

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 )

**DIECA COMMUNICATIONS, INC. D/B/A COVAD  
COMMUNICATIONS COMPANY'S MOTION FOR FULL INTERVENTION**

DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad"), by counsel, pursuant to 807 KAR 5:001 Section 3(8), hereby submits its Motion for Full Intervention to the Kentucky Public Service Commission (the "Commission") and requests the issuance of an Order permitting it to intervene as a party in this case. In support of its Motion for Full Intervention, Covad states as follows:

1. On March 31, 2006, BellSouth Corporation ("BellSouth") and AT&T, Inc. ("AT&T") (collectively referred to herein as the "Joint Applicants") filed with this Commission for Approval of Indirect Transfer of Control Relating to the Merger of AT&T, Inc. and BellSouth Corporation.
2. Covad is a certified competitive local exchange carrier ("CLEC") with its principal place of business located in San Jose, California. Covad provides voice and data telecommunications services throughout the United States, including the territories serviced by BellSouth. Covad directly deals with the Joint Applicants frequently in the conduct of its business. Thus, this case involves issues which are directly relevant to Covad's business and on-going operations.

3. As a CLEC doing business in the above-referenced territories, including Kentucky, Covad has a unique perspective on the proposed merger of the Joint Applicants and, should it be permitted to intervene, Covad will be able to help develop facts that will assist the Commission in full consideration of the proposed transaction. If allowed to intervene in this docket, with the limited exception as stated in Covad's Motion for an Enlargement of Time to File Data Requests to the Joint Applicants which accompanies this Motion, Covad will comply with the existing scheduling docket as established in the Commission's Order dated April 12, 2006 so as not to unduly burden the Commission, the Commission's staff or the other parties.

4. Covad requests that it be granted leave for full intervention with the right to fully participate in this proceeding as a party, and that the undersigned counsel for Covad be allowed to participate in all hearings held regarding this docket, be served with filed testimony, exhibits, pleadings, correspondence and all other documents submitted by the parties and be certified as a party for the purposes of receiving service of any petition for rehearing or judicial review.

In further support of this Motion, the following information is provided as required by the applicable regulation:

The name and the address of the movant is:

DIECA COMMUNICATIONS, INC.  
D/B/A/ COVAD COMMUNICATIONS COMPANY  
1230 Peachtree Street NE  
Suite 1900  
Atlanta, Georgia 30309

The names and addresses of the legal counsel representing the movant are:

Charles E. (Gene) Watkins  
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### CONCLUSION

For those reasons set forth above, Covad respectfully requests that its Motion for Full Intervention be granted in all respects.

Submitted to and filed with the Kentucky Public Service Commission this 24th day of April, 2006.

Respectfully submitted,

/s/ Henry S. Alford

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COUNSEL FOR DIECA  
COMMUNICATIONS, INC. d/b/a COVAD  
COMMUNICATIONS COMPANY

CERTIFICATE OF SERVICE

Counsel for movant, 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 24th day of April, 2006 and filed in hardcopy document form with the Commission also on the 24th day of April, 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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COUNSEL FOR DIECA  
COMMUNICATIONS, INC. d/b/a COVAD  
COMMUNICATIONS COMPANY