



BOULT • CUMMINGS
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REC'D TN
REGULATORY AUTH.

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OFFICE OF THE
EXECUTIVE SECRETARY

Henry Walker
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November 13, 2001

David Waddell, Esq.
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

**Re: *Complaint of XO Tennessee, Inc. Against BellSouth
Telecommunications, Inc.***
Docket No. 01-00868

**Re: *Complaint of Access Integrated Network, Inc. Against
BellSouth Telecommunications, Inc.***
Docket No. 01-00808

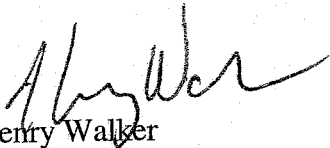
Dear David:

Please accept for filing an original and thirteen copies of the Response of XO Tennessee, Inc. and Access Integrated Network, Inc. to the Mediation Proposal filed by BellSouth Telecommunications, Inc. in the above-captioned proceeding.

Sincerely,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:


Henry Walker

HW/nl
c: Guy Hicks
Tim Phillips

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

In Re: Complaint of Access Integrated	)	
Network, Inc. Against BellSouth	)	
Telecommunications, Inc.	)	Docket No. 01-00868
	)	
Complaint of XO Tennessee, Inc.	)	
Against BellSouth Telecommunications,	)	
Inc.	)	

**RESPONSE OF XO TENNESSEE, INC.
AND ACCESS INTEGRATED NETWORK, INC. TO BELL SOUTH
TELECOMMUNICATIONS, INC.'S MEDIATION PROPOSAL**

In response to the "Motion to Convene Mediation Conference" filed by BellSouth Telecommunications, Inc. ("BellSouth"), XO Tennessee, Inc. ("XO") and Access Integrated Network, Inc. ("AIN") do not oppose trying to resolve this matter by negotiated agreement as requested by BellSouth. AIN and XO submit, however, that there would be little point in conducting such negotiations before BellSouth responds to the discovery requests of XO and AIN. Only then will the parties have a more complete understanding of the scope of BellSouth's alleged violations.

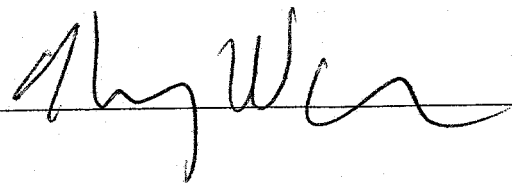
In any event, the corporate representatives of AIN and XO cannot participate in such a discussion on the date proposed by BellSouth.

For these reasons, XO and AIN decline to participate in a mediation discussion on November 14, 2001, but are available to participate after BellSouth responds to the complainants' discovery requests.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By: _____

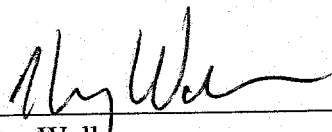


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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been forwarded via fax or hand delivery and U.S. mail to the following on this the 13th day of November, 2001.

Guy Hicks, Esq.
BellSouth Telecommunications, Inc.
333 Commerce St., Suite 2101
Nashville, TN 37201-3300



Henry Walker