

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

**June 20, 2006**

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T.R.A. DOCKET ROOM

*IN RE: Joint Application of AT&T, Inc., BellSouth )  
Corporation and BellSouth Certified Tennessee )  
Subsidiaries Regarding Change of Control )*

Docket No. 06-00093

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**PETITION TO INTERVENE**

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Momentum Telecom, Inc. ("Momentum") petitions the Authority to intervene as a matter of right in the above-captioned proceeding pursuant to T.C.A. § 4-5-310(a).

1. On March 31, 2006 AT&T Inc. and BellSouth Corporation, together with their state-certified subsidiaries, filed the above-captioned application seeking TRA approval of a proposed change in control of BellSouth Telecommunications, Inc. ("BST").

2. Momentum is a competitive local exchange carrier certified by the Tennessee Regulatory Authority ("TRA") to offer intrastate telecommunications services in Tennessee.

3. Momentum petitions to intervene in order to ensure that its interests are represented. As a competitive carrier, Momentum purchases wholesale services from BST pursuant to various contracts and interconnection agreements. Therefore, as a result of this proposed change in control, Momentum's legal rights, duties, privileges, immunities, or other legal interests or responsibilities may be affected or determined by the outcome of this proceeding, and Petitioner's interest will not be adequately represented unless allowed to intervene.

4. This petition is being filed more than one-week before the hearing and is therefore timely filed pursuant to T.C.A. §4-5-310.

5. Momentum does not intend to seek discovery, offer testimony, or otherwise propose any changes in the established procedural schedule. Counsel for Momentum anticipates participating through argument and cross-examination. Momentum has reviewed and agrees to be bound by the protective order entered in this case.

6. Granting this petition is in the interest of justice and will not impair the orderly and prompt conduct of these proceedings.

7. For these reasons, Petitioner respectfully asks that this Petition to Intervene be granted.

Respectfully submitted,

By: Rick Richardson

Rick Richardson, Esq.

General Counsel

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by permission

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**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing is being forwarded via  
mail \_\_\_\_\_, to:

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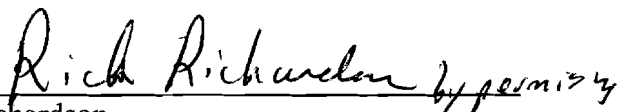
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on this the 19<sup>th</sup> day of June, 2006.

  
Rick Richardson