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Reply to:
Nashville Office

May 19, 2006

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

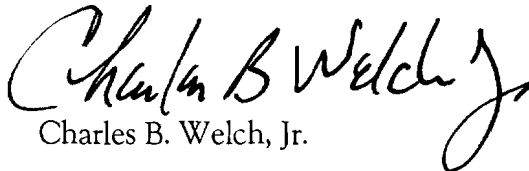
RE: Joint Data Requests of Time Warner Telecom of the MidSouth, LLC and US LEC of Tennessee, Inc. (Docket No. 06-00093)

Dear Chairman Jones:

Please find enclosed for filing, an original and 14 copies of the Joint Data Requests of Time Warner Telecom of the MidSouth, LLC and US LEC of Tennessee, Inc. Please date stamp one copy for my records. Thank you for your assistance regarding this matter. If you have any questions, or if I may be of further assistance, please do not hesitate to contact me.

Very truly yours,

FARRIS MATHEWS BRANAN
BOBANGO HELLEN & DUNLAP, PLC


Charles B. Welch, Jr.

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, Tennessee

IN RE:)	
)	
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)	

**TIME WARNER TELECOM OF THE MID-SOUTH, LLC AND US LEC OF
TENNESSEE, INC.'S DATA REQUESTS TO JOINT APPLICANTS**

Time Warner Telecom of the Mid-South, LLC and US LEC of Tennessee, Inc. hereby propound the following Data Requests to be answered under oath by an authorized agent of BellSouth Corporation, BellSouth Telecommunications, Inc. (individually or collectively as "BellSouth") or AT&T Inc., ("AT&T") (collectively "Joint Applicants").

I. DEFINITIONS

1. "BellSouth" means BellSouth Corporation or BellSouth Telecommunications, Inc., and their predecessors, successors, subsidiaries, divisions, affiliates, officers, directors, attorneys, employees, other representatives, individuals providing declarations or testimony on behalf of Joint Applicants, and others who are in possession of, or who may have obtained information for, or on behalf of, any of the above-mentioned persons or entities.

2. “AT&T” means AT&T Inc., and their predecessors, successors, subsidiaries, divisions, affiliates, officers, directors, attorneys, employees, other representatives, individuals providing declarations or testimony on behalf of Joint Applicants, and others who are in possession of, or who may have obtained information for, or on behalf of, any of the above-mentioned persons or entities.

3. “Joint Applicants” refers to AT&T and BellSouth collectively or individually if the requested information is held by only one applicant.

4. “Merger” means any proposal or expression of interest, including any by AT&T, regarding: (i) any merger, consolidation, share exchange, business combination, or other similar transaction or series of related transactions involving BellSouth and AT&T; (ii) any sale, lease, exchange transfer, or other disposition of the assets of BellSouth or any of its subsidiaries constituting 5% or more of the consolidated assets of BellSouth or accounting for 5% or more of the consolidated revenues of BellSouth in any one transaction or in a series of related transactions; and (iii) any offer to purchase, tender offer, exchange offer, or any similar transaction or series of related transactions made by any person involving 5% or more of the outstanding shares of any class of capital stock of BellSouth.

5. “Your,” “you,” or “your organization” means Joint Applicants and includes every person and entity acting with, or on behalf of, the person or entity to whom the Data Requests are directed, including, without limitation, all parent, subsidiary, affiliate, and other corporations of Joint Applicants.

6. “TRA” means the Tennessee Regulatory Authority.

7. “Person” means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.

8. “Data” means, without limitation, all documents and all other information, however produced or copied, whether or not privileged, responsive to a Data Request and includes information provided by Joint Applicants in response to the Data Requests of other parties to this proceeding.

9. “Or” should be construed as disjunctive and conjunctive, and “any” and “all” as used herein shall include “each” and “every.”

10. “Post-Merger Corporate Entity” means the entity that will result if the proposed Merger is finalized by all requisite agencies.

11. The use of the singular form of any word includes the plural and vice versa; and the use of the masculine gender shall include the feminine and neuter genders.

II. INSTRUCTIONS

1. In producing documents and other materials, you are requested to furnish all documents or things in your possession, custody or control, regardless of whether such documents or materials are possessed directly by your or your directors, officers, partners, members, agents, employees, representatives, subsidiaries, managing agents, affiliates, or by your attorneys or their agents, employees, representatives, or investigators.

2. If any requested document or thing cannot be produced in full, produce it to the extent possible, indicating at the time of production, which document(s) or portion(s) thereof being withheld, and the reasons therefore.

3. In producing documents, you are requested to produce documents requested together with all non-identical copies and drafts of those documents. If the original documents cannot be located, a copy shall be provided in lieu thereof, and shall be legible and bound or stapled in the same manner as the originals.

4. Documents shall be produced as they are kept in the normal course of business or organized and labeled to correspond to the categories in this Request.

5. If you claim the attorney-client privilege, or any other privilege or work-product protections for all or any portion of any documents, that portion of the document need not be produced, but you shall provide: (i) the date of the document; (ii) the authors; (iii) the recipient(s); (iv) a summary of the document general describing its contents; (v) the basis for the privilege asserted; and (vi) such additional information as is necessary to demonstrate the privileged nature of the document.

6. These Data Requests shall be deemed to be continuing in nature so as to require supplementary answers to the requests and further production of documents if you obtained additional information or documents between the initial production or response and the time of hearing.

7. If Joint Applicants dispute or object to the scope of any request, please respond to all portions of the request that are undisputed on the date requested.

III. DATA REQUESTS

1. Please provide all documents concerning the Merger, including, without limitation, actual or proposed contracts, agreements or memoranda of understanding concerning the negotiations, communications, and meetings related to the Merger, making sure to include all drafts, proposals, or final versions of the actual Merger agreement.

RESPONSE:

2. Please provide all documents, including, but not limited to, any presentation, report or resolution prepared for, distributed to, or submitted by Joint Applicants'

directors, officers, or management or any committee, subcommittee or special committee thereof related to the Merger, Merger transaction, or any other Merger proposals.

RESPONSE:

3. Please provide all documents concerning the amount of money, stock or other consideration to be paid to, or to be received by, the shareholders of BellSouth in connection with the Merger, including, without limitation, all documents concerning the negotiation thereof.

RESPONSE:

4. Please provide all documents concerning any actual or proposed changes in the terms of the Merger or the right or option to terminate, amend, or modify the terms of the Merger.

RESPONSE:

5. Please provide all documents concerning communications, negotiation, inquiries, bid, offer, or potential offer related to any Merger of Joint Applicants, including, but not limited to, the proposed Merger that is the subject of these proceedings.

RESPONSE:

6. Please provide all appraisals, analyses, reviews, or other documents concerning the value, market value, or fair value of Joint Applicants' stock or any of the assets or businesses of Joint Applicants' stock or any of the assets or businesses of Joint Applicants made, received, reviewed by, or on behalf of, Joint Applicants or any of their respective financial advisors, officers, or directors.

RESPONSE:

7. Please provide all documents including, but not limited to, any minutes, recordings, consents, agendas, summaries, memoranda, transcripts and notes concerning any meeting or resolution of BellSouth's and AT&T's directors, officers, management or any committee, subcommittee, or special committee thereof concerning the Merger.

RESPONSE:

8. Please provide all documents concerning any employment agreement, consulting agreement, loan agreement, business arrangement, or other agreement or contract between BellSouth and AT&T, between AT&T and any CLEC operating in Tennessee and between BellSouth and any CLEC operating in Tennessee.

RESPONSE:

9. Please provide all documents that were disseminated to or received from Joint Applicants' accountants, investment bankers, financial advisors, or experts concerning the Merger.

RESPONSE:

10. Please provide all documents, which in any way discuss, or refer to, the effect or possible effect of the proposed Merger on any interconnection agreements, contracts, BellSouth Carrier Notifications or other documents affecting interconnection and any other relations, contractual or otherwise, between BellSouth and AT&T, between AT&T and any CLEC operating in Tennessee, and between BellSouth and any CLEC operating in Tennessee.

RESPONSE:

11. Please provide all documents concerning Joint Applicants' budgets, forecasts, business plans or projections of revenues, assets, liabilities, capital, expenses, sales,

inventories, gross margins, working capital, cash flow, profits, net profits, losses, or earnings per share.

RESPONSE:

12. Please provide all documents concerning Post-Merger Corporate Entity budgets, forecasts, business plans or projections of revenues, assets, liabilities, capital, expenses, sales, inventories, gross margins, working capital, cash flow, profits, net profits, losses, or earnings per share.

RESPONSE:

13. Please provide the financial statements for the calendar or fiscal years ended in 2003, 2004, and 2005 as well as any interim or quarterly financial statements for 2006 of Joint Applicants.

RESPONSE:

14. Please provide all documents concerning communications, including drafts thereof, filed by the Joint Applicants with the United State Federal Trade Commission, the United States Department of Justice, the Federal Communications Commission, the Securities and Exchange Commission, or any other government or regulating entity, relating to the Merger.

RESPONSE:

15. Please provide any documents concerning Hart Scott-Rodino clearance or other regulatory clearance for the Merger.

RESPONSE:

16. Please provide all documents concerning any committee or group of Joint Applicants' directors established to review or consider the Merger or any alternative to the

Merger, including, but not limited to, documents concerning the formation, selection of members, power, meetings, compensation, and communication of the Joint Applicants.

RESPONSE:

17. Please provide all documents concerning the proposed management structure of the Post-Merger Corporate Entity, including the names of the personnel who will comprise the executive management of the Post-Merger Corporate Entity that will result from the contemplated Merger, and describe the financial, technical, and managerial abilities they possess enabling them to engage in the telecommunications industry.

- a. Please provide the total employee count of AT&T and BellSouth immediately prior to the contemplated transaction, and provide an estimated employee count following the transaction, extending to twelve (12) months following the date of the contemplated transaction.
- b. Please state whether the duties of any employee regarding the Post-Merger Corporate Entity's financial, technical, or managerial functions will be outsourced, and if so, specifically identify the nature of the job responsibilities to be outsourced and the name of the person or entity assuming the responsibilities.
- c. State whether any AT&T and BellSouth employees who are employed in Tennessee will be laid off or otherwise terminated as a result of the contemplated transaction, and if so, provide, with as much accuracy as possible, the number of employees to be so affected.
- d. Please provide the total number of employees working in any and all AT&T and BellSouth customer service centers, regardless of location, dedicated to addressing inquiries and other needs of customers located in Tennessee. Please

provide the total number of such employees as of the date your response to this request, and an estimate for the number of such employees following the completion of the contemplated transaction.

- e. Please provide a copy of any exiting agreement, whether a collective bargaining or otherwise, between both of the Joint Applicants and their respective union employees.

RESPONSE:

18. Please provide each telecommunications facility that AT&T provides to any TRA certified competitive local exchange carrier ("CLEC") in BellSouth's Tennessee service area and identify each such CLEC separately using a numerical or other coded designation assigned to the entity by AT&T. Separately identify the geographic location (i.e. the end termination points of transport facility) of each such facility and separately identify each such facility as:

- a. A transport facility between two BellSouth wire centers, identified by CLLI code;
- b. Any facility between an AT&T network node and point of presence; and
- c. Any loop facility--a facility that terminates at one end at a location of an end user customer of the CLEC.

19. For each facility listed in response to Data Request No. 18 above, indicate whether the facility is owned by AT&T, or its affiliate, leased by AT&T from an entity other than BellSouth, or leased from BellSouth. If leased from BellSouth, indicate whether the facility is leased as special access or as a UNE.

RESPONSE:

20. Please list each individual entity that connects to AT&T's Internet backbone facilities at one or more locations in BellSouth's Tennessee service territory and identify the locations where each connection occurs. In addition, identify each such entity separately using a numerical or other coded designation assigned by AT&T.

21. Please provide a listing of each wire center in Tennessee in which AT&T is a fiber-based collocator.

RESPONSE:

22. Please provide, for each wire center in Tennessee, the number of business lines attributable to AT&T claimed by BellSouth.

RESPONSE:

23. Please provide a list of each fiber optic wireline telecommunications facility owned by AT&T that both originates and terminates telecommunications in BellSouth's Tennessee service territory, including in the list, both the location of each termination end point of each facility and the capacity of each facility, on an end-to-end basis.

RESPONSE:

24. As part of the list referenced in Data Request No. 23 above, identify and classify each point of termination served by the wireline telecommunications facility listed in response thereto. Classify each such point of termination and provide its geographic location as:

- a. An AT&T point of presence;
- b. Another non-ILEC POP within BellSouth's Tennessee service territory;
- c. A BellSouth-Tennessee wire center;
- d. Another ILEC wire center;
- e. A place known to contain one or more Internet Service Providers ("ISPs");

f. A location known to contain one or more entities that are not a carrier certified in Tennessee or an ISP (note the same location on the list for both this and the proceeding category); or

g. Each termination, if any, not covered by one of the above categories.

RESPONSE:

25. Provide a list of each alternative providers of special access services that currently serve the areas covered by AT&T's network showing the specific areas defined as:

a. Each area corresponding to the on-net service territory of facilities owned by AT&T or one of its affiliates; and

b. Each area corresponding to the service area of each BellSouth Tennessee wire center where at least one such alternative provider currently provides a special access service.

RESPONSE:

26. Please provide a listing of all transport service providers, other than BellSouth, from which AT&T leases transport capacity in Tennessee. Identify the number of analog, DS1, DS3, and OC-level transport facilities AT&T leases, by corresponding BellSouth wire center. If AT&T is unable to determine the corresponding wire center, provide the information requested, by city.

RESPONSE:

27. Please provide a listing of all providers of loop facilities, other than BellSouth, from which AT&T leases loop capacity in Tennessee. Identify the number of analog, DS1, DS3, and OC-level loop facilities AT&T leases, by corresponding BellSouth wire center. If AT&T is unable to determine the corresponding wire center, provide the information requested, by city.

RESPONSE:

28. Provide a copy of the current contract or agreement under which AT&T leases interstate and intrastate special access service from BellSouth.

RESPONSE:

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:

30. State whether BellSouth considers AT&T an actual or potential competitor in the mass market in Tennessee. If the answer is no, please provide a full explanation.

RESPONSE:

31. State whether AT&T considers BellSouth an actual or potential competitor in the mass market in Tennessee. If the answer is no, please provide a full explanation.

RESPONSE:

32. Please provide all copies of documents that evaluate the nature and extent of competition in various product markets in Tennessee during the past two years.

RESPONSE:

33. Please state whether AT&T and BellSouth continue to provision new orders for long distance service to business customers in Tennessee.

RESPONSE:

34. Please state the number of new long distance business lines provisioned by the individual Joint Applicants to business customers in Tennessee since AT&T closed its merger with SBC.

RESPONSE:

35. Please state the number of new residential customers provisioned by the individual Joint Applicants in Tennessee since AT&T closed its merger with SBC.

RESPONSE:

36. Please state how many local customers, residential and business, Joint Applicants have in Tennessee together with the number of access lines and amount of revenue derived therefrom.

RESPONSE:

37. Please provide all public filings and comments, as well as internal memos held or under the control of the Joint Applicants, dating from the announcement of the AT&T/SBC merger, addressing plans to compete outside of the SBC region, including anywhere in BellSouth's footprint.

RESPONSE:

38. Please list the BellSouth region cities that are of SBC's "National-Local" strategy for expansion and any documentation evidencing the claim of \$1 billion invested in this strategy, providing the amount of funds and types of investments supplied to each city and any advertisements, whether direct mail or media, used by SBC to market local or long distance.

RESPONSE:

39. Provide, for each year, the total SBC revenues and expenditures on switched and special access services purchased from LECs, and market shares separately for the mass market and enterprise segments for each of the out of region markets in the BellSouth region as described in Data Request No. 38 above.

RESPONSE:

40. Indicate the benefits, cost savings, and efficiencies AT&T intends to achieve through its Merger with BellSouth.

RESPONSE:

41. Describe all plans Joint Applicants have to reduce wholesale and retail prices in Tennessee as a result of the cost savings that result from the Merger.

RESPONSE:

42. Describe the benefits the Joint Applicants will achieve as a result of the proposed Merger in facilitating the ability to charge for priority of Internet content delivery.

RESPONSE:

43. Provide a list for each wire center in Tennessee, the number of retail DS1 loops, the number of retail DS3 loops and the number of retail OC-level loops (with retail defined for purposes of this Data Request as loops used to provide non-special access or non-UNE service, where the high capacity loop arrangement is a featured part of the retail service provided by BellSouth. That is, BellSouth should not include in this count, multi-business line services that happen to be offered using a high-capacity access connection, if the customer is unaware of the access technology used to connect to BellSouth's wire center). Provide the date in this Data Request as of the most recent quarter for which information is available.

RESPONSE:

44. Please provide a list for each wire center in Tennessee, the number of DS1 special access loops with and without transport, and the number of DS3 special access loops provided by BellSouth as of the most recent quarter for which information is available.

RESPONSE:

45. Please provide each wire center in Tennessee, the number of DS1 special access loops, with and without transport, and the number of DS3 special access loops provided by BellSouth as of the most recent quarter for which information is available. Please provide interstate and intrastate special access separately.

RESPONSE:

46. Please provide each wire center in Tennessee, the number of DS1 special access loops, with and without transport, and the number of DS3 special access loops provided by BellSouth to AT&T as of the most recent quarter for which information is available. Please provide interstate and intrastate special access separately.

RESPONSE:

47. Please provide a breakdown, for the most recent calendar year that such information is available, of the amount of BellSouth's Tennessee special access revenues, separately for interstate and intrastate, separated by item discount pricing plans (i.e., the level of revenue under month-to-month pricing, 12 month commitment, etc.).

RESPONSE:

48. Has BellSouth obtained interstate special access pricing flexibility for any exchange in Tennessee? If so, identify each exchange and provide a listing of each rate change in that exchange from the end of 2000 to the present.

RESPONSE:

49. Provide the number of lines providing switched (i.e. voice) business line service provided by AT&T over the UNEs and special access lines leased by AT&T from BellSouth in Tennessee for the most recent calendar year for which such information is available. For the same period, separately provide the number of analog UNE loops, leased

without switching, DS1 UNE loops, including loops used in combination with UNE transport, DS3 loops, analog special access lines, both interstate and intrastate, DS1 special access lines, both interstate and intrastate, and DS3 special access lines, both interstate and intrastate, leased from BellSouth.

RESPONSE:

50. Does BellSouth have any network construction projects completed, underway, or planned in Tennessee either necessitated by, or accelerated because of, last years' hurricanes or other severe storms? If so, please identify such network construction projects.

RESPONSE:

51. Please provide a matrix of the performance metrics payments made by BellSouth to CLECs on a state-by-state basis for the last two (2) years. Please provide data in the aggregate and on a carrier-by-carrier basis. Include a list of actual performance metrics payments made to Tennessee CLECs for the last two (2) years and the manner in which those payments were made.

RESPONSE:

52. Please describe the manner in which BellSouth makes state-by-state information available to CLECs about performance metrics payments, including recent payments and historical payments dating back two (2) years.

53. Provide a list for each wire center in Tennessee, the number of DS2 UNE loops without transport, the number of DS1 UNE loops with transport (i.e. as part of an EEL), and the number of DS3 UNE loops provided by BellSouth as of the end of the most recent quarter for which information is available.

RESPONSE:

54. Please provide each wire center in Tennessee, the number of DS1 UNE loops, with and without transport, and the number of DS3 UNE loops provided by BellSouth to AT&T as of the most recent quarter for which information is available.

RESPONSE:

55. Provide the total revenues received from the lease of UNEs in Tennessee for each year since 1996. Please provide revenues received from UNE-P separately from the lease of all other UNEs and revenues received from the lease of UNEs.

RESPONSE:

56. Do either of the Joint Applicants currently employ multi-tiered pricing schemes for internet usage? If not, does either of them deliver internet traffic on a best-efforts basis? Does the PMCE anticipate employing the use of multi-tiered pricing schemes following the contemplated transaction?

RESPONSE:

57. Do either of the Joint Applicants anticipate charging Internet content providers a fee based on volume transmitted over the Joint Applicants' networks(s)?

RESPONSE:

58. Describe in detail the Post-Merger Corporate Entity's ("PMCE's") monetization strategies for internet usage accessed by both wireless and wireline modalities.

- a. Will the PMCE charge competitors for the use of PMCE's network? If so:
 - (i) Does the PMCE envision raising fees of any type or sort it charges to competitors and resellers for access to the PMCE's network?
 - (ii) Please describe the factors contemplated and the basis for raising fees.
 - (iii) Will the PMCE prohibit competitors' access to the PMCE network? If so,

describe in detail how this will enhance competition in the telecommunications industry.

- b. Will the PMCE allow consumers to use the Internet as they themselves choose and to access the Internet via whatever devices they themselves choose? If so, does the PMCE contemplate selling on an exclusive basis those Internet access devices?
- c. If the PMCE will not allow consumers to use the Internet as they themselves choose, by devices of their own choice, then (i) please describe the factors the PMCE did or will contemplate to limit or circumscribe access; and (ii) describe in detail how such actions will enhance competition in the telecommunications industry.
- d. Will the PMCE attempt to tier charges for Internet usage based on the type of device used to access the Internet? If so, describe in detail how such actions will enhance competition in the telecommunications industry.

RESPONSE:

59. Please state whether the PMCE will engage in non-regulated activities in any location. If so, please describe the nature and location of the activities, breakdown of percentage of non-regulated versus regulated activities, and amount of revenue derived from non-regulated activities.

RESPONSE:

60. What effect will the proposed merger have on the ability of Tennessee consumers to purchase unbundled phone services from PMCE?

- a. Will the PMCE always allow consumers, including Tennesseans, the option of purchasing basic telephone service without options?
- b. If your answer to (a) above is yes, state the effect the contemplated merger will have on pricing for such basic services.

RESPONSE:

61. Does the PMCE envision pricing on a flat fee per month basis for combined wireline, wireless, and video services?

RESPONSE:

62. Describe the PMCE's strategy for developing the 2.3 GHz and 2.5 GHz bands.

- a. How much of these bands will the PMCE control in the top 100 markets?
- b. How much of these bands will the PMCE control in Tennessee markets?

RESPONSE:

63. Will the PMCE give any assurances that it will not attempt to block or in any manner disrupt VoIP transmissions from other telecommunications providers utilizing the PMCE's network? Describe in detail.

RESPONSE:

DATED this the 19th day of May, 2006.

Respectfully submitted,



FARRIS MATHEWS BRANAN
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Nashville, Tennessee 37219

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CERTIFICATE OF SERVICE

I hereby certify that on May 19, 2006, a copy of the foregoing document was serviced on the parties of record, via US Mail:

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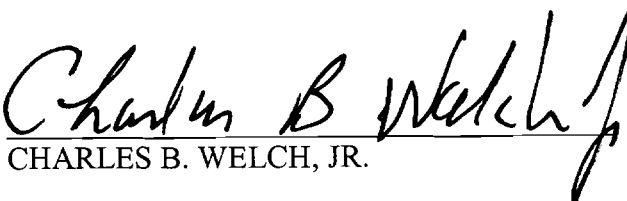
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