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June 21, 2006

Chairman Ron Jones
Attn: Sharla Dillon
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

HAND DELIVERED

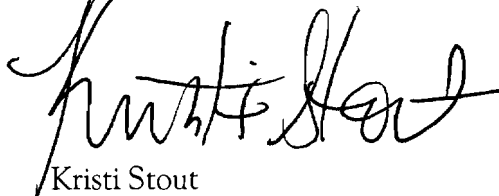
Re: Motion to Compel in Docket No. 06-00093: Joint Application of AT&T Inc. and BellSouth Corporation, Together with its Certificated Tennessee Subsidiaries Regarding Change of Control of the Operating Authority of BellSouth Corporations Tennessee Subsidiaries.

Dear Chairman Jones,

Please find enclosed, originals and 14 copies of the referenced Motion to Compel. Please date stamp a copy of each for my records. Thank you for your assistance regarding this matter. If we can be of further assistance, please do not hesitate to contact us.

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC



Kristi Stout

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

June 21, 2006

| | | |
|--|---|----------------------------|
| Joint Application of |) | |
| |) | |
| AT&T INC. |) | |
| |) | |
| And |) | Docket No. 06-00093 |
| |) | |
| BELLSOUTH CORPORATION, |) | |
| TOGETHER WITH ITS CERTIFIED |) | |
| TENNESSEE SUBSIDIARIES, |) | |
| |) | |
| Regarding Change of Control |) | |
| of the Operating Authority of |) | |
| BellSouth Corporation's Tennessee |) | |
| Subsidiaries |) | |

**MOTION OF INTERVENORS TIME WARNER TELECOM OF THE MID-SOUTH, LLC
AND UC LEC OF TENNESSEE, INC. TO COMPEL RESPONSES TO DISCOVERY
REQUESTS OR, IN THE ALTERNATIVE TO STRIKE THE TESTIMONY OF DEBRA J.
ARON AND OTHER BELLSOUTH WITNESSES REGARDING WIRELESS SERVICES
AS IRRELEVANT**

Come now Time Warner Telecom of the MidSouth, LLC ("TWTC") and US LEC of Tennessee, Inc., ("US LEC") by and through undersigned counsel, and pursuant to Tennessee Rules of Civil Procedure 37.01 and Tennessee Regulatory Rule 1220-1-2-.11(9), hereby request that the Tennessee Regulatory Authority ("TRA") compel Applicant BellSouth Corporation (BellSouth) and/or Applicant AT&T Inc., ("ATT") (hereinafter "Joint Applicants") to provide full and complete responses to specific discovery requests which were filed and served on Joint Applicants on May 19, 2006.

In particular, TWTC and US LEC request information regarding Cingular wireless service in Data Request No. 29 which is listed below along with the response from Joint Applicants:

29. Please set forth the number of Cingular subscribers, by year, since 2000; (i) in Tennessee; (ii) in BellSouth's footprint in Tennessee; (iii) in BellSouth's 9-state region; (iv) in AT&T footprint in legacy SBC's 13-state region; and (v) nationwide.

RESPONSE:

29. AT&T and BellSouth object to this Request on the grounds that it seeks information regarding wireless services. Such services are not within the jurisdiction of the TRA and consequently are not relevant to this proceeding. See 47 U.S.C. § 332(c)(3).

This data request was also propounded by NuVox Communications, Inc., Xspedius Management Co. Switched Services, LLC, and ITC^DeltaCom Communication, Inc. who have likewise filed a Motion to Compel a response to this data request or to strike the testimony of other BellSouth witnesses testifying about wireless competition. Similar to these parties, TWTC and US LEC find the objection by Joint Applicants to this data request baseless. Rule 26.02 of the Tennessee Rules of Civil Procedure governs the scope of discovery and allows for the discovery of any matter that is relevant or may lead to discoverable information regarding a matter at issue in the case. It is not necessary the information to be admissible or even relevant just "reasonably calculated to lead to the discovery of admissible evidence." Tenn. R. Civ. P. 26.02.

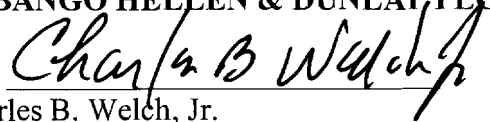
In order to determine whether this merger is anti-competitive, an analysis of market competition is necessary. The requested information is essential since the merged entity will acquire 100% ownership of Cingular, and Joint Applicants maintain that wireless service is one of its greatest competitors. See Aron Direct Testimony at pp.18-22. Additionally, Joint Applicants argue that the converged services of Cingular is one of the benefits of the merger to Tennessee consumers. Apparently, information regarding wireless services is relevant. It is not acceptable for Joint Applicants to expect the TRA to consider information about wireless services and in particular, Cingular, when it is to their benefit but then ask the TRA to restrict access to information that may provide a full picture of the merged entity.

If wireless services are irrelevant as argued in Joint Applicant's response to Data Request No. 29, then any and all testimony of Debra J. Aron and other BellSouth witnesses should regarding wireless services should be stricken as irrelevant, including but not limited to Ms. Aron's Direct Testimony: p. 6 (line 12); p. 5 (lines 19-20); p. 7 (line 20); p. 8 (line 8); p. 12 (lines 16-19); p. 17 (line 6); p. 18 (lines 10-20); pages 19-23; page 28 (line 15); page 30 (lines 3-8); pages 31-32; page 33 (lines 1-6); page 43 (line 9).

A complete answer to this data request is essential for parties to properly file testimony and present their case which includes analyzing the merged entity and competitive forces of the marketplace. Information regarding Cingular wireless services is relevant and reasonably calculated to lead to admissible evidence.

For the foregoing reasons, the TRA should grant this Motion to Compel and direct Joint Applicants to respond completely and fully to the data requests or, in the alternative, strike the testimony of Debra J. Aron and other BellSouth witnesses regarding wireless services as irrelevant.

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CERTIFICATE OF SERVICE

I hereby certify that on June 21, 2006, a copy of the foregoing document was serviced on the parties of record, via U.S. and electronic mail where designated on the following:

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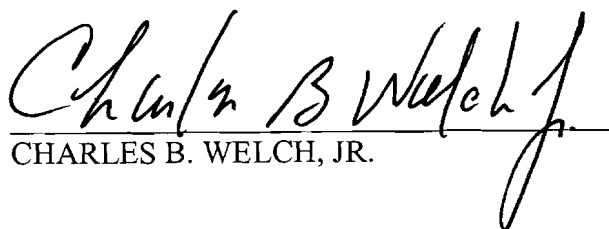
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