

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
BELLSOUTH CORPORATION)	WC Docket No. 06-74
)	
and)	
)	
AT&T INC.)	File No.
)	
Application Pursuant to Section 214 of the)	
Communications Act of 1934 and Section 63.04 of)	
the Commission's Rules for Consent to the Transfer)	
of Control of BellSouth Corporation to AT&T Inc.)	

Attention: Wireline Competition Bureau

COMMENTS OF ACCESS INTEGRATED NETWORKS, INC.

COMES NOW, ACCESS Integrated Networks, Inc., ("Access"), a Georgia corporation with principal offices in Macon and Atlanta, and herewith provides the following comments in response to the FCC's request for same concerning the above referenced Application.

1.

Access is a competitive local exchange and long distance telecommunications provider serving approximately 90,000 customers located in all nine (9) states making up the current BellSouth region. It was formed in 1996 to serve primarily small business customers. It has approximately 200 employees. Initially its telecommunications services were provided via UNE-P, but beginning in 2005 it began building an "IP-Based" Business-Class facilities network and it has to date converted approximately 10%

of its UNE-P customer base to this new network. This migration continues at the rate of approximately 2,000 lines per month.

In January, 2005, Access was the first substantial CLEC in its region to enter into a Commercial Agreement with BellSouth. This Agreement has a three (3) year term without automatic renewal options. This Agreement will expire on December 31, 2007 and Access will not be able to complete its current line migration plan within the time remaining in the Agreement.

Access has invested a substantial sum of money into its new network and will continue to invest even larger sums as the network is expanded over the next several years. It has serious concerns about the willingness of a consolidated AT&T/BellSouth to negotiate with it, in good faith, to reach a new Commercial Agreement which provides the loops, ports and switching needed by Access at just and reasonable rates.

2.

Access believes that the FCC should, in exercise of its authority under 47 USC § 271(c) require AT&T/BellSouth as a condition of merger approval to negotiate in good faith with companies such as Access, which have (a) a current Commercial Agreement with BellSouth, and (b) erected a facilities based network to which they are currently migrating their old UNE-P lines. The object of such negotiations must be to extend or renew those existing agreements for at least five (5) additional years. All such negotiations and the result of same should be made subject to FCC review or, in the alternative, the FCC should delegate any and all necessary authority to the state commissions to do so. Either the FCC or the state commissions should have authority to

require that the necessary loops, ports and switching be provided at just and reasonable rates.

Without such oversight Access fears that a consolidated AT&T/BellSouth will overreach and force small competitors to accept pricing and terms which are designed to drive them out of business. It is plainly not public policy to decrease competition but rather to promote it. Further, companies such as Access have made vigorous and timely efforts to follow the course charted by the FCC for this industry in 2004 and they should be given a reasonable chance to complete the work needed to shift their customers to their respective networks.

3.

Access suggests a pricing formula or cap be created to ensure that wholesale prices available to the CLECs described in Section 2 above are linked to the retail prices AT&T/BellSouth charges its customers. Access sought just such a “floating” linkage mechanism in the negotiation of its Commercial Agreement in late 2004. BellSouth was unwilling to agree in writing to such a provision arguing that it was not necessary as they had no intention of undercutting our prices. But, as is shown on the **Exhibit “A”** attached hereto, BellSouth’s retail rates in Zones 2, 3 & 4 in all states are now frequently lower than the wholesale rates Access must pay pursuant to its current Commercial Agreement. In fact, in the zones listed which lie in all nine states, the average BellSouth retail price is 30.65% lower than the wholesale rate Access must pay. Such conduct, which has only occurred during the past 18 months since Access signed it’s Commercial Agreement, has driven Access salesmen from these zones and will, if expanded, clearly put it out of business.

4.

Access believes that the state commissions are better equipped to oversee contract and rate issues under 47 USC § 271 than the FCC. Hence the pending merger is an excellent opportunity to resolve the question of whether the FCC or the state commission shall have this responsibility.

5.

Access believes the FCC should require AT&T/BellSouth to offer “naked” DSL (this is DSL service that does not require the retail customer to also have the provider’s voice services as well) to its retail customers for at least three (3) years after the merger. Doing so will level the playing field and increase competition for voice only service in both the enterprise and mass markets. Precedent for this request exists in the FCC’s conditions to approve the Verizon/MCI merger.

6.

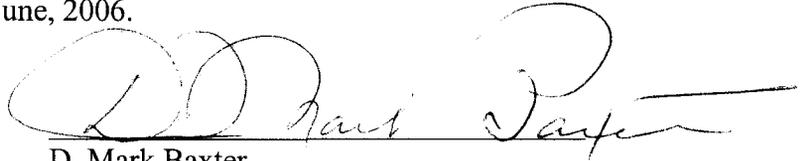
In keeping with the foregoing, Access believes there must be some substantive performance oversight to insure that AT&T/BellSouth does not discriminate against small competitors in access to its network, in switching unbundled from transport, local loop transmission and other essential services. It believes this can only be done if either the FCC or the state commissions require regular performance reports and performance measures with significant penalty provisions.

7.

Access supports internet neutrality and urges the FCC to make equal treatment of all internet traffic a condition of merger approval for at least three (3) years. This will encourage competition and innovation in the marketplace.

In conclusion, Access wishes to direct the FCC's attention to the obvious consolidation taking place among companies that deliver the telecommunications services across the country. While this is driven largely by market forces, public policy and ordinary prudence would seem to require regulatory action to insure effective viable competition so that both business and residential customers have access to the best rates and the benefits of innovation. Access respectfully asks the FCC to consider the foregoing comments and incorporate them into a decision to approve this merger.

Submitted this 5th day of June, 2006.

A handwritten signature in black ink, appearing to read "D. Mark Baxter", written over a horizontal line.

D. Mark Baxter

Georgia Bar No. 043125

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EXHIBIT "A"

Business lines no Features or Fees Analysis							
State	UNE Zone	Rate Group	BST Retail	*25% BST Retail Term Discount	Comm. Agmt. Cost	Difference	Loss %
Alabama	3	1	\$ 35.79	\$ 26.84	\$39.55	(12.71)	-32.13%
Alabama	3	2	\$ 36.23	\$ 27.17	\$39.55	(12.38)	-31.30%
Alabama	3	3	\$ 36.23	\$ 27.17	\$39.55	(12.38)	-31.30%
Alabama	3	4	\$ 36.23	\$ 27.17	\$39.55	(12.38)	-31.30%
Alabama	3	5	\$ 36.23	\$ 27.17	\$39.55	(12.38)	-31.30%
Alabama	3	6	\$ 36.23	\$ 27.17	\$39.55	(12.38)	-31.30%
Florida	2	3	\$ 22.72	\$ 17.04	\$19.80	(2.76)	-13.94%
Florida	2	4	\$ 23.76	\$ 17.82	\$19.80	(1.98)	-10.00%
Florida	2	5	\$ 24.75	\$ 18.56	\$19.80	(1.24)	-6.25%
Florida	2	X1	\$ 20.55	\$ 15.41	\$19.80	(4.39)	-22.16%
Florida	2	X4	\$ 23.76	\$ 17.82	\$19.80	(1.98)	-10.00%
Florida	3	1	\$ 20.55	\$ 15.41	\$30.55	(15.14)	-49.55%
Florida	3	2	\$ 21.58	\$ 16.19	\$30.55	(14.37)	-47.02%
Florida	3	3	\$ 22.72	\$ 17.04	\$30.55	(13.51)	-44.22%
Florida	3	4	\$ 23.76	\$ 17.82	\$30.55	(12.73)	-41.67%
Florida	3	5	\$ 24.75	\$ 18.56	\$30.55	(11.99)	-39.24%
Florida	3	6	\$ 25.84	\$ 19.38	\$30.55	(11.17)	-36.56%
Florida	3	7	\$ 26.72	\$ 20.04	\$30.55	(10.51)	-34.40%
Florida	3	8	\$ 27.61	\$ 20.71	\$30.55	(9.84)	-32.22%
Florida	3	9	\$ 28.43	\$ 21.32	\$30.55	(9.23)	-30.20%
Florida	3	10	\$ 29.05	\$ 21.79	\$30.55	(8.76)	-28.68%
Florida	3	11	\$ 29.68	\$ 22.26	\$30.55	(8.29)	-27.14%
Florida	3	12	\$ 30.20	\$ 22.65	\$30.55	(7.90)	-25.86%
Florida	3	X1	\$ 20.55	\$ 15.41	\$30.55	(15.14)	-49.55%
Florida	3	X2	\$ 21.58	\$ 16.19	\$30.55	(14.37)	-47.02%
Florida	3	X3	\$ 22.72	\$ 17.04	\$30.55	(13.51)	-44.22%
Florida	3	X4	\$ 23.76	\$ 17.82	\$30.55	(12.73)	-41.67%
Georgia	3	2	\$ 24.90	\$ 18.68	\$26.37	(7.70)	-29.18%
Georgia	3	5	\$ 31.80	\$ 23.85	\$26.37	(2.52)	-9.56%
Kentucky	3	1	\$ 35.95	\$ 26.96	\$36.49	(9.53)	-26.11%
Kentucky	3	2	\$ 35.95	\$ 26.96	\$36.49	(9.53)	-26.11%
Kentucky	3	3	\$ 35.95	\$ 26.96	\$36.49	(9.53)	-26.11%
Kentucky	3	4	\$ 33.75	\$ 25.31	\$36.49	(11.18)	-30.63%
Kentucky	3	5	\$ 33.75	\$ 25.31	\$36.49	(11.18)	-30.63%
Louisiana	2	1	\$ 31.61	\$ 23.71	\$28.50	(4.79)	-16.82%
Louisiana	2	2	\$ 32.36	\$ 24.27	\$28.50	(4.23)	-14.84%
Louisiana	2	3	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	2	4	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	2	5	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	2	6	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	2	7	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	2	8	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	2	9	\$ 33.00	\$ 24.75	\$28.50	(3.75)	-13.16%
Louisiana	3	1	\$ 31.61	\$ 23.71	\$54.37	(30.66)	-56.40%
Louisiana	3	2	\$ 32.36	\$ 24.27	\$54.37	(30.10)	-55.36%
Louisiana	3	3	\$ 33.00	\$ 24.75	\$54.37	(29.62)	-54.48%
Louisiana	3	4	\$ 33.00	\$ 24.75	\$54.37	(29.62)	-54.48%
Louisiana	3	5	\$ 33.00	\$ 24.75	\$54.37	(29.62)	-54.48%
Louisiana	3	6	\$ 33.00	\$ 24.75	\$54.37	(29.62)	-54.48%
Louisiana	3	8	\$ 33.00	\$ 24.75	\$54.37	(29.62)	-54.48%
Louisiana	3	9	\$ 33.00	\$ 24.75	\$54.37	(29.62)	-54.48%

Business lines no Features or Fees Analysis

State	UNE Zone	Rate Group	BST Retail	*25% BST Retail Term Discount	Comm. Agmt. Cost	Difference	Loss %
Mississippi	3	1	\$ 34.61	\$ 25.96	\$31.02	(5.06)	-16.32%
Mississippi	3	2	\$ 35.78	\$ 26.84	\$31.02	(4.19)	-13.49%
Mississippi	3	3	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	4	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	5	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	6	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	7	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	8	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	9	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	10	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	12	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	3	13	\$ 36.95	\$ 27.71	\$31.02	(3.31)	-10.66%
Mississippi	4	1	\$ 34.61	\$ 25.96	\$49.66	(23.70)	-47.73%
Mississippi	4	2	\$ 35.78	\$ 26.84	\$49.66	(22.83)	-45.96%
Mississippi	4	3	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	4	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	5	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	6	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	7	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	8	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	9	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
Mississippi	4	13	\$ 36.95	\$ 27.71	\$49.66	(21.95)	-44.20%
North Carolina	2	2	\$ 31.11	\$ 23.33	\$26.08	(2.75)	-10.53%
North Carolina	2	3	\$ 31.90	\$ 23.93	\$26.08	(2.16)	-8.26%
North Carolina	2	4	\$ 32.62	\$ 24.47	\$26.08	(1.62)	-6.19%
North Carolina	2	5	\$ 33.06	\$ 24.80	\$26.08	(1.29)	-4.93%
North Carolina	2	6	\$ 33.06	\$ 24.80	\$26.08	(1.29)	-4.93%
North Carolina	2	7	\$ 33.06	\$ 24.80	\$26.08	(1.29)	-4.93%
North Carolina	2	8	\$ 33.06	\$ 24.80	\$26.08	(1.29)	-4.93%
North Carolina	2	9	\$ 33.60	\$ 25.20	\$26.08	(0.88)	-3.37%
North Carolina	2	10	\$ 33.89	\$ 25.42	\$26.08	(0.66)	-2.54%
North Carolina	3	2	\$ 31.11	\$ 23.33	\$37.36	(14.03)	-37.55%
North Carolina	3	3	\$ 31.90	\$ 23.93	\$37.36	(13.44)	-35.96%
North Carolina	3	4	\$ 32.62	\$ 24.47	\$37.36	(12.90)	-34.52%
North Carolina	3	5	\$ 33.06	\$ 24.80	\$37.36	(12.57)	-33.63%
North Carolina	3	6	\$ 33.06	\$ 24.80	\$37.36	(12.57)	-33.63%
North Carolina	3	7	\$ 33.06	\$ 24.80	\$37.36	(12.57)	-33.63%
North Carolina	3	8	\$ 33.06	\$ 24.80	\$37.36	(12.57)	-33.63%
North Carolina	3	9	\$ 33.60	\$ 25.20	\$37.36	(12.16)	-32.55%
North Carolina	3	10	\$ 33.89	\$ 25.42	\$37.36	(11.94)	-31.97%
South Carolina	3	1	\$ 32.55	\$ 24.41	\$31.92	(7.51)	-23.52%
South Carolina	3	2	\$ 34.25	\$ 25.69	\$31.92	(6.23)	-19.53%
South Carolina	3	3	\$ 35.95	\$ 26.96	\$31.92	(4.96)	-15.53%
Tennessee	2	1	\$ 27.05	\$ 20.29	\$22.76	(2.47)	-10.86%
Tennessee	3	1	\$ 27.05	\$ 20.29	\$27.77	(7.48)	-26.94%
Tennessee	3	2	\$ 30.80	\$ 23.10	\$27.77	(4.67)	-16.82%
Tennessee	3	3	\$ 32.75	\$ 24.56	\$27.77	(3.21)	-11.55%
Average			\$ 32.02	\$ 24.02	\$ 34.63	\$ (10.61)	-30.65%

* BellSouth Simple Savings / Simple Solutions 36 month term agreements for business lines:

business lines is a 25% discount of the BST Retail price

CERTIFICATE OF SERVICE

I certify that the foregoing *Comments of ACCESS Integrated Networks, Inc.*, prepared in response to FCC request of April 19, 2006, in WC Docket No. 06-74 have been filed electronically and a copy has been served upon the following electronically or by first class mail with proper postage affixed thereon:

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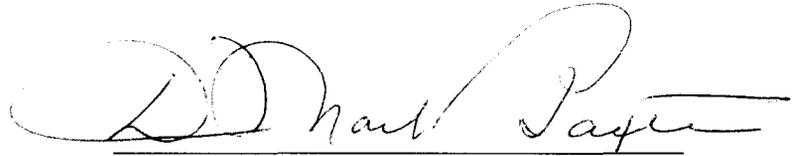
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All in conformity with 47 U.S.C. § 309 (b) and the current procedures of the FCC this 5th
day of June, 2006.

A handwritten signature in black ink, appearing to read "D. Mark Baxter". The signature is written in a cursive style with large, sweeping loops.

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