

LAW OFFICES  
FARRAR & BATES, L.L.P.

J. Russell Farrar  
William N. Bates  
Kristin Ellis Berexa  
Teresa Reall Ricks  
Molly R. Cripps  
Mary Byrd Ferrara\*  
Robyn Beale Williams  
Jennifer Orr Locklin  
Keith F. Blue  
Heather C. Stewart  
Pamela G. Vawter

211 Seventh Avenue North  
Suite 420  
Nashville, Tennessee 37219

Telephone 615-254-3060  
Facsimile 615-254-9835  
E-Mail: fblaw@farrar-bates.com

Of Counsel  
H. LaDon Baltimore

\*Also licensed in KY

April 25, 2006

Filed Electronically in Docket Office on 04/25/06 @12:40pm

Hon. Ron Jones, Chairman  
Tennessee Regulatory Authority  
ATTN: Sharla Dillon, Dockets  
460 James Robertson Parkway  
Nashville, TN 37243-5015  
**Via Electronic Filing and Hand Delivery**


Re: Joint Filing of AT&T, BellSouth Corporation, and BellSouth's Certified  
Tennessee Subsidiaries Regarding Change of Control; Docket No. 06-00093

Dear Chairman Jones:

Please find enclosed for filing the original and four copies of the Petition to Intervene of Xspedius Management Co. Switched Services, LLC and Xspedius Management Co. of Chattanooga, LLC. One copy has been forwarded to the TRA via e-mail to Ms. Dillon. My check in the amount of \$50.00 in payment of the filing fee is also enclosed.

Thank you for your assistance. If you have questions, do not hesitate to contact me.

Sincerely,



H. LaDon Baltimore  
Counsel for Petitioners

LDB/dcg  
Enclosures

cc: James C. Falvey, Sr.  
Guy Hicks, Esq.  
Charles B. Welch, Jr., Esq.  
Jack W. Robinson, Jr., Esq.  
Susan Berlin, Esq.  
Timothy Phillips, Esq.

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE

IN RE: )  
)  
JOINT FILING OF AT&T, INC., )  
BELLSOUTH CORPORATION, and ) DOCKET NO. 06-00093  
BELLSOUTH'S CERTIFIED TENNESSEE )  
SUBSIDIARIES REGARDING CHANGE OF )  
CONTROL )

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PETITION OF XSPEDIUS MANAGEMENT CO. SWITCHED SERVICES, LLC  
AND XSPEDIUS MANAGEMENT CO. OF CHATTANOOGA, LLC  
FOR LEAVE TO INTERVENE

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Xspedius Management Co. Switched Services, LLC ("Xspedius Switched") and Xspedius Management Co. of Chattanooga, LLC ("Xspedius Chattanooga") pursuant to Tenn. Code Ann. § 4-5-310, petition the Tennessee Regulatory Authority (Authority) to grant them leave to intervene in the above-captioned proceeding and to participate as their interests may appear, and for grounds state that:

1. Petitioners are limited liability companies formed under the laws of the State of Delaware, and having their principal place of business at 5555 Winghaven Boulevard, Suite 300, O'Fallen, Missouri 63366. In Tennessee, Xspedius Switched is authorized to provide switched telecommunications services pursuant to Docket No. 02-00714, and Xspedius Chattanooga is authorized as a Competitive Access Provider also pursuant to Docket No. 02-00714.
2. The legal rights, duties, privileges, immunities, or other legal interests of Petitioners will be affected or determined by the outcome of this proceeding.
3. The participation of Petitioners will not impair the interest of justice or the orderly and prompt conduct of the proceeding.

4. Petitioners seek to intervene and participate as their interests may appear.

5. All notices, pleadings, orders and documents in this proceeding should be provided to the persons listed below.

Premises considered, the Petitioners pray that:

1. An order be entered allowing Petitioners to intervene and participate in this proceeding as their interests may appear and to receive copies of any notices, orders, or other documents that are filed herein; and

2. The Petitioners have such other, further, and general relief as the justice of this cause may entitle them to receive.

Respectfully submitted,



H. LaDon Baltimore, No. 3836  
FARRAR & BATES, LLP  
211 Seventh Avenue North, Suite 420  
Nashville, TN 37219  
Phone: (615) 254-3060  
Facsimile: (615) 254-9835  
[don.baltimore@farrar-bates.com](mailto:don.baltimore@farrar-bates.com)  
*Counsel for Petitioners*

James C. Falvey, Sr. VP - Regulatory Affairs  
7125 Columbia Gateway Drive, Suite 200  
Columbia, MD 21024  
Phone: (301) 361-4298  
Facsimile: (301) 361-7654  
[jim.falvey@xspedius.com](mailto:jim.falvey@xspedius.com)

Certificate of Service

The undersigned hereby certifies that a true and correct copy of the foregoing has been forwarded via U. S. Mail, first class postage prepaid to the following, this 25th day of April, 2006.

Guy Hicks, Esq.  
BellSouth Telecommunications, Inc.  
333 Commerce Street, Suite 2101  
Nashville, TN 37201

Charles B. Welch, Jr., Esq.  
Farris, Mathews, ct al.  
618 Church Street, #300  
Nashville, TN 37219

Jack W. Robinson, Jr., Esq.  
Gullet Sanford, Robinson & Martin, PLLC  
P.O. Box 198888  
Nashville, TN 37219-8888

Susan Berlin, Esq.  
NuVox Communications, Inc.  
Two North Main Street  
Greenville, SC 29601

Timothy Phillips, Esq.  
Office of the Attorney General  
Consumer Advocate & Protective Division  
P.O. Box 20207  
Nashville, TN 37202

A handwritten signature in black ink, appearing to read 'H. LaDon Baltimore', written over a horizontal line.

H. LaDon Baltimore