

FARRIS MATHEWS BRANAN  
BOBANGO HELLEN & DUNLAP, PLC

ATTORNEYS AT LAW

HISTORIC CASTNER-KNOTT BUILDING  
618 CHURCH STREET, SUITE 300  
NASHVILLE, TENNESSEE 37219

Charles B. Welch, Jr.  
cwelch@farrismathews.com

Telephone: (615) 726-1200  
Facsimile: (615) 726-1776

Writers Direct Dial:  
615-687-4230

May 26, 2006

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

**HAND DELIVERED**

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**Re: Time Warner Telecom of the Mid-South, LLC's Responses to  
BellSouth and AT&T's Interrogatories in Docket No. 06-00093.**

Dear Chairman Jones,

Please find enclosed, an original and 14 copies of the referenced Discovery. Please date stamp a copy for my records.

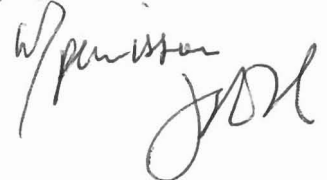
Thank you for your assistance regarding this matter. If we can be of further assistance, please do not hesitate to contact us.

Very truly yours,

FARRIS MATHEWS BRANAN  
BOBANGO HELLEN & DUNLAP, PLC



Charles B. Welch, Jr.



CBW/jrh  
Enclosures  
Cc: Carolyn Marek

BEFORE THE TENNESSEE REGULATORY AUTHORITY

Nashville, Tennessee

IN RE: )  
)  
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 Corporation's Tennessee )  
Subsidiaries )

Docket No. 06-00093

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TIME WARNER TELECOM OF THE MID-SOUTH, LLC'S  
RESPONSES TO BELLSOUTH AND AT&T'S INTERROGATORIES

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Time Warner Telecom of the Mid-South, LLC ("Respondent"), by and through undersigned counsel, hereby answers, under oath, the following Interrogatories propounded by BellSouth Corporation, BellSouth Telecommunications, Inc. (individually or collectively as "BellSouth") and AT&T Inc., ("AT&T") (collectively "Joint Applicants"):

**REQUEST NO. 1** Do you agree that the combined entity will have the financial capability to provide telephone service in Tennessee after the merger?

**RESPONSE:** Respondent lacks the knowledge and information sufficient to form an opinion and formulate an answer to this request. After the Joint Applicants respond to Respondent's Data Requests, enough relevant facts may become available to Respondent so that it will have a basis for an answer to this question.

**REQUEST NO. 2** If your response to Request No. 1 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** See answer to Request No. 1.

**REQUEST NO. 3** Do you agree that the combined entity will have the managerial capability to provide telephone service in Tennessee after the merger?

**RESPONSE:** Respondent lacks the knowledge and information sufficient to form an opinion and formulate an answer to this request. After the Joint Applicants respond to Respondent's Data Requests, enough relevant facts may become available to Respondent so that it will have a basis for an answer to this question.

**REQUEST NO. 4** If your response to Request No. 3 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** See answer to Request No. 3.

**REQUEST NO. 5** Do you agree that the combined entity will have the technical capability to provide telephone service in Tennessee after the merger?

**RESPONSE:** Yes.

**REQUEST NO. 6** If your response to Request No. 5 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** Not applicable.

**REQUEST NO. 7** Do you agree that the proposed merger will not change the TRA's authority to regulate the BellSouth and AT&T operating subsidiaries subject to the Authority's jurisdiction?

**RESPONSE:** Respondent lacks the knowledge and information sufficient to form an opinion and formulate an answer to this request. After the Joint Applicants respond to

Respondent's Data Requests, enough relevant facts may become available to Respondent so that it will have a basis for an answer to this question.

**REQUEST NO. 8** If your response to Request No. 7 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** See answer to Request No. 7.

**REQUEST NO. 9** Do you agree that the proposed merger will not change BellSouth Telecommunications, Inc.'s obligations under Section 251 of the Telecommunications Act of 1996?

**RESPONSE:** Yes.

**REQUEST NO. 10** If your response to Request No. 9 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** Not applicable.

**REQUEST NO. 11** Do you agree that the proposed merger will not change the TRA's authority under Section 252 of the Telecommunications Act of 1996 to arbitrate and enforce interconnection agreements?

**RESPONSE:** Yes.

**REQUEST NO. 12** If your response to Request No. 11 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** Not applicable.

**REQUEST NO. 13** Do you agree that the proposed merger will not change the obligations set forth in the section 251 performance plan ordered by the Authority in Docket No. 04-00150?

**RESPONSE:** Respondent lacks the knowledge and information sufficient to form an opinion and formulate an answer to this request. After the Joint Applicants respond to

Respondent's Data Requests, enough relevant facts may become available to Respondent so that it will have a basis for an answer to this question.

**REQUEST NO. 14** If your response to Request No. 13 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** See answer to Request No. 13.

**REQUEST NO. 15** Do you agree that the proposed merger will not change the TRA's jurisdiction over intrastate special access tariffs?

**RESPONSE:** Yes.

**REQUEST NO. 16** If your response to Request No. 15 is anything other than an unqualified yes, state with specificity each fact that supports your response.

**RESPONSE:** Not applicable.

**REQUEST NO. 17** Do you currently purchase facilities on a wholesale basis from any AT&T or BellSouth affiliated entity in Tennessee?

**RESPONSE:** Yes.

**REQUEST NO. 18** Do you have your own facilities in Tennessee?

**RESPONSE:** Yes.

**REQUEST NO. 19** Do you provide local residential wireline voice service in Tennessee today?

**RESPONSE:** No.

**REQUEST NO. 20** Do you provide local business wireline voice service in Tennessee today?

**RESPONSE:** Yes.

**REQUEST NO. 21** Are you aware of any transport providers in Tennessee other than AT&T or BellSouth affiliates?

**RESPONSE:** Yes.

**REQUEST NO. 22** If your answer to Interrogatory No. 21 is anything other than an unqualified no, please identify each such provider.

**RESPONSE:** Sprint, MCI/Verizon, Level 3, Qwest, Century Tel, Kentucky Data Link, and XO Communications, Inc.

**REQUEST NO. 23** Do you contend that the proposed merger will harm competition in Tennessee?

(a) If so, do you contend that such alleged competitive harm will occur in (1) the residential retail market; (2) the business retail market; or (3) the wholesale market?

(b) If so, state with specificity each and every way that you contend the proposed merger will harm competition and the factual basis for your contention.

**RESPONSE:** Yes.

(a) The proposed merger will harm competition in the residential market, the business retail market, and the wholesale market.

(b) Based on information currently available to the Respondent and subject to further evaluation and modification, the proposed merger will have a detrimental impact on competition in Tennessee in the residential retail market, the business retail market, and the wholesale market. The proposed merger will result in a significant increase in concentration in an already concentrated market. Accordingly, the efficiencies resulting from the merger must be unrealistically large, cognizable, and concrete or the adverse impact to the competitive market will far outweigh any recognizable benefit of the merger.

This detrimental impact will be evidenced in at least three critical respects: (1) the elimination of AT&T as a competitive telecommunications service provider in the current

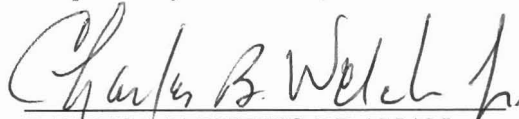
BellSouth footprint will have serious anti-competitive effects with respect to interconnection, exchange of IP voice traffic, and access to local transmission facilities; (2) the overwhelming size of the post-merger footprint subsequent to the prior combination of AT&T and SBC will result in a significant increase in concentration in an already concentrated market thus harming competition in the special access market in the BellSouth region; and (3) the elimination of the largest, independent ILEC in Tennessee as a benchmark for determining, without limitation, just and reasonable rates, terms, and conditions for special access tariffs and interconnection agreements.

**REQUEST NO. 24** If you contend that the proposed merger is not in the public interest, state any and all factual bases for your contention.

**RESPONSE:** See answer to Request No. 23.

DATED this the 26<sup>th</sup> day of May, 2006.

Respectfully submitted,

A handwritten signature in cursive script, reading "Charles B. Welch, Jr.", written in dark ink.

FARRIS MATHEWS BRANAN  
BOBANGO HELLEN & DUNLAP, PLC  
Charles B. Welch, Jr.  
618 Church Street, Suite 300  
Nashville, Tennessee 37219  
Office: (615) 726-1200  
Facsimile: (615) 726-1776

### CERTIFICATE OF SERVICE

I hereby certify that on May 26, 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:

Guy Hicks  
Joelle Phillips  
BellSouth Telecommunications, Inc.  
333 Commerce Street, Suite 2101  
Nashville, TN 37201-3300  
[guy.hicks@bellsouth.com](mailto:guy.hicks@bellsouth.com)

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

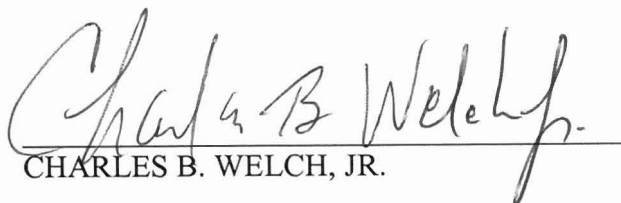
Donald Scholes  
Branstetter, Stranch & Jennings, PLC  
227 Second Avenue North, Fourth Floor  
Nashville, TN 37219  
[dscholes@branstetterlaw.com](mailto:dscholes@branstetterlaw.com)

Jack W. Robinson, Jr.  
Gullet Sanford Robinson & Martin, PLLC  
P.O. Box 198888  
Nashville, Tennessee 37219-8888  
[jrobinsonjr@gsrm.com](mailto:jrobinsonjr@gsrm.com)

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

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

H. LaDon Baltimore, Esq.  
Farrar & Bates, LLP  
211 Seventh Avenue North, Suite 420  
Nashville, TN 37219  
[don.baltimore@farrar-bates.com](mailto:don.baltimore@farrar-bates.com)

  
CHARLES B. WELCH, JR.