

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
(as Arbitrators)**

October 21, 1996

Nashville, Tennessee

**IN THE MATTER OF THE INTERCONNECTION AGREEMENT
NEGOTIATIONS BETWEEN AT&T COMMUNICATIONS OF THE SOUTH
CENTRAL STATES, INC. AND BELL SOUTH TELECOMMUNICATIONS, INC.
PURSUANT TO 47 U.S.C. SECTION 252**

DOCKET NO. 96-01152

ORDER SETTING ADDITIONAL PRE-ARBITRATION CONFERENCES

A Pre-Arbitration Conference was held in the above-captioned matter on Tuesday, October 1, 1996, in the hearing room of the Tennessee Regulatory Authority (the "Authority"), 460 James Robertson Parkway, Nashville, Tennessee beginning at approximately 10:45 a.m. before Chairman Lynn Greer, Director Melvin Malone, and Director Sara Kyle.

The following appearances were entered at the Pre-Arbitration Conference:

Val Sanford, Esquire, Gullett, Sanford, Robinson & Martin, 230 Fourth Avenue, N., 3rd Floor, P.O. Box 198888, Nashville, Tennessee 37219-8888 and James Lamoureux, Esquire, 1200 Peachtree Street, Atlanta, Georgia 30309, appearing on behalf of AT&T Communications of the South Central States, Inc. ("AT&T").

Guy M. Hicks, Esquire, General Counsel-Tennessee, 333 Commerce Street, Suite 2101, Nashville, Tennessee 37201-3300, appearing on behalf of BellSouth Telecommunications, Inc. ("BellSouth").

Jon E. Hastings, Esquire, Boulton, Connors & Berry, PLC, 414 Union Street, Suite 1600, Nashville, Tennessee 37219 and Michael Henry, Esquire, Senior Counsel, 780 Johnson Ferry Road, Atlanta, Georgia 30875, appearing on behalf of MCI Telecommunications Corporation ("MCI").

Although a party to the consolidated proceedings in Docket No. 96-01152, American Communications Services, Inc. was not present at the Pre-Arbitration Conference.

Certain matters were properly brought up before the Arbitrators and voted upon unanimously.

IT IS THEREFORE ORDERED:

1. That there be an additional Pre-Arbitration Conference held on Tuesday, October 8, 1996, immediately following the pre-hearing conference in Docket No. 96-00918, to consider whether Issue No. 9 will be included in the arbitration proceeding. Issue No. 9 has been commonly referred to as the BAPCO issue.

2. That the Motion of AT&T Communications of the South Central States, Inc. For Prehearing Conference filed with the Authority on September 11, 1996, be, and hereby is, granted and that, as a result, the Arbitrators agree to hold a Pre-Arbitration Conference on October 14, 1996, beginning at 1:00 p.m., for the purpose, among other things, of discussing the identification of issues requiring oral testimony at the hearing, for the determination of the number and order of witnesses, for the fixing of a schedule for the conduct of the hearing, for determination of the procedures to be followed in relating the decision in the avoidable costs proceeding, Docket No. 96-01331, to this arbitration, and for the resolution of any outstanding preliminary motions or other preliminary matters appropriate for the orderly conduct of the hearing.

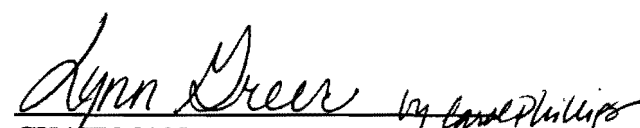
3. That BellSouth, be and hereby is, directed to file TELRIC studies with the Arbitrators by Thursday, October 10, 1996, along with all work papers and inputs that

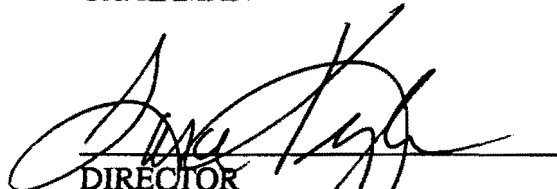
went into the studies and an explanation of how BellSouth has turned its LRIC studies into TELRIC studies.

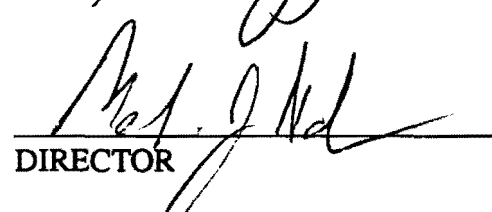
4. That any party aggrieved with the Arbitrators' decision in this matter may file a Petition for Reconsideration with the Arbitrators within ten (10) days from and after the date of this Order.

ATTEST:


EXECUTIVE SECRETARY


CHAIRMAN


DIRECTOR


DIRECTOR