstate and intrastate), separated by term discount pricing plans (*i.e.*, the level of revenue under month-to-month pricing, 12 month commitment, *etc.*).

36. Has BellSouth obtained interstate special access pricing flexibility for any exchange in Kentucky? If so, identify each exchange and provide a listing of each rate change in that exchange from the end of 2000 to the present.

37. Provide the total revenues received from the lease of UNEs in Kentucky for each year since 1996. Please provide revenues received from UNE-P separately from the lease of all other UNEs and revenues received from the lease of UNEs.

38. Provide the number of lines providing switched (*i.e.*, voice) business line service provided by AT&T over the UNEs and special access lines leased by AT&T from BellSouth in Kentucky for the most recent calendar year for which such information is available. For the same period, separately provide the number of analog UNE loops (leased without switching), DS1 UNE loops (including loops used in combination with UNE transport), DS3 loops, analog special access lines (both interstate and intrastate), DS1 special access lines (both interstate and intrastate), and DS3 special access lines (both interstate and intrastate) leased from BellSouth.

39. Does BellSouth have any network construction projects completed, underway or planned in Kentucky either necessitated by, or accelerated because of, last year's hurricanes (Katrina, Rita, *etc.*....) or other severe storms? If so, please identify such network construction projects.

40. Please provide a matrix of the performance metrics payments made by BellSouth to CLECs on a state-by-state basis for the last two (2) years. Please provide data in the aggregate and on a carrier-by-carrier basis. Include a list of actual performance metrics payments made to Kentucky CLECs for the last two (2) years and the manner in which those payments were made.

41. Please describe the manner in which BellSouth makes state-by-state information available to CLECs about performance metrics payments, including recent payments and historical payments dating back two (2) years.

Submitted to and filed with the Kentucky Public Service Commission this 1st day of May, 2006.

Respectfully submitted,

/s/ Henry S. Alford

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CERTIFICATE OF SERVICE

Counsel for NuVox Communications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company hereby certifies that a true and accurate electronic copy of this filing was transferred to the Commission via the Electronic Filing Center this 1st day of May, 2006 and filed in hardcopy document form with the Commission also on the 1st day of May, 2006. Further, consistent with the Commission's Order of April 12, 2006, notice of the filing of this Motion was served via electronic mail on all parties of record. Parties of record can access the information at the Commission's Electronic Filing Center located at <http://psc.ky.gov.efs/efsmain.aspx>.

/s/ Henry S. Alford

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