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June 21, 2006

Filed Electronically in Docket Office on 06/21/06 @ 9:35am

VIA HAND DELIVERY

Hon. Ron Jones, Chairman  
Hon. Richard Collier, Hearing Officer  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37238

Re: *Joint Filing of AT&T Inc. and BellSouth Corporation together with its  
Certificated Tennessee Subsidiaries regarding Change of Control of the  
Operating Authority of BellSouth Corporation's Tennessee Subsidiaries*  
Docket No. 06-00093

Dear Chairman Jones and Hearing Officer Collier:

Enclosed are the original and four copies of the BellSouth and AT&T  
*Opposition to Petition to Intervene of Momentum Telecom, Inc.*

A copy is being provided to counsel of record.

Very truly yours,

Guy M. Hicks  
BellSouth

Jack W. Robinson, Jr.  
For AT&T  
*by C. Vanesworth  
w/permission*

cc: Rick Richardson  
(via facsimile 205 978 4401)

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

Joint Filing of )  
 )  
AT&T INC. )  
 )  
and )  
 )  
BELLSOUTH CORPORATION )  
TOGETHER )  
WITH ITS CERTIFICATED )  
TENNESSEE SUBSIDIARIES, )  
 )  
Regarding Change of Control )  
of the Operating Authority of )  
BellSouth Corporation's Tennessee )  
Subsidiaries )  
 )

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Docket No. 06-00093

**OPPOSITION TO PETITION TO INTERVENE OF MOMENTUM TELECOM, INC.**

AT&T Inc. ("AT&T"), BellSouth Corporation, and the BellSouth subsidiaries certificated to provide telecommunications services in Tennessee (collectively, "BellSouth") respectfully oppose the petition to intervene of Momentum Telecom, Inc. ("Momentum"). Momentum filed its petition more than 40 days after this Authority's intervention deadline. Momentum should not be permitted to flout the Authority's schedule or disrupt these proceedings by intervening at the eleventh hour.

1. The Authority established a procedural schedule to govern this proceeding at its April 17, 2006 conference, less than a month after AT&T and BellSouth submitted their Joint Filing in support of the proposed merger. The schedule set May 10, 2006 as the deadline for petitions to intervene. The schedule further established a hearing date, as well as a detailed schedule for all parties to request and respond to discovery and to submit direct and rebuttal

testimony in advance of that hearing date. This procedural schedule has long been available to all interested persons via the Authority's online docket.<sup>1</sup>

2. On June 20, 2006 – more than two months after the Authority adopted its schedule, more than 40 days after the deadline for intervention, well after the conclusion of discovery, and just one week prior to the hearing – Momentum filed its petition to intervene. In addition to being untimely, Momentum's petition provides no explanation or excuse for its delay. Indeed, notably absent from Momentum's petition is any suggestion that it was unaware of the deadline for intervention or that it was otherwise unable to intervene in a timely fashion. In view of Momentum's failure even to acknowledge its failure to meet the Authority's deadline (much less to show good cause for that failure), the Authority should reject the petition out of hand.

3. Momentum's reliance on T.C.A. § 4-5-310(a) does not alter this analysis. That provision allows for intervention only where the Authority determines that it will not disrupt "the orderly and prompt conduct of the proceedings."<sup>2</sup> The purpose of establishing a procedural schedule in the first place is to ensure the "orderly and prompt conduct of the proceedings." By seeking to intervene more than 40 days after the deadline established by the Authority, Momentum is necessarily acting in disregard of the Authority's schedule and, by definition, is disrupting the "orderly and prompt conduct of the proceedings."

4. Nor, finally, is it relevant that Momentum does not itself intend to seek discovery or to offer testimony. *See* Petition at 2. Under the Authority's schedule, *all* parties were entitled to issue discovery, including AT&T and BellSouth. AT&T and BellSouth exercised that right by issuing discovery to each of the intervenors in the case. By failing to intervene consistent with the Authority's schedule, Momentum has deprived AT&T and BellSouth of their right to issue

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<sup>1</sup> *See* Docket No. 06-00093, entry no. 8, submitted 4/18/06, at 2.

<sup>2</sup> T.C.A. § 4-5-310(a)(3).

discovery on Momentum, and thus to test Momentum's assertion that its "interests or responsibilities may be affected or determined by the outcome of this proceeding." *Id.* at 1. Momentum cannot have it both ways. If it wanted to participate in this proceeding, it should have intervened like all other parties in a timely fashion, and thus subjected itself to discovery. Having failed to do so – and in the absence of any explanation whatsoever for that failure – Momentum should not now be permitted to intervene.

WHEREFORE, for the foregoing reasons, AT&T and BellSouth respectfully request that the TRA deny Momentum's petition to intervene.

Respectfully submitted,

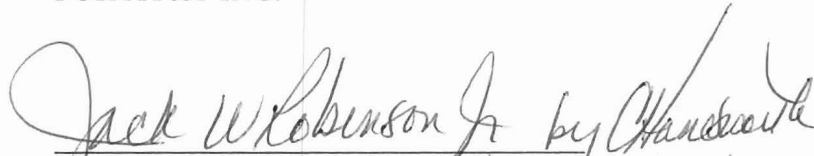
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June 21, 2006

## CERTIFICATE OF SERVICE

I hereby certify that on June 21, 2006, a copy of the foregoing document was served on the following, via the method indicated:

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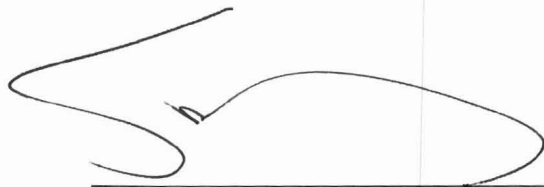
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