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November 20, 2003

Sharla Dillon
Dockets and Records Office
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Docket Nos. 03-00491; 03-00526; 03-00527 Triennial Review Order Proceeding

Dear Ms. Dillon:

Attached are originals of Z-Tel's Communication Inc.'s Objections to BellSouth Telecommunications, Inc.'s ("BellSouth") First Set of Interrogatories (Docket Nos. 03-00491 & 03-00526), Response to BellSouth's First Set of Interrogatories (Docket Nos. 03-00491 & 03-00526), Objections to BellSouth's First Request for Production of Documents (Docket Nos. 03-00491 & 03-00526), Response to BellSouth's First Request for Production of Documents (Docket Nos. 03-00491 & 03-00526), Objections to BellSouth's First Set of Interrogatories (Docket No. 03-00527), and Response to BellSouth's First Set of Interrogatories (Docket No. 03-00527).

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Michael Strobl'.

Michael Strobl
Director, Strategic Planning
Z-Tel Communications, Inc.

cc: Guy M. Hicks; R. Douglas Lackey

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In re: Implementation of the Federal
Communications Commission's Triennial
Review Order (Nine-month Proceeding)(Switching
and (Hot Cuts)

Docket Nos. 03-00491 and
03-00526
Filed: November 20, 2003

**Z-TEL COMMUNICATIONS, INC.'S RESPONSES
TO BELL SOUTH TELECOMMUNICATIONS, INC.'S
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

Z-TEL Communications, Inc. ("Z-TEL") hereby provides its Objections and Responses to BellSouth Telecommunications, Inc.'s First Request for Production of Documents. Z-TEL hereby adopts, incorporates by reference, and renews the preliminary Objections that it filed on November 20, 2003. Z-TEL further responses are as follows:

REQUESTS FOR PRODUCTION

1. Produce all documents identified in response to BellSouth's First Set of Interrogatories.

RESPONSE: Z-Tel incorporates its objection to the First Set of Interrogatories. Z-Tel objects to the extent the documents are in BellSouth's possession or are in the public domain.

2. Produce every business case in your possession, custody or control that evaluates, discusses, analyzes or otherwise refers or relates to the offering of a qualifying service in the State of Tennessee.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers' business models, the request asks for documents that are irrelevant. Z-TEL objects that the request is irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary

and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all” documents in Z-TEL’s possession.

3. Produce all documents referring or relating to the average monthly revenues you receive from end user customers in Tennessee to whom you only provide qualifying service.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers’ business models, the request asks for documents that are irrelevant and the request is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all” documents in Z-TEL’s possession.

4. Produce all documents referring or relating to the average number of access lines you provide to end user customers in Tennessee to whom you only provide qualifying service.

RESPONSE: Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information.

5. Produce all documents referring or relating to the average monthly revenues you receive from end user customers in Tennessee to whom you only provide non-qualifying service.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers’ business models, the request asks for documents that are irrelevant and the request is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it

seeks “all” documents in Z-TEL’s possession.

6. Produce all documents referring or relating to the average monthly revenues you receive from end user customers in Tennessee to whom you provide both qualifying and non-qualifying service.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers’ business models, the request asks for documents that are irrelevant and the request is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all” documents in Z-TEL’s possession.

7. Produce all documents referring or relating to the average number of access lines you provide to end user customers in Tennessee to whom you provide both qualifying and non-qualifying service.

RESPONSE: Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL will provide responsive information subject to a confidentiality agreement.

8. Provide all documents referring or relating to the classifications used by Z-TEL Communications, Inc. to offer service to end user customers Tennessee (e.g., residential customers, small business customers, mass market customers, enterprise customers, or whatever type of classification that you use to classify your customers).

RESPONSE: Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all” documents in Z-TEL’s possession. Z-TEL has provided

the address of a website that reasonably responds to this request.

9. Produce all documents referring or relating to the average acquisition cost for each class or type of end user customer served by Z-TEL Communications, Inc., as requested in BellSouth's First Set of Interrogatories, No. 34

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers' business models, the request asks for documents that are irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession.

10. Produce all documents referring or relating to the typical churn for each class or type of end user customer served by Z-TEL Communications, Inc., as requested in BellSouth's First Set of Interrogatories, No. 35.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers' business models, the request asks for documents that are irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession. Notwithstanding this objection, and without waiving it, Z-TEL states that there are no such documents.

11. Produce all documents referring or relating to how Z-TEL Communications, Inc.

determines whether to serve an individual customer's location with multiple DS0s or with a DS1 or larger transmission system.

RESPONSE: None.

12. Produce all documents referring or relating to the typical or average number of DS0s at which Z-TEL Communications, Inc. would choose to serve a particular customer with a DS1 or larger transmission system as opposed to multiple DS0, all other things being equal.

RESPONSE: None.

13. Produce all documents referring or relating to the cost of capital used by Z-TEL Communications, Inc. in evaluating whether to offer a qualifying service in a particular geographic market.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers' business models, the request asks for documents that are irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession.

14. Produce all documents referring or relating to the time period used by Z-TEL Communications, Inc. in evaluating whether to offering a qualifying service in a particular geographic market (e.g., one year, five years, ten years or some other time horizon over which a project is evaluated)?

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers'

business models, the request asks for documents that are irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all” documents in Z-TEL’s possession.

15. Produce all documents referring or relating to your estimates of sales expense when evaluating whether to offer a qualifying service in a particular geographic market.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers’ business models, the request asks for documents that are irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all” documents in Z-TEL’s possession.

16. Produce all documents referring or relating to your estimates of general and administrative (G&A) expenses when evaluating whether to offer a qualifying service in a particular geographic market.

RESPONSE: Z-TEL objects to this request on the grounds that, inasmuch as the FCC has ruled in the TRO that the impairment analysis is not to be based in individual carriers’ business models, the request asks for documents that are irrelevant, and is not reasonably calculated to lead to the discovery of admissible evidence. Z-TEL objects on the grounds the request seeks documents that comprise proprietary and confidential information. Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks “all”

documents in Z-TEL's possession.

17. Produce all documents referring or relating to any complaints by Z-TEL Communications, Inc. or its end user customers about individual hot cuts performed by BellSouth since January 1, 2000.

RESPONSE: Z-TEL objects to this request on the grounds that the request seeks information in BellSouth's possession.

18. Produce all documents referring or relating to a batch hot cut process used by any ILEC in the BellSouth region that is acceptable to Z-TEL Communications, Inc. or that Z-TEL Communications, Inc. believes is superior to BellSouth's batch hot cut process.

RESPONSE: Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession. Notwithstanding this objection, and without waiving it, Z-TEL states that there are no such documents.

19. Produce all documents referring or relating to an individual hot cut process used by any ILEC in the BellSouth region that is acceptable to Z-TEL Communications, Inc. or that Z-TEL Communications, Inc. believes is superior to BellSouth's individual hot cut process.

RESPONSE: Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession. Notwithstanding this objection, and without waiving it, Z-TEL states that there are no such documents.

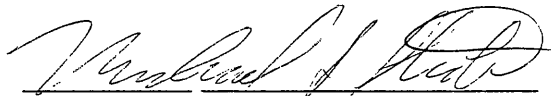
20. Produce all documents referring or relating to a batch hot cut process used by any ILEC outside the BellSouth region that is acceptable to Z-TEL Communications, Inc. or that Z-TEL Communications, Inc. believes is superior to BellSouth's batch hot cut process.

RESPONSE: Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession. Notwithstanding this

objection, and without waiving it, Z-TEL states that there are no such documents.

21. Produce all documents referring or relating to an individual hot cut process used by any ILEC outside the BellSouth region that is acceptable to Z-TEL Communications, Inc. or that Z-TEL Communications, Inc. believes is superior to BellSouth's individual hot cut process.

RESPONSE: Z-TEL objects on the grounds the request is overbroad and unduly burdensome, inasmuch as it seeks "all" documents in Z-TEL's possession. Notwithstanding this objection, and without waiving it, Z-TEL states that there are no such documents.



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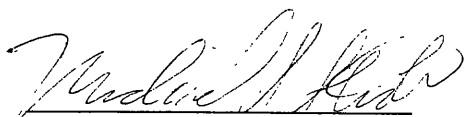
CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Z-TEL Communications, Inc.'s Response to BellSouth Telecommunications, Inc.'s First Set of Requests for Production of Documents has been provided by Federal Express Delivery this 20th day of November 2003, to the following:

Sharla Dillon
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Tennessee Regulatory Authority
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Nashville, TN 37243-0505

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