

BRANSTETTER, STRANCH & JENNINGS, PLLC

ATTORNEYS AT LAW

227 SECOND AVENUE NORTH

FOURTH FLOOR

NASHVILLE, TENNESSEE 37201-1631

CECIL D. BRANSTETTER, SR.
C. DEWEY BRANSTETTER, JR.
RANDALL C. FERGUSON
R. IAN JENNINGS*
DONALD L. SCHOLES
JAMES G. STRANCH, III
JANE B. STRANCH

TELEPHONE
(615) 254-8801

FACSIMILE
(615) 250-3937

May 19, 2006

TERESA W. CHAN
JOE P. LENISKI, JR.
MARK A. MAYHEW
J. GERARD STRANCH, IV
MICHAEL J. WALL

*ALSO ADMITTED IN GA

Ron Jones, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Attention: Sharla Dillon

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

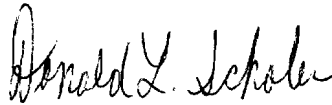
Data Request of Intervenor, Communications Workers of America, AFL-CIO

Dear Chairman Jones:

I have enclosed for filing an original and fourteen copies of the Data Request of Intervenor, Communication Workers of America, AFL-CIO in this docket. I would appreciate your returning to me stamped filed one of these copies in the enclosed self-addressed envelope.

Thank you for your assistance in this matter.

Sincerely yours,



DONALD L. SCHOLES

Enclosures

c: Parties of Record

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

IN THE MATTER OF:

| | | |
|--|---|----------------------------|
| JOINT FILING OF AT&T INC. AND |) | |
| BELLSOUTH CORP. REGARDING |) | DOCKET NO. 06-00093 |
| CHANGE OF CONTROL OF |) | |
| BELLSOUTH CORPORATIONS' |) | |
| TENNESSEE SUBSIDIARIES |) | |

**DATA REQUESTS OF INTERVENOR,
COMMUNICATION WORKERS OF AMERICA**

Comes the Intervenor, Communication Workers of America (CWA), and propounds the following data requests to the Applicants:

DEFINITIONS

Unless a specific request indicates otherwise, the following definitions are applicable in providing the requested information:

1 . “AT&T” means AT&T, Inc., and its subsidiaries and affiliates including agents, servants, attorneys, investigators, employees, ex-employees, other representatives, individuals providing declarations or testimony on behalf of AT&T, 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. “BellSouth” means BellSouth Corporation, and its subsidiaries and affiliates including agents, servants, attorneys, investigators, employees, ex-employees, other representatives, individuals providing declarations or testimony on behalf of BellSouth, 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 . The term “person” means any natural person, corporation, corporate division, partnership, other unincorporated association, trust, government agency, or entity.

4. “And” and “or” as used herein shall be construed both conjunctively and disjunctively and each shall include the other whenever such construction will serve to bring within the scope of these discovery requests any information that would otherwise not be brought within their scope.

5 . The singular as used herein shall include the plural, and vice versa, and the masculine gender shall include the feminine and the neuter.

6. “Data” means, without limitation, all documents and all other information, however produced or reproduced, whether or not privileged, responsive to a Data Request and includes the information provided by AT&T in response to the Data Requests of other parties to this proceeding.

7. “Identify,” “identity,” or “identification,” when used in reference to a document, means to state the type of document (e.g., computer stored information, microfilm, letter, memorandum, policy circular, minute book, telegram, chart, etc.), or some other means of identifying it, its present location and custodian, a description and the date on which it was made, prepared or received. The term “identify” when used with respect to an individual means to state the person’s full name, present position and business affiliation, the current business address and telephone number, or if not known, the person’s current home address and telephone number (if unknown, then last known address and telephone number). The term “identify” when used with respect to a business or entity or with respect to a telecommunications facility, building or location means to furnish the name and address of the business entity or the

telecommunications facility, building or location, as requested herein. The term “list” means to “identify” as defined herein.

INSTRUCTIONS

1 . If any document is withheld on the ground of privilege, please produce a log setting forth the date of the document, the author(s), the recipient(s), a summary of the document generally describing its contents, the basis for the privilege asserted, and such additional information as is necessary to demonstrate the privileged nature of the document.

2. Identify each person providing information used in answering each Data Request. Such information shall include the full name, present business address, occupation, title, employer and organization for each such person. Please also indicate the information provided by each identified person.

3 . 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 obtain additional information or documents between the initial production or response at the time of hearing.

4. Where the response includes documents that are available in both paper form and electronic form, please provide both forms unless otherwise indicated in a specific request, and provide a complete copy of all electronic versions in their entirety on Microsoft Windows-based CD ROM in an executable format. Do not provide output and results created using electronic means (word processing, spreadsheets, etc.) in the form of a non-executable image file (PDF, TIF, etc.). When the request calls for data and that data is maintained in a database, please identify the database, all extracts from the database used in the response and documentation that

explains the meaning of the data (i.e., documentation that describes the meaning of the various fields in the database, all acronyms used, etc.).

5. If any material or information is redacted from a document, please so indicate it on the document and in your written response. Please produce a log identifying the document, generally describing the redacted material, providing the basis for the privilege asserted, and providing such additional information as is necessary to demonstrate the privileged nature of the redacted material.

6. If AT&T or BellSouth disputes or objects to the scope of any request, please provide a response to all portions of the request that are undisputed on the date requested.

7. If AT&T or BellSouth has data that is partially responsive to a request, but are unable to supply a complete response or unable to supply a response in the specific format requested, AT&T or BellSouth should supply the data that is available and an explanation concerning the portions of the requested data not available.

DATA REQUESTS

1. Provide a copy of the AT&T and BellSouth Merger Agreement and all exhibits referred to in the Merger Agreement.

RESPONSE:

2. Please provide copies of all fairness opinions rendered by AT&T and BellSouth's financial advisors regarding the proposed merger.

RESPONSE:

3. Please provide a copy of the most recent actuarial report(s) for the post-retirement benefits other than pensions (OPEBs) that relate AT&T and BellSouth bargaining unit employees.

RESPONSE:

4. If the transaction is approved, does the merged AT&T/BellSouth have any plans to change the number and/or types of employees currently working at AT&T and BellSouth in the state of Tennessee? If so, please describe in detail all such changes.

RESPONSE:

5. If the transaction is approved, does the Merged AT&T/BellSouth have any plans to change the levels of compensation of employees currently working at AT&T and BellSouth? If so, please describe in detail all such changes.

RESPONSE:

6. If the transaction is approved, does the Merged AT&T/BellSouth have any plans to change the levels of pension benefits paid to retirees or employees currently working at AT&T and BellSouth? If so, please describe in detail all such changes.

RESPONSE:

7. If the transaction is approved, does the Merged AT&T/BellSouth have any plans to transfer any work currently performed by AT&T or BellSouth employees in Tennessee out-of-state or to close any call centers or other work locations in the state of Tennessee? If so, please describe in detail all such changes.

RESPONSE:

8. Will the existing collective bargaining agreements between AT&T and BellSouth and the Communications Workers of America be affected in any manner by the proposed transaction? If so, please describe in detail all such changes.

RESPONSE:

9. Please provide the total number of employees of BellSouth and AT&T in Tennessee at the end of each of the years beginning December 31, 2000 and ending December 31, 2005.

RESPONSE:

10. Please provide the total number of access lines served by BellSouth in Tennessee at the end of each of the years beginning December 31, 2000 and ending December 31, 2005.

RESPONSE:

11. Please provide the total annual maintenance expenses spent by BellSouth in Tennessee for local exchange services for each of the years from the beginning of 2000 to year-end 2005.

RESPONSE:

12. Please provide the total capital construction amount expended by BellSouth for local exchange services in Tennessee for each of the years from the beginning of 2000 to year-end 2005.

RESPONSE:

13. Please provide the total annual expenditures paid by BellSouth to outside contractors and/or vendors for personnel-related expenses for maintenance for the years 2000-2005.

RESPONSE:

14. Please provide the total annual expenditures paid by BellSouth to outside contractors and/or vendors for personnel-related expenses for construction in Tennessee for the years 2000-2005.

RESPONSE:

15. Please provide a matrix showing BellSouth service quality performance for the most recent 36 months on all indices on which BellSouth is required to report to the TRA.

RESPONSE:

16. Please provide a list of central offices that are DSL capable and those that are not DSL capable in the BellSouth service areas in Tennessee; the number of residential and business DSL subscribers in the service areas of BellSouth in Tennessee; and the total number of residential and business customers and lines in the of BellSouth in Tennessee.

RESPONSE:

17. Please provide the annual report of BellSouth submitted to the TRA and the FCC for the years ending 2000, 2001, 2002, 2003, 2004, and if available, 2005 including the income statements, balance sheets, and cash flow statements, and year-end total access lines.

RESPONSE:

18. Provide all presentations made by BellSouth and/or AT&T management to securities analysts and credit rating agencies regarding the proposed merger.

RESPONSE:

19. Provide all credit rating reports issued by Standard & Poor's, Moody's and Fitch concerning BellSouth and AT&T since January 1, 2006.

RESPONSE:

20. Provide any securities analyst reports that discuss or assess the proposed AT&T/BellSouth merger.

RESPONSE:

21. Please provide any due diligence studies, reports, memos or presentations prepared by consultants or financial advisors for AT&T and BellSouth concerning the transaction.

RESPONSE:

22. Provide all presentations to the AT&T and BellSouth Board of Directors concerning the transaction.

RESPONSE:

23. Provide projected capital investment plans for BellSouth and AT&T in Tennessee for the next five years.

RESPONSE:

24. Please describe Project Lightspeed plans for Tennessee in detail, including, but not limited to plans for workforce deployment.

RESPONSE:

25. Does BellSouth or AT&T currently deploy or does the merged BellSouth/AT&T have any plans to deploy any video hubs in Tennessee? Please provide a list and location of current AT&T and BellSouth video hubs. Are they currently and will be staffed post-merger by union-represented employees?

RESPONSE:

26. Does BellSouth currently deploy or does the Merged AT&T/BellSouth have any plans to deploy Internet Points of Presence in Tennessee? Are they and will they be staffed post merger by union-represented employees. Please provide a list and locations of AT&T and BellSouth Internet Points of Presence.

RESPONSE:

27. Does BellSouth currently and will the merged AT&T/BellSouth service the following equipment by union-represented employees: Redback Routers in BBOs, ATM switches, DSLAMS and Remote terminals?

RESPONSE:

28. Does BellSouth currently and will the merged AT&T/BellSouth service by union-represented employees ATM and DSL Surveillance and Monitoring and Customer Premise Equipment for its Enterprise and Global customers, including but not limited to routers and other CPE for Customer Data and VOIP?

RESPONSE:

29. Does BellSouth or AT&T currently have and will the merged AT&T/BellSouth have an Internet Network Operations Center (NOC) in Tennessee? Are they and will they be staffed post-merger by union-represented employees?

RESPONSE:

30. Is the BellSouth DSL tech support provided by BellSouth employees or by outside contractors, and will DSL tech support work be provided by union-represented employees after the proposed merger?

RESPONSE:

31. Please provide a list of all employees of AT&T and BellSouth who will receive retention bonus payment related to this transaction, and the amount of the retention bonus payment.

RESPONSE:

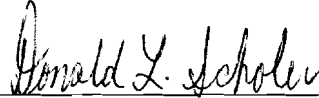
32. Will the Applicants make a commitment that there will be no reduction in employment levels in Tennessee for five years after the transaction?

RESPONSE:

33. Will the Applicants make a commitment that they will continue to honor collective bargaining agreements after the transaction?

RESPONSE:

Respectfully submitted,



DONALD L. SCHOLES BPR #10102
Branstetter, Stranch & Jennings PLLC
227 Second Avenue North, Fourth Floor
Nashville, TN 37219
615-254-8801

*Attorney for Communications Workers of America,
AFL-CIO*

CERTIFICATE OF SERVICE

I hereby certify that on May 19, 2006, a copy of the foregoing document was served on the following, via U.S. Mail and by electronic mail where shown:

Guy Hicks
Joelle Phillips
BellSouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300
(via electronic mail)

James Harralson
Lisa Foshee
675 West Peachtree Street
Suite 4300
Atlanta, GA 30375

Colin S. Stretch
Patrick D. Curran
Kellogg, Huber, Hansen, Todd,
Evans & Figel, PLLC
1615 M Street, N.W., Suite 400
Washington, D.C. 20036

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

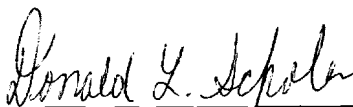
Charles B. Welch, Esq.
Farris, Mathews, et. al.
618 Church Street, #300
Nashville, TN 37219
(via electronic mail)

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

Wayne Watts
Martin E. Granbow
Randy Johnson
David Eppsteiner
AT&T, Inc.
175 East Houston
San Antonio, TX 78205-2233

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

H. LaDon Baltimore, Esq.
Farrar & Bates, LLP
211 Seventh Avenue North, Suite 420
Nashville, TN 37219
(via electronic mail)


Donald L. Scholes