

your answer the dates or time periods of these surveys, audits or pole counts, an explanation of their methodologies and all categories of information collected concerning attaching facilities and their ownership on the poles. In addition, please identify the names, titles and employers of all persons involved in the surveys, audits or pole counts.

RESPONSE: Gulf Power has conducted two pole counts from 1996 to the present day; they were done in 1996 and 2001. The 1996 count was done from approximately April 1, 1996 to November 2, 1996. The 2001 pole count was conducted from approximately February 5, 2001 to April 27, 2001.

Both pole counts were conducted with the same methodologies and collected the same information. Gulf Power, with the appropriate telephone company, conducted a total joint use pole count over Gulf Power's entire service territory. The pole counts were done with teams of one Gulf Power representative accompanied by one telephone company representative, either BellSouth or Sprint (The one exception to this system was in the 2001 count where BellSouth contracted Gulf Power to count the Bellsouth areas). Teams would count by Gulf Power grid maps in each of the telephone company's respective service areas that overlap Gulf Power's service area. Each team is tasked with the (a) location and ownership of all joint use poles on the map, (b) assigning a sequential number to each pole for identification and counting, (c) and lastly, to identify each CATV or telecom attacher, if any, that is on each joint use pole identified on the grid maps. This process was followed until all the grid maps were counted.

Reports would then be produced that would show (1) the number of Gulf Power attachments on telephone poles, (2) the number of telephone attachments on Gulf Power poles and, (3) the number and company name of all CATV and telecommunication attachments made to both Gulf Power poles and each telephone company.

Below is a list of names of persons that worked for Gulf Power on each of the two pole counts.

Alan Barton		
Ben Bowen		
Mark Serafin		
R. Payne		
Robert T. Sanders Sr.		
David Lee		
Rex Brooks		

Ben Bowen		
Rex Brooks		
Carolyn Sirmon		
Keith Johnson		
Dave Hill		
Pat Bolster		
Jason Poe		
Larry Arant		
Larry Little		
Steve Rhodes		
Curtis Brown		
Joe Marshall		
Stephanie Cobb		
Donnie Bell		
Brian Evans		
Raquel Morgan		
Kenny Barron		
Bill Weintritt		
Ernest Robinson		
Glenn Crutchfield		
Bruce Guernsey		
Bill Stinson		
Bill Cassenti		
Louis Dodd		

18. Identify the total number of poles owned or controlled by Gulf Power that utilize cross-arms, extension arms, or boxing arrangements and describe those arrangements, the parties who attachments use such arrangements, and the reasons for utilizing them.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

19. Of the total number of poles owned or controlled by Gulf Power that utilize cross-arms, extension arms, or boxing arrangements, identify and describe those individual poles to which Complainants are attached that use such arrangements and the reasons for utilizing these arrangements.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

20. Identify and describe, for each cable operator Complainants, the number of Gulf Power poles that have been changed out from 1998 to the present in order to accommodate attachments of Complainants, the location of any such change-outs, the reasons for each change-out, and identify any and each instance in which Gulf Power was not reimbursed by Complainants for the costs of such change-outs.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues. To the extent the information sought is discoverable, it is the subject of other interrogatory responses and Gulf Power's responses to complainants' request for production.

21. Identify and describe the number of Gulf Power poles that have been changed-out on account of a communications attacher's request (other than Complainants) and the circumstances surrounding such replacement or substitution (i.e., specify the reason for the change-out and the party whose action or request necessitated it).

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues. To the extent the information sought is discoverable, it is the subject of other interrogatory responses and Gulf Power's responses to complainants' request for production.

22. Identify and describe the number of Gulf Power poles that have been changed-out on account of a non-communications attacher's request and the circumstances surrounding such change-out (i.e., specify the reason for the change-out and the party whose action or request necessitated it).

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues. To the extent the information sought is discoverable, it is the subject of other interrogatory responses and Gulf Power's responses to complainants' request for production.

23. Identify and describe the number of Gulf Power poles that have been changed-out on account of Gulf Power's core electricity service requirements and the circumstances surrounding such change-out (i.e., specify the reason for the change-out and the party whose action or request necessitated it).

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues. To the extent the information sought is discoverable, it is the subject of other interrogatory responses and Gulf Power's responses to complainants' request for production.

24. Identify and describe the occasions on which Gulf Power has refused to change-out a pole. Your response should include, but not be limited to, a description of the circumstances surrounding the refusal, the identification of the entity requesting the pole replacement, and an explanation of the reasons for Gulf Power's refusal and any alternate arrangement employed.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

25. Describe and explain the steps and procedures involved in changing-out a pole, from a prospective attacher's request (or Gulf Power's own core electricity need) to completion (i.e., including processing, procurement, placement and transfer of existing facilities and equipment, including estimated time periods).

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

26. Identify all persons involved in developing Gulf Power's pole make-ready and change-out procedures, their titles and responsibilities, and a description of their roles in formulating the procedures, and identify the specific persons, whether or not employed by Gulf Power, that You rely upon to determine whether make-ready or a change-out is needed, or whether a Gulf Power pole is at "full capacity," "crowded," or has a "lack of capacity."

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

27. Identify and describe the number, type, and size (in feet and diameter) of poles in Gulf Power's inventory annually between 1998 and the present.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it is vague and ambiguous. To the extent this interrogatory seeks information regarding Gulf

Power's in-service pole inventory, Gulf Power responds as follows (Pole data for 2004 will not be available until mid-summer 2005. 2005 pole date will not be available until mid-summer 2006):

Number and height of Poles of 2004		Number and height of Poles of 2005	
	Number		Number
30 ft.	51,166	30 ft.	50,971
35 ft.	73,268	35 ft.	75,225
40 ft.	65,445	40 ft.	67,005
45 ft.	22,142	45 ft.	23,038
50 ft.	5,646	50 ft.	6,039
55 ft.	1,375	55 ft.	1,449
60 ft.	390	60 ft.	403
65 ft.	115	65 ft.	126
70 ft.	37	70 ft.	37
75 ft.	17	75 ft.	17
80 ft.	25	80 ft.	25
85 ft.	8	85 ft.	8
95 ft.	4	95 ft.	4
100 ft.	6	100 ft.	6
	Number		Number
35 ft.	3	45 ft.	3
40 ft.	15	40 ft.	15
45 ft.	43	45 ft.	44
50 ft.	8	50 ft.	14
55 ft.	1	55 ft.	1
60 ft.	0	60 ft.	0
65 ft.	98	65 ft.	100
70 ft.	20	70 ft.	20
75 ft.	5	75 ft.	5

Number and height of Poles of 2004		Number and height of Poles of 2005	
	Number		Number
30 ft.	50,845	30 ft.	50,604
35 ft.	76,350	35 ft.	76,729
40 ft.	68,101	40 ft.	68,101
45 ft.	23,797	45 ft.	24,126
50 ft.	6,390	50 ft.	6,687
55 ft.	1,511	55 ft.	1,620
60 ft.	408	60 ft.	418
65 ft.	124	65 ft.	115
70 ft.	40	70 ft.	40
75 ft.	17	75 ft.	20
80 ft.	25	80 ft.	25
85 ft.	8	85 ft.	8
95 ft.	4	95 ft.	4
100 ft.	6	100 ft.	6

Number		Number	
35 ft.	3	35 ft.	9
40 ft.	15	40 ft.	15
45 ft.	44	45 ft.	57
50 ft.	15	50 ft.	26
55 ft.	1	55 ft.	15
60 ft.	0	60 ft.	0
65 ft.	100	65 ft.	101
70 ft.	20	70 ft.	20
75 ft.	5	75 ft.	5
		125 ft.	4

Number and Height of Poles used		Number and Height of Poles of	
Poles		Poles	
Number		Number	
30 ft.	50,317	30 ft.	50,089
35 ft.	78,988	35 ft.	79,968
40 ft.	69,856	40 ft.	70,493
45 ft.	25,148	45 ft.	25,627
50 ft.	7,235	50 ft.	7,357
55 ft.	1,794	55 ft.	1,822
60 ft.	446	60 ft.	447
65 ft.	124	65 ft.	117
70 ft.	40	70 ft.	43
75 ft.	20	75 ft.	20
80 ft.	25	80 ft.	25
85 ft.	8	85 ft.	8
95 ft.	4	95 ft.	4
100 ft.	6	100 ft.	6
Number		Number	
35 ft.	10	35 ft.	9
40 ft.	15	40 ft.	15
45 ft.	60	45 ft.	61
50 ft.	39	50 ft.	45
55 ft.	72	55 ft.	73
60 ft.	12	60 ft.	12
65 ft.	101	65 ft.	101
70 ft.	20	70 ft.	20
75 ft.	5	75 ft.	5
125 ft.	4	125 ft.	4

28. Does Gulf Power share, pool, or otherwise utilize an inventory of poles owned or controlled by affiliated corporations, parents, subsidiaries, and other organizations or operating units, and, if so, indicate and explain in detail the manner in which Gulf Power shares, pools, or otherwise utilizes such inventory.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it is vague and ambiguous. Subject to and without waiving this objection, Gulf Power shares some in-service poles with Bellsouth, GTC and Sprint pursuant to joint use agreements.

29. Gulf Power represents that it will seek to present evidence of instances in which it has changed-out poles "due to lack of capacity." Describe and explain the circumstances in which a Gulf Power pole, according to You, had and/or has a "lack of capacity" and state where (by pole number and location) and when, if at all, any such determination of "lack of capacity" was made with respect to Gulf Power poles containing any of Complainants' attachments.

RESPONSE: A pole has a "lack of capacity" when another attachment cannot be made. (See response to interrogatory number 2 above). The determination of which poles lack capacity is made by field employees while riding the line to determine the feasibility of an attachment request. Such decisions are made almost everyday in the field and there is no way of identifying each instance where this has occurred. Complainants had attachments on poles changed-out in the build-outs referenced in Gulf Power's January 8, 2004 Description of Evidence

30. Identify and explain every instance in which Gulf Power has changed-out a pole containing one or more of Complainants' attachments at Gulf Power's own expense (i.e., unreimbursed) as a result of a need to accommodate an electric transformer or other Gulf Power equipment or facility.

RESPONSE: It is not possible to identify each such instance, but Gulf Power changes-out poles at its own expense almost everyday in the field. If Gulf Power sees a pole that needs to be changed-out to serve a customer, Gulf Power changes-out the pole and serves its customer as fast as possible.

31. From the "Recommendations" proposed in Gulf Power's Distribution Studies and load planning documents furnished to Complainants on January 11, 2005, identify and describe those "Recommendations" that Gulf Power actually implemented, the specific numbers and locations of poles affected, whether additional pole capacity on those was actually utilized by Gulf Power, measurements indicating how much space was required, and if any Recommendation was not implemented, the reasons therefore.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it is vague, unduly burdensome, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information irrelevant to the hearing issues.

32. In its January 8, 2004 Description of Evidence, Gulf Power represents that it will seek to present evidence of the 40-inch safety zone requirement and its impact on Gulf Power's provision of core electricity operations. Describe and explain with specificity Gulf Power's implementation of the safety zone requirement and how it relates to Gulf Power's determination of "full capacity," "crowding," "lack of capacity" or "insufficient capacity" on a pole; Gulf Power's reservation of pole

space for future use; or any higher-valued use under the *Alabama Power v. FCC* standard.

RESPONSE: There must be 40" of vertical separation between the lowest electrical equipment and the highest communications equipment. The presence of communications attachers requires 40" of "dead" space on a pole and thus severely limits already-limited usable space on a pole.

33. Does Gulf Power develop and maintain a bona fide development plan that reasonably and specifically projects a need for pole space in the provision of its core utility service, and if so, identify and describe such plans (including the dates and authors of those plans) that applied or apply since 1998.

RESPONSE: Yes. See Gulf Power 00005 -- 00809.

34. Does Gulf Power routinely inform prospective and existing attachers when it reserves pole space for future use for its core electricity operations, and if so, identify and describe all such reservations and notifications to attachers, including Complainants, since 1998.

RESPONSE: Yes. Prospective attachers are shown and/or given a copy of Gulf Power's "spec plate" prior to attaching.

35. Does Gulf Power contend that it requires the use of reserved pole space currently occupied by Complainants, and if so, identify all such pole space, the specific poles at issue by number and location, and describe Gulf Power's and the electric industry's practice concerning whether attachers, including Complainants, are given the opportunity to pay for the cost of any modifications needed to rearrange or change-out the poles and to continue to maintain their attachments.

RESPONSE:

36. Does Gulf Power contend that it may charge Complainants that are already attached to its poles the rearrangement or change-out costs of modifications required as a result of an additional attachment or the modification of an existing attachment sought by any other attachers, including Gulf Power? Explain the basis for your answer.

RESPONSE: Gulf Power Company's contention and position on charges to complainants for "rearrangement or change-out costs of modifications" is the same as, based upon, and as required by 47 U.S.C. § 224(h)-(i), which provides as follows:

(h) Modification or alteration of pole, duct, conduit, or right-of-way

Whenever the owner of a pole, duct, conduit, or right-of-way intends to modify or alter such pole, duct, conduit, or right-of-way, the owner shall provide written notification of such action to any entity that has obtained an attachment to such conduit or right-of-way so that such entity may have a reasonable opportunity to add to or modify its existing attachment. Any entity that adds to or modifies its existing attachment after receiving such notification shall bear a proportionate share of the costs incurred by the owner in making such pole, duct, conduit, or right-of-way accessible.

(i) Costs of rearranging or replacing attachment

An entity that obtains an attachment to a pole, conduit, or right-of-way shall not be required to bear any of the costs of rearranging or replacing its attachment, if such rearrangement or replacement is required as a result of an additional attachment or the modification of an existing attachment sought by any other entity (including the owner of such pole, duct, conduit, or right-of-way).

37. Does Gulf Power contend that payment of make-ready expenses by an attacher is insufficient to reimburse Gulf Power for its marginal costs, and if so, explain the basis of any such contention.

RESPONSE: Yes. See response to interrogatory number 7 above. The APCo v. FCC decision uses the term "marginal costs" interchangeably with the Cable Rate.

38. Identify and describe all facts, documents, data and other information that support Gulf Power's claim for a pole attachment rental rate from any cable operator. Complainants in excess of marginal cost.

RESPONSE: Gulf Power objects to this interrogatory on the grounds that it is overly broad and unduly burdensome insofar as it seeks a reiteration of all legal principles, facts and documents addressed since the outset of this proceeding and the proceeding leading to the APCo v. FCC opinion.

39. Identify and explain the methodologies, formulae, cost accounts, data and/or other bases, if any, used by Gulf Power in calculating or formulating the pole attachment rental rate in excess of marginal cost and identify all persons, whether or not employed by Gulf Power, involved in any way in the determination of such methodologies, formulae, cost accounts, data and/or other bases.

RESPONSE: Gulf Power will disclose this information in accordance with the Presiding Judge's March 30, 2005 Order.

40. Identify all documents that reflect or refer to negotiations between communications attachers (including Complainants) and Gulf Power involving pole attachment rental rates exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e), and implementing regulations.

RESPONSE: See documents within Bates range Gulf Power 00826 -- 2309.

41. Identify all documents that reflect or refer to negotiations between joint users of a pole (i.e., an incumbent local exchange carrier) and Gulf Power involving pole attachment rental rates exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e), and implementing regulations.

RESPONSE: See documents Bates labeled as Gulf Power 2089 -- 2148.

42. Identify all documents that reflect or refer to negotiations between non-Section 224, non-joint user attachers (e.g., R. L. Singletary, Inc. and Crest Corporation) and Gulf Power involving pole attachment rental rates exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e), and implementing regulations.

RESPONSE: See documents within Bates range Gulf Power 00826 -- 2309.

43. Does Gulf rely on, or intend to rely on, any cost methodologies, or concepts from or portions of cost methodologies, other than the Sales Comparison Approach, Current Replacement Cost Approach and the Federal Concessions Leasing Model? If so, please identify and describe with specificity these additional cost methodologies and/or concepts, and explain why Gulf Power contends they are applicable to Gulf Power's claims for additional compensation from Complainants.

RESPONSE: Not presently. Gulf Power reserves the right to employ different methodologies. If it does so, those methodologies will be disclosed in accordance with the Presiding Judge's March 30, 2005 Order.

Gulf Power does not currently pay rental rates to any other joint user pole owners due to being the majority pole owner in all joint use pole relationships.

44. Describe and explain Gulf Power's understanding of the Sales Comparison Approach as highlighted in Gulf Power's December 3, 2004 "Preliminary Statement on Alternative Cost Methodology," and explain Gulf Power's application of this approach to calculating pole attachment rental rates.

RESPONSE: The Sales Comparison Approach looks to other sales of identical property (free of government regulation). Gulf Power will explain its application of the Sales Comparison Approach when it discloses its experts in accordance with the Presiding Judge's December 17, 2004 Order.

45. Identify the pole attachment rental rates paid to Gulf Power by joint users, the specific amount of pole space leased by such joint users, and explain the methodologies, if any, used to calculate these rates.

RESPONSE:

Company:						
BellSouth Telecommunications Inc.	\$58.84	\$60.72	\$66.00	\$67.51	\$69.08	\$70.82
Sprint-Florida, Inc.	\$23.96	\$23.96	\$26.50	\$26.50	\$26.50	\$26.50
GTC, Inc.	\$21.97	\$22.68	\$27.04	\$27.04	\$27.04	\$27.04

Company:			
BellSouth Telecommunications Inc.	2'-0"	2'-6"	3'-0"
Sprint-Florida, Inc.	Not specified	2'-6"	3'-0"
GTC, Inc.	Not specified	2'-6"	3'-0"

BellSouth, Sprint-Florida, Inc. and GTC, Inc.: Rate Calculation

$$\text{Rate} = \text{Investment} \times \text{Annual Charge} \times \text{Space Allocation}$$

46. Identify the pole attachment rental rates paid by Gulf Power to other joint users pole owners, the specific amount of pole space leased by Gulf Power from such joint users, and explain the methodologies, if any, used to calculate these rates.

RESPONSE:

Company:			
BellSouth Telecommunications Inc.	2'-0"	6'-0"	8'-6"
Sprint-Florida, Inc.	Not specified	6'-0"	8'-6"
GTC, Inc.	Not specified	6'-0"	8'-6"

47. Describe and explain Gulf Power's understanding of the Current Replacement Cost Approach as highlighted in Gulf Power's December 3, 2004 "Preliminary Statement on Alternative Cost Methodology," and explain Gulf Power's application of this approach to calculating pole attachment rental rates.

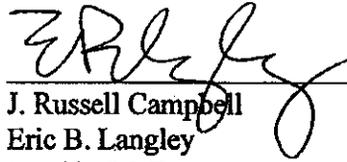
RESPONSE: The Current Replacement Cost Approach, which is a recognized fair market value proxy, looks to the current cost of reproducing the property. It relies on current costs, unlike the Cable Rate and Telecom Rate which rely on disfavored historic costs. Gulf Power will explain its application of the Current Replacement Cost Approach when it discloses its experts in accordance with the Presiding Judge's March 30, 2005 Order.

48. Describe and explain Gulf Power's understanding of the Federal Concessions Leasing Model as highlighted in Gulf Power's December 3, 2004 "Preliminary Statement on Alternative Cost Methodology," and explain Gulf Power's application of this approach to calculating pole attachment rental rates.

RESPONSE: The Federal Concessions Leasing Model is a valuation method proposed by Gulf Power's valuation experts. It uses the Federal government's own methodology for valuing property for which there is no market, or which does not have an easily ascertainable market value. Gulf Power will explain its application of the Federal Concessions Leasing Model when it discloses its experts in accordance with the Presiding Judge's March 30, 2005 Order.

Respectfully submitted,

Ben A. Bowen, Gulf Power Co.



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Counsel for Respondent

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Responses To Complainants' First Set Of Requests For Production Of Documents has been served upon the following by Electronic Mail and by Federal Express on this the 18th day of April, 2005:

Lisa Griffin Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail	Shiela Parker Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail
James Shook Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail	Rhonda Lien Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail
John D. Seiver Brian D. Josef COLE, RAYWID & BRAVERMAN 1919 Pennsylvania Avenue, N.W. Suite 200 Washington, D.C. 20006 Via E-mail	John W. Berresford Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail



OF COUNSEL

EXHIBIT D

Before The
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FLORIDA CABLE
TELECOMMUNICATIONS ASSOCIATION,
INC., COX COMMUNICATIONS GULF
COAST, L.L.C., et. al.

Complainants,

v.

GULF POWER COMPANY,

Respondent.

E.B. Docket No. 04-381

To: Office of the Secretary

Attn.: The Honorable Richard L. Sippel
Chief Administrative Law Judge

GULF POWER'S RESPONSES TO COMPLAINANTS'
FIRST SET OF REQUESTS FOR PRODUCTION OF DOCUMENTS

Gulf Power Company ("Gulf Power") responds to Complainants' First Set of Requests

For Production Of Documents as follows:

GENERAL RESPONSES AND OBJECTIONS

1. Gulf Power object to each and every request for production to the extent it seeks information protected by the attorney-client privilege or work-product doctrine.
2. By responding to any particular request for production, Gulf Power does not waive its objections.
3. Gulf Power objects to each and every interrogatory to the extent complainants' purpose in propounding such interrogatory is to subject Gulf Power to annoyance, expense, embarrassment, or oppression.
4. Gulf Power reserves the right to supplement and/or amend these responses and objections.

SPECIFIC RESPONSES AND OBJECTIONS

1. Produce all documents referring to, relating to, or regarding any of the facts or allegations described in Gulf Power's or the Complainants' pleadings in File No. PA 00-004 and this Action.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad and not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, Gulf Power is either producing herewith, or making available for inspection and copying upon reasonable notice, a substantial number of documents responsive to this request.

Round Request

2. Produce all documents referring to, relating to, or regarding occupation of Gulf Power-owned or -controlled poles by Complainants since January 1, 1998. Such documents should include, but not be limited to:
 - a. Facilities maps, diagrams, and other schematic documents;
 - b. Pole counts, surveys or audits;
 - c. Pole Attachment Permit Applications;
 - d. Pole Attachment Permits;
 - e. Make-ready documents (including surveys, studies, photographs, etc. relating to any and all work performed on Gulf Power-owned or -controlled poles, including pole change-outs, transfers and relocations);
 - f. Make-ready payment records, bills, and any other information about Gulf Power attachment procedures);
 - g. Work orders, service orders or maintenance requests;
 - h. Accounting documents referring to, relating to, or regarding Complainants' pole attachments;
 - i. Invoices;
 - j. All written correspondence to and from Gulf Power (including email communications) and other documentation concerning telephone or in-person communications relating to any of the above matters.

RESPONSE: Gulf Power objects to this request on the grounds that it is unduly burdensome, insofar as it seeks boxes upon boxes of documents which are kept at multiple Gulf Power offices, and are not necessarily maintained according to the categorization set forth in the request. Gulf Power further objects to this request for production on the grounds that it is not reasonably calculated to lead to the discovery of admissible evidence, and in many instances, seeks documents either created by complainants themselves or seeks documents which complainants already have in their possession. Subject to and without waiving these objections, Gulf Power, upon reasonable notice, will make all such documents available for inspection and/or copying at the locations where they are kept.

3. Produce all documents reviewed by, or produced or written by, any consultant, expert witness, or other entity that Gulf Power has used or is using to study or report upon Gulf Power poles containing attachments by Complainants.

RESPONSE: Gulf Power will work with complainants to reach an agreed-upon a reasonable scope of expert discovery, and produce such agreed-upon documents at the appropriate time. Gulf Power already has produced, and filed of record, the Statement of Work between Osmose Utilities Services, Inc. ("Osmose") and Gulf Power. Gulf Power also has consulted with a valuation expert, who has been given materials and has prepared certain written materials for review by Gulf Power's counsel.

4. Produce all documents referring to, relating or, or regarding any communication, whether oral, written or otherwise, concerning annual pole rental charges or the performance of make-ready work, from January 1, 1998 to the present, on poles owned or controlled by Gulf Power between Gulf Power and any other person, including but not limited to, Complainants, other cable operators, telecommunications carriers, or any other entity attached to poles owned or controlled by Gulf Power. Your response should include documents that identify all such make-ready work performed, including installed equipment, subcontracts, service requests, work orders, time sheets, material costs and site diagrams or maps.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad, unduly burdensome, and not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving these objections, Gulf Power will, upon reasonable notice, make available for inspection and copying, all requested make-ready work orders. See also the documents produced in response to interrogatory numbers 40 and 42.

5. Produce all documents referring to, relating to, or regarding any surveys, audits or pole counts conducted by Gulf Power, its agents or any other person from 1996 through the present, including Gulf Power requests for proposals.

RESPONSE: Gulf Power will make available, upon reasonable notice, for inspection and copying the 1996 and 2001 pole counts – the only such counts performed since 1996. This information occupies more than seven banker's boxes, and contains hundreds of large, odd-sized maps.

6. Produce all documents referring to, relating to, or regarding formal or informal Gulf Power policies or field practices concerning utilization of cross-arms, extension arms, or boxing arrangements.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

7. Produce all documents referring to, relating to, or regarding approvals or denials of requests to employ cross-arms, extension arms, or boxing arrangements by Gulf Power or any other entity attaching to Gulf Power-owned or -controlled poles.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is not relevant to the hearing issues.

8. Produce all documents referring to, relating to, or regarding pole change-outs performed for Complainant cable operators since 1998, including documents that identify all such work performed, including installed equipment, subcontracts, service requests, work orders, time sheets, and site diagrams or maps.

RESPONSE: See responses to requests for production number 2 and 4 above.

9. Produce all documents referring to, relating to, or regarding pole change-outs necessitated by Gulf Power's core electricity service requirements, including documents that identify all such work performed, including installed equipment, subcontracts, service requests, work orders, time sheets, and site diagrams or maps.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad. Subject to and without waiving this objection, see previously produced documents Bates labeled Gulf Power 00005 – 00809. Gulf Power does not maintain records of each and every pole change-out necessitated by its core business, but such change-outs occur daily in the field.

10. Produce all documents referring to, relating to, or regarding pole change-outs requested by third parties, including but not limited to communications attachers, including documents that identify all such work performed, including installed equipment, subcontracts, service requests, work orders, time sheets, and site diagrams or maps.

RESPONSE: See responses to requests for production numbers 2 and 4 above.

11. Produce all documents identifying all engineers, technicians, and/or workmen who performed any type of work, labor or service relating to change-outs of Gulf Power-owned or -controlled poles, and identifying the material costs, work, labor, or service that was performed and when it was performed.

RESPONSE: Gulf Power objects to this request for production on the grounds that it overly broad, unduly burdensome, not reasonably calculated to lead to the discovery of admissible evidence, and seeks information which is irrelevant to the hearing issues.

12. Produce all documents referring to, relating to, or regarding refusals by Gulf Power to change-out a pole and identify all persons who participated in the decision, including but not limited to Gulf Power managers, engineers, technicians and/or workmen.

RESPONSE: Gulf Power does not believe it has any such documents in its possession.

13. Produce all documents referring to, relating to, or regarding Gulf Power's procedures for changing-out a pole and identify all persons who participated in the development of such procedures.

RESPONSE: See documents produced herewith as Bates labels Gulf Power 00810 -- 00814. These procedures were written by Ben Bowen with input from others at Gulf Power, Power Delivery.

14. Produce all documents referring to, relating to, or regarding Gulf Power's pole inventory records, including but not limited to documents relating to Gulf Power policies and procedures for maintaining its pole inventory.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is vague and ambiguous. Subject to and without waiving these objections, see response to interrogatory number 27.

15. Produce all documents referring to, relating to, or regarding Gulf Power's purchasing, sharing, pooling, or other arrangements for utilizing inventories of poles with affiliated corporations, parents, subsidiaries, and other organizations or operating units.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is vague and ambiguous. Subject to and without waiving these objections, Gulf Power states that it does not utilize pole inventories of other entities, with the exception

of the ILECs with whom Gulf Power has joint use agreements. Those joint use agreements, are produced herewith as Bates labels Gulf Power 2089 -- 2148.

16. Produce all documents referring to, relating to, or regarding the Safety Space and Gulf Power specifications, regulations and/or policies implementing the Safety Space on poles owned or controlled by Gulf Power.

RESPONSE: See documents produced as Bates labeled Gulf Power 00815 -- 00826. Complainants should also have in their possession a current copy of the National Electric Safety Code ("NESC"), since this is a necessary reference for complainants' field employees. If complainants do not have the current (2002) NESC, it can be purchased at <http://standards.ieee.org/nesc/>.

17. Produce any and all joint use poles agreements, including but not limited to all drafts thereof, between Gulf Power and other entities.

RESPONSE: Gulf Power will produce all such documents in its possession. See documents produced herewith as Bates labels Gulf Power 2089 -- 2148.

18. Produce any and all pole attachment agreements, including but not limited to all drafts thereof, between Gulf Power and any other entities, including Complainants, other attachers, and Gulf Power's affiliated corporations, parents, subsidiaries, and other organizations or operating units, and their predecessors and successors-in-interest.

RESPONSE: Gulf Power will produce all such documents in its possession. See documents produced herewith within Bates range Gulf Power 00826 -- 2309.

19. Produce all documents referring to, relating to, or regarding or comprising a bona fide development plan or plans, including but not limited to all drafts thereof, that reasonably and specifically projects a need for pole space in the provision of Gulf Power's core utility service, including all documents that refer or relate to those documents that comprise the bona fide development plan or plans.

RESPONSE: See documents previously produced by Gulf Power as Bates labels Gulf Power 00005 -- 00809.

20. Produce all documents referring to, relating to, or regarding correspondence from Gulf Power to Complainants reserving pole space for future use for its core electricity operations.

RESPONSE: Other than the Gulf Power spec plates, which should be a part of complainants' pole attachment contracts, Gulf Power is not aware of any such documents in its possession.

21. Produce all documents that constitute Gulf Power's pole specifications book (whether it is called "standard distribution specifications," "overhead construction specifications," or another title), including but not limited to all drafts thereof, in effect between January 1, 1998 and the present. In the event Gulf Power revised the specifications book between January 1, 1998 and the present, produce all versions of the specifications book in effect during this period.

RESPONSE: Gulf Power does not have a pole specifications book other than its spec plates and the NESC. Gulf Power's spec plate is produced as Bates labeled documents Gulf Power 00815 -- 00826. The NESC was last revised in 2002, and is roughly 400 pages in length. If complainants do not have a copy (which would be a troubling revelation), it can be purchased at <http://standards.ieee.org/nesc/>.

22. Produce all documents referring to, relating to, or regarding any pole loading data maintained by Gulf Power, including but not limited to weight and wind loading, or pole loading program (including electronic computer programs) used by Gulf Power.

RESPONSE: Gulf Power objects to this request for production on the grounds that it seeks information which is irrelevant to the hearing issues. For the purposes of this proceeding, Gulf Power is not contending that any specific pole is "crowded" or at "full capacity" because of weight or wind loading. When third parties attach, they are supposed to ensure that NESC weight and wind loading requirements are met. Without waiving this objection, see the NESC. Gulf Power also uses an internal on-line platform for wind/weight loading evaluation.

23. Produce all documents referring to, relating to, or regarding Gulf Power's upgrades, modernization, or replacement of its poles from 1998 through the present.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad, unduly burdensome, vague, and seeks information which it irrelevant to the hearing issues.

24. Produce all documents referring to, relating to, or regarding the facts, data, calculations and other information that support Gulf Power's claim for a pole attachment rental rate in excess of marginal cost.

RESPONSE: Gulf Power objects to this request for production on the grounds that it is overly broad and unduly burdensome. Gulf Power will disclose its valuation expert's cost methodologies in accordance with the Presiding Judge's March 30, 2005 Order.

25. Produce all documents referring to, relating to, or regarding any maps, diagrams, schematics, or depictions of the specific Gulf Power poles that you claim are at "full capacity," "crowded," or have "insufficient capacity" or a "lack of capacity."

RESPONSE: Gulf Power will produce such documents upon completion of the pole audit being performed by Osmose.

26. Produce all documents referring to, relating to, or regarding any actual losses experienced by Gulf Power that it claims are associated with Complainants' pole attachments on Gulf Power poles, including any documents pertaining to any "higher valued use" or "another buyer of the space waiting in the wings" as described in *Alabama Power v. FCC*.

RESPONSE: Gulf Power objects to this request on the grounds that it is overly broad and unduly burdensome. Subject to and without waiving these objections, Gulf Power states that its actual loss is the difference between Just Compensation and the rate paid by complainants, plus interest.

27. Produce all documents referring to, relating to, or regarding the methodologies, formulae, cost accounts, data and/or other bases, if any, used by Gulf Power in calculating or formulating pole attachment rental rates in excess of marginal cost.

RESPONSE: Gulf Power will work with complainants to reach an agreed-upon a reasonable scope of expert discovery, and produce such agreed-upon documents in accordance with the Presiding Judge's March 30, 2004 Order.

28. Produce all documents referring to, relating to, or regarding negotiations between communications attachers and Gulf Power which discussed, or lead to the payment of, pole attachment rental rates exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: See documents produced in response to interrogatory number 40.

29. Produce all documents referring to, relating to, or regarding negotiations between joint users (e.g., an incumbent local exchange carrier) and Gulf Power which discussed, or led to the payment of, pole attachment rental rates exceeding in the

FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: See documents produced in response to interrogatory number 41.

30. Produce all documents referring to, relating to, or regarding negotiations between non-Section 224, non-joint user attachers (e.g., R. L. Singletary, Inc. and Crest Corporation) and Gulf Power which discussed, or led to the payment of, pole attachment rental rates exceeding in the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: See documents produced in response to interrogatory number 42.

31. Produce all documents referring to, relating to, or regarding cost methodologies, or concepts from or portions of cost methodologies, other than the Sales Comparison Approach, Current Replacement Cost Approach and the Federal Concessions Leasing Model, that Gulf Power may seek to use to determine a pole attachment rental rate exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: To the extent Gulf Power advances other cost methodologies, Gulf Power will produce such documents within the scope of expert discovery agreed-upon by the parties.

32. Produce all documents referring to, relating to, or regarding Gulf Power's application of the Sales Comparison Approach to determine a pole attachment rental rate exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: Gulf Power will produce such documents within the scope of expert discovery agreed-upon by the parties.

33. Produce all documents referring to, relating to, or regarding Gulf Power's application of the Current Replacement Cost Approach to determine a pole attachment rental rate exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: Gulf Power will produce such documents within the scope of expert discovery agreed-upon by the parties.

34. Produce all documents referring to, relating to, or regarding Gulf Power's application of the Federal Concessions Leasing Model to determine a pole attachment rental rate exceeding the FCC's Cable or Telecommunications Formula, 47 U.S.C. § 224(d) and (e) and implementing regulations.

RESPONSE: Gulf Power will produce such documents within the scope of expert discovery agreed-upon by the parties.

35. Produce all documents and other materials that relate to or were referenced in your answers to Complainants' First Set of Interrogatories.

RESPONSE: See documents produced.

Respectfully submitted,



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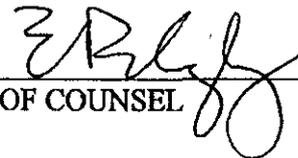
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Counsel for Respondent

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Responses To Complainants' First Set Of Requests For Production Of Documents has been served upon the following by Electronic Mail and by Federal Express on this the 18th day of April, 2005:

<p>Lisa Griffin Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail</p>	<p>Shiela Parker Federal Communications Commission 445 12th Street, S.W. Washington, D.C. 20554 Via E-mail</p>
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OF COUNSEL

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing *Complainants' Motion to Compel* has been served upon the following by electronic mail and U.S. Mail on this the 11th day of July, 2005:

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