

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)

**XSPEDIUS MANAGEMENT COMPANY SWITCHED SERVICES LLC'S
AND XSPEDIUS MANAGEMENT COMPANY OF LOUISVILLE, LLC'S
MOTION FOR FULL INTERVENTION**

Xspedius Management Company Switched Services, LLC and Xspedius Management Company of Louisville, LLC (collectively referred to herein as "Xspedius"), by counsel, pursuant to 807 KAR 5:001 Section 3(8), hereby submit their Motion for Full Intervention to the Kentucky Public Service Commission (the "Commission") and request the issuance of an Order permitting both Xspedius entities to intervene as parties in this case. In support of their Motion for Full Intervention, the Xspedius entities state 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. Both Xspedius entities are competitive local exchange carriers ("CLEC") with their principal places of business located in O'Fallon, Missouri. Both Xspedius entities provide telecommunications services throughout the territories serviced by BellSouth, including Kentucky. The Xspedius entities directly deal with the Joint Applicants frequently in the conduct of their business.

Thus, this case involves issues which are directly relevant to the Xspedius entities' business and on-going operations.

3. As CLECs doing business in the above-referenced territories, including Kentucky, the Xspedius entities have a unique perspective on the proposed merger of the Joint Applicants and, should they be permitted to intervene, the Xspedius entities 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 their Motion for an Enlargement of Time to File Data Requests to the Joint Applicants which accompanies this Motion, the Xspedius entities 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. The Xspedius entities request that they be granted leave for full intervention with the right to fully participate in this proceeding as a party, and that the undersigned counsel for the Xspedius entities 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 parties 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 Movants are:

XSPEDIUS MANAGEMENT COMPANY SWITCHED SERVICES, LLC
XSPEDIUS MANAGEMENT COMPANY OF LOUISVILLE, LLC
5555 Winghaven Blvd., Suite 300
O'Fallon, MO 63368-3626

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

Henry S. Alford
Scot A. Duvall
MIDDLETON REUTLINGER
2500 Brown & Williamson Tower
Louisville, Kentucky 40202
(502) 584-1135
halford@middreut.com

CONCLUSION

For those reasons set forth above, the Xspedius entities respectfully request that their Motion for Full Intervention be granted in all respects.

Submitted to and filed with the Kentucky Public Service Commission this 2nd day of May, 2006.

Respectfully submitted,

/s/ Henry S. Alford

Henry S. Alford
Scot A. Duvall
MIDDLETON REUTLINGER
2500 Brown & Williamson Tower
Louisville, Kentucky 40202
(502) 584-1135
halford@middreut.com

COUNSEL FOR XSPEDIUS
MANAGEMENT COMPANY SWITCHED
SERVICES, LLC AND XSPEDIUS
MANAGEMENT COMPANY OF
LOUISVILLE, LLC

CERTIFICATE OF SERVICE

Counsel for movants, Xspedius Management Company Switched Services, LLC and Xspedius Management Company of Louisville, LLC, hereby certifies that a true and accurate electronic copy of this filing was transferred to the Commission via the Electronic Filing Center this 2nd day of May, 2006 and filed in hardcopy document form with the Commission also on the 2nd 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

COUNSEL FOR
COUNSEL FOR XSPEDIUS
MANAGEMENT COMPANY SWITCHED
SERVICES, LLC AND XSPEDIUS
MANAGEMENT COMPANY OF
LOUISVILLE, LLC