



Wiley Rein & Fielding LLP

1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

Virginia Office
7925 JONES BRANCH DRIVE
SUITE 6200
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wrf.com

July 11, 2006

Richard E. Wiley
202.719.7010
rwiley@wrf.com

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: **REDACTED—FOR PUBLIC INSPECTION IN WC DOCKET
NO. 06-74 BEFORE THE FEDERAL COMMUNICATIONS
COMMISSION**

Dear Ms. Dortch:

In accordance with the Order adopting the Protective Order,¹ the Order adopting the Second Protective Order,² and the instructions we have received from the Staff of the Wireline Competition Bureau, enclosed please find the redacted public version of BellSouth Corporation's ("BellSouth") response to the Staff's Initial Information and Document Request of June 23, 2006.

The redacted portions of BellSouth's complete response will be made available for inspection, pursuant to the terms of the Protective Order or the Second Protective Order, as applicable, at the offices of Crowell & Moring LLP. Counsel for parties to this proceeding should contact Jeane Thomas of that firm at 202-624-2877 to coordinate access after they comply with the terms of the FCC's Protective Orders. Parties seeking access to BellSouth's confidential documents should first serve the Acknowledgment of Confidentiality on Peter D. Shields of Wiley Rein & Fielding LLP, 1776 K Street, N.W., Washington, D.C. 20006.

¹ *In the Matter of AT&T Inc. and BellSouth Corporation Applications For Approval Of Transfer Of Control*, WC Docket No. 06-74, Protective Order, DA 06-1032 (rel. May 12, 2006).

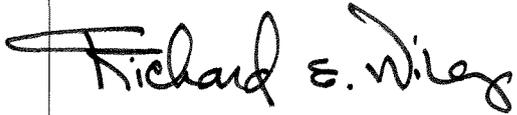
² *In the Matter of AT&T Inc. and BellSouth Corporation Applications For Approval Of Transfer Of Control*, WC Docket No. 06-74, Protective Order, DA 06-74, DA 06-1415 (rel. July 7, 2006).

Wiley Rein & Fielding LLP

Marlene H. Dortch
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If you have any questions, please do not hesitate to contact Peter Shields at (202) 719-3249.

Sincerely,

A handwritten signature in black ink that reads "Richard E. Wiley". The signature is written in a cursive style with a large, sweeping initial "R".

Richard E. Wiley

Enclosures

**RESPONSE OF BELL SOUTH CORPORATION TO INFORMATION AND
DOCUMENT REQUEST DATED JUNE 23, 2006**

July 11, 2006

MASTER INDEX

A. Background

- 1. Define the retail customer classes: enterprise, large business, medium business, small business, mass market, and residential; and define any other retail customer class in which your company monitors competition between AT&T and BellSouth and regularly creates sales reports. Explain the specific characteristics that distinguish each customer class (e.g., revenue size; employee size; telecom needs; other criteria).**

RESPONSE:

Narrative response: pp. 3-5
No Exhibits
No Documents

- 2. Define the retail services your company includes within the following retail service categories: local voice; local data; interexchange voice; interexchange data; and managed services. Define any other retail service category for which your company monitors competition between AT&T and BellSouth.**

RESPONSE:

Narrative response: pp. 6-7
No Exhibits
No Documents

- 3. Define each wholesale customer class in which your company monitors competition between AT&T and BellSouth, and regularly creates sales reports. Explain the specific characteristics that distinguish each customer class (e.g., carrier classification (competitive LEC, wireless, IXC); revenue size; type of wholesale service; other criteria).**

RESPONSE:

Narrative response: p. 8
No Exhibits
No Documents

4. **Define the wholesale services your company includes within the following wholesale services: local voice; local data; interexchange voice; interexchange data; and long-haul services. Define any other wholesale service category for which your company monitors competition between AT&T and BellSouth.**

RESPONSE:

Narrative response: pp. 9-10
No Exhibits
No Documents

B. Enterprise and Wholesale Services

5. **For the nation, each BellSouth franchise area, and each MSA within BellSouth's region, provide separately for AT&T and BellSouth, by each customer class identified in specifications 1 and 3 and each service category identified in specifications 2 and 4:**
 - a. **Revenues, and an estimate of your company's market share of revenues. Explain the methodology used to create the estimate and any supporting documentation.**

RESPONSE:

Narrative response: pp. 11-13
Exhibit 5.a [Highly Confidential]
No Documents

- b. **The number of lines by capacity (e.g., DS-0, DS- 1, DS-3, OCn), and an estimate of your company's market share of lines by the appropriate capacity measure. Explain the methodology used to create the estimate and any supporting documentation.**

RESPONSE:

Narrative response: pp. 13-15
Exhibit 5.b [Confidential]
No Documents

- c. **An estimate of each competitor's market share of revenues. Provide an explanation of how the estimates were arrived at and a copy of supporting documentation.**
- d. **An estimate of each competitor's market share of capacity (e.g., DS-0, DS-1, DS-3, OCn). Provide an explanation of how the estimates were arrived at, and a copy of supporting documentation.**

RESPONSE:

Narrative response: pp. 16-17

No Exhibits

Documents BLS-INT-000001-000060 [Highly Confidential]

BLS-INT-000061-000423 [Confidential]

BLS-INT-001252-001271 [Public]

- 6. **For long-haul services provided to competitive LECs, interexchange carriers, and wireless providers within the United States, provide:**
 - a. **An explanation of BellSouth's long-haul capabilities outside its franchise areas.**

RESPONSE:

Narrative response: p. 18

No Exhibits

No Documents

- b. **AT&T's revenues, wholesale minutes, and the corresponding nationwide market share estimate.**

RESPONSE:

Narrative response: p. 18

No Exhibits

No Documents

- c. **BellSouth's revenues, wholesale minutes, and the corresponding nationwide market share estimate.**

RESPONSE:

Narrative response: p. 18

Exhibit 6.c [Confidential]

No Documents

- d. **The name and estimated nationwide market share of each facilities-based long-haul service competitor. Provide an explanation of how the estimates were arrived at, and a copy of supporting documentation.**

RESPONSE:

Narrative response: p. 19
No Exhibits
No Documents

7. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss competition on proposals to provide any relevant service (RFPs) for enterprise or wholesale business customers.**

RESPONSE:

Narrative response: p. 20
No Exhibits
No Documents

8. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) relating to the company's business plans for enterprise or wholesale businesses, including strategic plans, budgets, and financial projections for these businesses. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.**

RESPONSE:

Narrative response: p. 21
No Exhibits
No Documents

9. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss competition for enterprise or wholesale customers (other than long-haul services), including market studies, competitive analyses, product strategies, marketing strategies, and all other documents relating to (a) the market share or competitive position of AT&T, BellSouth or any other competitor for these services; (b) supply or demand conditions for these services; (c) customers' willingness or ability to substitute to alternative competitive services or providers; (d) competitors' willingness or ability to meet increased demand for their services; and (e) attempts to win these customers from other companies or to stem losses of these customers to other companies.**

RESPONSE:

Narrative response: p. 22

No Exhibits

No Documents

10. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss AT&T's, BellSouth's or any other company's pricing strategies for enterprise or wholesale customers (other than long-haul services), including any documents that report or estimate an elasticity of demand for services provided to these customers.**

RESPONSE:

Narrative response: p. 23

No Exhibits

No Documents

C. Special Access Services

11. **Provide a definition for each type of special access service provided by your company. Explain whether the types of service are distinguished by: whether the service is Type I, Type II or other type; capacity (e.g., DS-0, DS-1, DS-3, OCn); optional payment plan (e.g., term or volume commitment); or other factors.**

RESPONSE:

Narrative response: pp. 24-26

No Exhibits

No Documents

12. For each BellSouth franchise area and each MSA within BellSouth's region, provide separately for AT&T and BellSouth, by type and capacity (e.g., Type I-DS-1, Type I-DS-3, etc.):

a. The special access revenues and number of circuits.

RESPONSE:

Narrative response: pp. 27-28
Exhibit 12.a [Highly Confidential]; 5.a [Highly Confidential];
5.b [Confidential]
No Documents

b. An estimate of your market share of revenues and circuits.

RESPONSE:

Narrative response: p. 28
No Exhibits
Documents BLS-INT-001252-001271 [Public]

c. The corresponding revenues and market share of each competitor. Provide an explanation of how the estimates were arrived at, and a copy of supporting documentation.

RESPONSE:

Narrative response: p. 28
No Exhibits
Documents BLS-INT-001252-001271 [Public]

d. The number of lines by type and capacity and market share of each competitor. Provide an explanation of how the estimates were arrived at, and a copy of supporting documentation.

RESPONSE:

Narrative response: p. 29
No Exhibits
Documents BLS-INT-001252-001271 [Public]

13. For each wire center within BellSouth's region, BellSouth shall provide in an Excel spreadsheet:

a. An identifier for the wire center and an identifier for the MSA in which the wire center is located

RESPONSE:

Narrative response: p. 30

Exhibit 13.a [Public]

No Documents

- b. The name of each carrier with a fiber-based collocation at the wire center.**
- c. Indicate whether the fiber-based collocation is “on-net” (connected to the carrier’s network with the carrier’s own facilities - a Type I connection) or “off-net” (connected to the carrier’s network via facilities leased from another carrier – a Type II connection). In the case of a Type II connection, indicate if the facilities are leased from BellSouth, AT&T, or another carrier.**

RESPONSE:

Narrative response: p. 30

Exhibit 13.b [Highly Confidential]

No Documents

- 14. For each MSA within BellSouth’s region where AT&T and BellSouth have facilities (either owned or leased), provide:**
 - a. A map of AT&T’s network, a listing of AT&T’s facilities, and the address of each building that AT&T plans to bring “on-net” within the next two years (by May 1, 2008).**

RESPONSE:

Narrative response: p. 31

No Exhibits

No Documents

- b. In an Excel spreadsheet:**
 - i) The address of each building for which AT&T has a Type I connection.**
 - ii) The capacity of AT&T’s Type I connection and the number of circuits, as well as the number of lit and dark fiber strands.**
 - iii) The name of each other carrier that has a Type I connection to that same building, and the capacity of each carrier’s Type I connection.**

- iv) **The name of each carrier with a Type II connection to that same building.**

RESPONSE:

Narrative response: p. 31
No Exhibits
No Documents

- c. **In an Excel spreadsheet:**
 - i) **The address of each building for which AT&T has a Type II connection.**
 - ii) **The capacity of AT&T's Type II connection and the number of circuits.**
 - iii) **The name of each other carrier that has a Type I connection to that same building, and the capacity of each carrier's Type I connection.**
 - iv) **The name of each other carrier that has a Type II connection to that same building.**

RESPONSE:

Narrative response: pp. 31-32
No Exhibits
No Documents

- 15. **For the nation and each BellSouth franchise area, provide separately for AT&T and BellSouth, a quarterly count of the number of RFPs for special access service in which your company submitted a bid to provide special access service.**

RESPONSE:

Narrative response: p. 33
Exhibit 15 [Confidential]
No Documents

- 16. **For each REP for special access service to be provided within BellSouth's region in which AT&T or BellSouth submitted a bid, provide in an Excel spreadsheet:**
 - a. **The name of the company requesting bids.**

- b. The RFP designation number issued by the company requesting the proposal.**
- c. The month and year that AT&T submitted its bid.**
- d. The state(s) and MSA(s) in which AT&T proposed to provide the service.**
- e. The month and year that BellSouth submitted its bid.**
- f. The state(s), and MSA(S) in which BellSouth proposed to provide the service.**
- g. An indication of who was awarded the contract.**

RESPONSE:

Narrative response: pp. 34-36
Exhibit 16 [Highly Confidential]
No Documents

- 17. Separately for each MSA within BellSouth's region in which AT&T owns facilities used to provide telephone exchange or exchange access service, provide in the form of lists and network maps of sufficiently precise detail a description of AT&T's facilities, including the capacity and number of strands of lit and unlit fiber and the geographic area that practically can be reached by the network, via either (1) direct fiber connection or (2) special access loops or EELs.**

RESPONSE:

Narrative response: p. 37
No Exhibits
No Documents

- 18. For each BellSouth franchise area, describe the state regulation, if any, that applies to intrastate special access service.**

RESPONSE:

Narrative response: pp. 38-42
No Exhibits
No Documents

19. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss competition on RFPs for special access customers.**

RESPONSE:

Narrative response: p. 43
No Exhibits
No Documents

20. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) relating to the company's business plans for special access services (whether wholesale or retail), including strategic plans, budgets, and financial projections for this business. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.**

RESPONSE:

Narrative response: p. 44
No Exhibits
No Documents

21. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss competition for special access services (whether wholesale or retail), including market studies, competitive analyses, product strategies, marketing strategies, and all other documents relating to (a) the market share or competitive position of AT&T, BellSouth or any other competitor for these services; (b) supply or demand conditions for these services; (c) customers' willingness or ability to substitute to alternative competitive services or providers; (d) competitors' willingness or ability to meet increased demand for their services; and (e) attempts to win these customers from other companies or to stem losses of these customers to other companies.**

RESPONSE:

Narrative response: p. 45
No Exhibits
No Documents

22. **Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss AT&T's, BellSouth's or any other company's pricing strategies for special access services, including any documents that report or estimate an elasticity of demand for services provided to these customers.**

RESPONSE:

Narrative response: p. 46
No Exhibits
No Documents

D. Wireless Broadband Services

23. **For all WCS, BRS and EBS spectrum that AT&T, BellSouth, or Cingular owns, leases or otherwise controls (including through wholesale or resale arrangements), provide separately for AT&T, BellSouth, and Cingular in an Excel spreadsheet:**
- a. **A designation of the geographic area in which the spectrum is located (e.g., basic trading area, major economic area or, if the entity only holds or controls spectrum in a partial license area, county or undefined area).**

RESPONSE:

Narrative response: p. 47
Exhibits 23.a.1 [Public]; 23.a.2 [Public]
No Documents

- b. **A listing of the MSAs and/or RSAs in which there is overlap of the geographic areas where the entities hold the spectrum.**

RESPONSE:

Narrative response: p. 47
No Exhibits
No Documents

- c. **The amount of spectrum owned, leased or otherwise controlled in each geographic area by AT&T, BellSouth, or Cingular.**

RESPONSE:

Narrative response: p. 48
Exhibits 23.a.1 [Public]; 23.a.2 [Public]
No Documents

- d. **An indication of whether the spectrum is owned, leased or otherwise controlled.**

RESPONSE:

Narrative response: p. 48
Exhibit 23.a.1 [Public]
No Documents

- 24. **Provide separately for AT&T, BellSouth, and Cingular in an Excel spreadsheet:**

- a. **Revenues earned using WCS, BRS and EBS spectrum, separately by customer class and service offering.**

Narrative response: p. 49
Exhibits 24.a.1 [Highly Confidential]; 24.a.2 [Highly Confidential]
No Documents

- b. **The number of end-users served via WCS, BRS and EBS spectrum, separately by customer class and service offering.**

RESPONSE:

Narrative response: pp. 49-50
Exhibits 24.b.1 [Highly Confidential]; 24.b.2 [Highly Confidential];
24.b.3 [Highly Confidential]
No Documents

- 25. **For any spectrum identified in Specification 23, provide in a separate Excel spreadsheet, by geographic area (e.g., basic trading area, major economic area), a listing of all other firms owning, leasing or otherwise controlling spectrum in these frequencies and the amount of spectrum assigned to each of these firms.**

RESPONSE:

Narrative response: pp. 51-52
Exhibits 25.1 [Public]; 25.2 [Public]
No Documents

26. **Provide all documents prepared expressly for AT&T, BellSouth or Cingular (whether prepared internally or by outside advisors) that discuss competition between wireless broadband services and other broadband services (e.g., DSL, cable modem), including market studies, competitive analyses, product strategies, marketing strategies, and all other documents relating to (a) the market share or competitive position of any firm providing wireless broadband services; (b) supply or demand conditions for wireless broadband services; (c) consumer willingness or ability to use wireless broadband services; and (d) wireless broadband providers' ability to meet increased demand for their services.**

RESPONSE:

Narrative response: p. 53
No Exhibits
No Documents

27. **Provide all documents prepared expressly for AT&T, BellSouth, or Cingular (whether prepared internally or by outside advisors) relating to the company's business plans for WCS, BRS, and EBS spectrum assigned to, leased by or otherwise controlled by AT&T, BellSouth or Cingular, or any wireless broadband service offering in other bands, including strategic plans, budgets, and financial projections for such services.**

RESPONSE:

Narrative response: p. 54
No Exhibits
No Documents

E. Internet Services

28. **Provide separately for AT&T and BellSouth:**
- a. **A description of each Internet service offered by your company.**

RESPONSE:

Narrative response: pp. 55-56
No Exhibits
No Documents

- b. **A description of the different types of peering arrangements or transit agreements that your company has with Internet backbone providers.**

RESPONSE:

Narrative response: p. 57

No Exhibits

No Documents

- c. A description of your company's current policies and contractual requirements for permitting providers access (e.g., peering, transit, dedicated access, and xDSL) to your Internet backbone service.**

RESPONSE:

Narrative response: pp. 58-59

No Exhibits

No Documents

- d. An explanation of the fees your company charges for transit and an explanation for any material differences in these charges assessed to particular ISPs or enterprise customers or classes thereof.**

RESPONSE:

Narrative response: pp. 59-60

No Exhibits

No Documents

- e. The total amount of domestic outbound volume of traffic (in terabytes/day or a similar measure) carried on your network, and the total amount of domestic inbound volume of traffic (in terabytes/day or a similar measure) carried on your network.**

RESPONSE:

Narrative response: p. 60

Exhibit 28.e [Confidential]

No Documents

- f. A description of how your company assesses its market presence for the Internet services described in subsection a. Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss the market share or competitive position of AT&T, BellSouth or any other competitor for these services.**

RESPONSE:

Narrative response: p. 61
No Exhibits
No Documents

- 29. For the nation and BellSouth's franchise areas, provide separately for AT&T and BellSouth in an Excel spreadsheet:**
- a. By customer class (as defined in specifications 1 and 3) and Internet service (as identified in specification 28).**
 - i) The number of customers.**
 - ii) The number and type of circuits connecting those customers to the Internet backbone.**

Narrative response: p. 62
Exhibit 29.a [Confidential]
No Documents

- b. Revenues for each Internet service, e.g., dedicated internet access (DIA) revenue, wholesale upstream transit revenue, wholesale down-stream transit revenue.**

Narrative response: p. 62
Exhibit 29.b [Highly Confidential]
No Documents

- c. Payments to AT&T, BellSouth and all others for each Internet service provided to your company, e.g., DIA revenue, wholesale up-stream transit revenue, and wholesale down-stream transit revenue.**

RESPONSE:

Narrative response: p. 62
Exhibit 29.c [Highly Confidential]
No Documents

- 30. Provide separately for AT&T and BellSouth in an Excel spreadsheet:**
- a. The name of each person with which your company has a settlement-free peering relationship, the volume of outbound traffic (megabits per second) provided to that person, and the volume of inbound traffic (megabits per second) received from that person.**

Narrative response: p. 63
Exhibit 30.a [Highly Confidential]
No Documents

- b. The name of each person with which your company has a paid peering relationship, the volume of outbound traffic (megabits per second) provided to that person, and the volume of inbound traffic (megabits per second) received from that person.**

Narrative response: p. 63
No Exhibits
No Documents

- c. The names of the top 20 persons (in terms of revenues) for which your company provides transit service, the volume of outbound traffic (megabits per second) provided to each of these persons, and the volume of inbound traffic (megabits per second) provided to each of these persons.**

Narrative response: pp. 63-64
Exhibit 30.c [Highly Confidential]
No Documents

- d. The name of each person that provides transit to your company, the volume of outbound traffic (megabits per second) provided from your company, and the volume of inbound traffic (megabits per second) provided to your company.**

RESPONSE:

Narrative response: p. 64
Exhibit 30.d [Highly Confidential]
No Documents

31. Provide:

- a. An estimate of the current total domestic level of Internet traffic, based upon an accepted industry standard (e.g., terabytes/day). Provide an explanation of the methodology used and a copy of supporting documents.**

RESPONSE:

Narrative response: p. 65
No Exhibits
No Documents

- b. **The name and estimated national market share for each Tier 1 IBP measured in terms of Internet backbone revenue, and traffic (megabits per second). Provide an explanation of the methodology and a copy of supporting documents.**

RESPONSE:

Narrative response: p. 65
No Exhibits
No Documents

32. Provide separately for AT&T and BellSouth:

- a. **The name of each person with whom your company has a peering relationship, where that peering relationship has changed from a settlement-free to paid or a paid to a settlement-free basis. Provide the date of the change and an explanation of the reason for change in the arrangement.**

RESPONSE:

Narrative response: p. 66
No Exhibits
No Documents

- b. **For each person identified in specification 32.a, the volume of outbound traffic (megabits per second) provided to that person and the volume of inbound traffic (megabits per second) received from that person and the revenues attributed to this person for the time period identified in the instructions.**

RESPONSE:

Narrative response: p. 66
No Exhibits
No Documents

- 33. Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) relating to the company's business plans for Internet services, including strategic plans, budgets, and financial projections for this business. For regularly prepared budgets and financial projections, the company need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.**

RESPONSE:

Narrative response: p. 67

No Exhibits

No Documents

- 34. Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss competition for the Internet services described in specification 28.a, including market studies, competitive analyses, product strategies, marketing strategies, and all other documents relating to (a) supply or demand conditions for these services; (b) customers' willingness or ability to substitute to alternative competitive services or providers; (c) competitors' willingness or ability to meet increased demand for their services; and (d) attempts to win these customers from other companies or to stem losses of these customers to other companies.**

RESPONSE:

Narrative response: p. 68

No Exhibits

No Documents

- 35. Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss AT&T's, BellSouth's or any other company's pricing strategies for the Internet services described in specification 28.a, including any documents that report or estimate an elasticity of demand for services provided to these customers.**

RESPONSE:

Narrative response: p. 69

No Exhibits

No Documents

F. Mass Market Services

- 36. For each BellSouth franchise area, BellSouth shall provide:**
- a. The number of BellSouth's residential wireline lines and:**
 - i) The number of these lines for which BellSouth, AT&T (or SBC), Verizon (or MCI), Sprint, Qwest, or another long distance carrier is the presubscribed interstate long distance carrier.**

- ii) **The number of these lines for which there is no presubscribed interstate long distance carrier.**
- iii) **The number of these lines for which the consumer subscribes to a combined BellSouth local and long distance plan. Indicate the proportion of consumers that subscribe to: a usage per minute plan; and a plan that includes a bucket or an unlimited number of interexchange minutes.**

RESPONSE:

Narrative response: p. 70
Exhibits 36.a.i [Confidential]; 36.a.iii [Confidential]
No Documents

- b. **The number of residential lines resold by BellSouth, and the name and corresponding line counts for the top 3 purchasers of resold lines.**

RESPONSE:

Narrative response: pp. 70-71
Exhibits 36.b.1 [Confidential]; 36.b.2 [Confidential]
No Documents

- c. **The number of residential UNE-P lines provided by BellSouth, and the name and corresponding line counts for the top 3 purchasers of UNE-P lines.**

RESPONSE:

Narrative response: p. 71
Exhibits 36.c.1 [Confidential]; 36.c.2 [Confidential]
No Documents

- d. **The number of residential UNE-L lines provided by BellSouth, and the name and corresponding line counts for the top 3 purchasers of UNE-L lines.**

RESPONSE:

Narrative response: p. 71
No Exhibits
No Documents

- e. **The number of BellSouth's residential DSL lines and the proportion of these customers for which BellSouth does not also provide wireline local exchange service.**

RESPONSE:

Narrative response: p. 71
Exhibit 36.e [Confidential]
No Documents

- f. **The number of residential access lines provided by facilities-based competitive local exchange providers (e.g., based on E-911 listings), and the name and corresponding line counts for the top 3 facilities-based providers.**

RESPONSE:

Narrative response: pp. 71-72
Exhibits 36.f [Confidential]
No Documents

- g. **An estimate of the total number of residential consumers relying upon over-the-top VoIP for all of their voice telecommunications needs. Provide an explanation of the derivation of the estimate and a copy of the supporting documentation.**

RESPONSE:

Narrative response: p. 72
No Exhibits
Documents BLS-INT-000424-001231 [Confidential]

- h. **An estimate of the total number of residential consumers that subscribe to a mobile wireless service instead of wireline local exchange and long distance service. Provide an estimate of the proportion of these consumers that subscribe to Cingular's service. Provide an explanation of the derivation of these estimates and a copy of the supporting documentation.**

RESPONSE:

Narrative response: p. 73
No Exhibits
No Documents

- i. **An estimate of the number of residential cable broadband (e.g., cable modem) subscribers. Provide an explanation of the derivation of this estimate and a copy of the supporting documentation.**

RESPONSE:

Narrative response: p. 73
No Exhibits
Documents BSL-INT-001232-001251 [Confidential]

- 37. **For each BellSouth franchise area, AT&T shall provide:**
 - a. **The number of AT&T's residential wireline lines and:**
 - i) **The number of these lines for which BellSouth, AT&T (or SBC), Verizon (or MCI), Sprint, Qwest, or another long distance carrier is the presubscribed interstate long distance carrier.**
 - ii) **The number of these lines for which there is no presubscribed interstate long distance carrier.**
 - iii) **The number of these lines for which the consumer subscribes to a combined AT&T local and long distance plan. Indicate the proportion of consumers subscribing to: a usage per minute plan; and a plan that includes a bucket of or an unlimited number of interexchange minutes.**

RESPONSE:

Narrative response: p. 74
No Exhibits
No Documents

- b. **The number of AT&T's residential CallVantage lines. Provide an estimate of the proportion of these lines in which the consumer is relying upon CallVantage for all of their voice telecommunications needs. Provide an explanation of the derivation of the estimate and a copy of the supporting documentation.**

RESPONSE:

Narrative response: p. 74
No Exhibits
No Documents

- c. **An estimate of the total number of residential consumers that subscribe exclusively to wireless service instead of wireline local exchange and long distance service. Provide an explanation of the derivation of this estimate and a copy of the supporting documentation.**

RESPONSE:

Narrative response: pp. 74-75
No Exhibits
No Documents

- d. **An estimate of the total number of residential consumers that use over-the-top VoIP instead of wireline local exchange and long distance service. Provide an explanation of the derivation of the estimate and a copy of the supporting documentation.**

RESPONSE:

Narrative response: p. 75
No Exhibits
No Documents

- e. **An estimate of the number of residential cable broadband (e.g., cable modem) subscribers. Provide an explanation of the derivation of this estimate and a copy of the supporting documentation.**

RESPONSE:

Narrative response: p. 75
No Exhibits
No Documents

- 38. **For the nation and each BellSouth franchise area, provide separately for AT&T and BellSouth the number of residential presubscribed interstate carrier access lines regardless of whether AT&T (SBC) or BellSouth is the residential customer's local exchange carrier.**

RESPONSE:

Narrative response: p. 76
Exhibit 38 [Confidential]
No Documents

39. For each BellSouth franchise area, describe the state regulation, if any, that applies to a combined local and long distance service package for residential customers.

RESPONSE:

Narrative response: pp. 77-82
No Exhibits
No Documents

40. Explain how AT&T has complied with applicable rate integration and geographic rate averaging requirements of section 254, and how the merged entity would comply with these requirements if the merger is approved.

RESPONSE:

Narrative response: p. 83
No Exhibits
No Documents

41. Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss: (a) AT&T's and BellSouth's market share for residential or mass market telephony services in BellSouth's region; (b) consumer willingness to subscribe to residential or mass market telephony services offered by AT&T; or (c) BellSouth's loss of mass market or residential customers to AT&T's service offerings within BellSouth's region.

RESPONSE:

Narrative response: p. 84
No Exhibits
No Documents

42. Provide all documents prepared expressly for AT&T or BellSouth (whether prepared internally or by outside advisors) that discuss the extent to which residential or mass market consumers within BellSouth's region subscribe to VoIP services or to mobile wireless services in lieu of wireline local exchange and exchange access services.

RESPONSE:

Narrative response: p. 85
No Exhibits
No Documents

G. International

Submarine Cable Ownership and Capacity.

43. **The application for transfer of control of BellSouth's cable landing licenses, SCL-T/C-20060331-00003, provides information on three cable systems in which BellSouth has an ownership interest — MAYA-1, TAT- 14, and the Pan American Cable. It does not, however, include any ownership interests that BellSouth or its affiliates may have in cable landing stations. Please describe any (including less than 5 percent) ownership interests that BellSouth or its U.S. affiliates may have in any cable landing stations on these or other cable systems.**

RESPONSE:

Narrative response: p. 86
No Exhibits
No Documents

44. **The Public Interest Showing states that BellSouth holds an Indefeasible Right of Use (IRU) in the South American Crossing cable. Please provide information on this IRU and any other IRU that BellSouth or its U.S. affiliates may have, including the capacity included in the IRU and the total capacity of the cable system.**

RESPONSE:

Narrative response: p. 87
No Exhibits
No Documents

45. **Please provide information on any ownership interest or IRU that AT&T may have in any cable system or cable landing station in which BellSouth has an ownership interest or IRU, including, but not limited to, TAT-14, MAYA-1, the Pan American Cable and the South American Crossing cable. Specifically, consistent with section 1.767(a)(11)(i) of the rules, please identify, on a segment-specific basis, the ownership interests held by AT&T and its affiliates collectively as set out in each cable's Construction and Maintenance Agreement (C&MA).**

RESPONSE:

Narrative response: p. 88
No Exhibits
No Documents

International Telecommunications Services.

- 46. For AT&T and its U.S. affiliates (but not Cingular), please provide in Excel spreadsheets, for reporting year 2004 and for the most recent year, the following information: (1) the minutes and revenues for U.S.-international traffic that AT&T carried over its own facilities on a route-by-route basis for all destination markets; (2) the minutes and revenues for U.S.-international traffic that AT&T provided as a pure reseller on a world-total basis; and (3) the underlying carriers AT&T uses when providing U.S.-international resale services, and the relative percentage of AT&T's minutes of U.S.-international resale traffic carried by each underlying carrier.**

RESPONSE:

Narrative response: p. 89
No Exhibits
No Documents

- 47. For BellSouth and its U.S. affiliates (but not Cingular), please provide in Excel spreadsheets, for reporting year 2004 and for the most recent year, the following information: (1) the minutes and revenues for U.S.-international traffic that BellSouth carried over its own facilities on a route-by-route basis for all destination markets; (2) the minutes and revenues for U.S.-international traffic that BellSouth provided as a pure reseller on a world-total basis; and (3) the underlying carriers BellSouth uses when providing U.S.-international resale services and the relative percentage of BellSouth's minutes of U.S.-international resale traffic carried by each underlying carrier.**

RESPONSE:

Narrative response: p. 90
Exhibits 47.1 [Confidential]; 47.2 [Highly Confidential]
No Documents

48. For Cingular and its U.S. affiliates (but not AT&T and BellSouth), please provide in Excel spreadsheets, for reporting year 2004 and for the most recent year, the following information: (1) the minutes of traffic and revenues for U.S.-international traffic that Cingular carried over its own facilities on a route-by-route basis for all destination markets; (2) the minutes and revenues for U.S.-international traffic that Cingular provided as a pure reseller on a world-total basis; and (3) the underlying carriers Cingular uses when providing U.S.-international resale services and the relative percentage of Cingular's minutes of U.S.-international resale traffic carried by each underlying carrier.

RESPONSE:

Narrative response: p. 91
No Exhibits
No Documents

49. For (1) AT&T and its U.S. affiliates (but not Cingular), (2) BellSouth and its U.S. affiliates (but not Cingular), and (3) Cingular and its U.S. affiliates (but not AT&T and BellSouth), please provide in Excel spreadsheets for reporting year 2004 and for the most recent year, the world-total minutes and revenues for facilities-based U.S.-international traffic and pure resale U.S.-international traffic (combined) received from the following classes of customers: (1) residential; (2) business and government; (3) other U.S. carriers; (4) foreign carriers (except for traditional transit); and (5) the world-total minutes and revenues received for providing traditional transit.

RESPONSE:

Narrative response: p. 92
Exhibit 49 [Highly Confidential]
No Documents

50. For (1) AT&T and its U.S. affiliates (but not Cingular) that provide U.S.-international service through prepaid calling cards, and (2) BellSouth and its U.S. affiliates (but not Cingular) that provide U.S.-international service through prepaid calling cards, please provide in Excel spreadsheets information on the revenues and minutes associated with the calls placed using those prepaid calling cards. Please describe how (1) AT&T and its U.S. affiliates (but not Cingular) and (2) BellSouth and its U.S. affiliates (but not Cingular) market those prepaid calling cards.

RESPONSE:

Narrative response: p. 93
No Exhibits
No Documents

Global Telecommunications Services (GTS).

- 51. Please provide individually for AT&T and BellSouth the total number of GTS customers. Please provide for the total of AT&T's GTS customers for the reporting year 2004 and for the most recent year, the following information: (1) the aggregate revenues for U.S.-international traffic that AT&T carried over its own facilities or provided as a pure reseller; and (2) aggregate revenues for all traffic originating outside the United States that AT&T carried over its own facilities or provided as a pure reseller. Please provide for the total of BellSouth's GTS customers for the reporting year 2004 and for the most recent year, the following information: (1) aggregate revenues for U.S.-international traffic that BellSouth carried over its own facilities or provided as a pure reseller; and (2) aggregate revenues for all traffic originating outside the United States that BellSouth carried over its own facilities or provided as a pure reseller.**

RESPONSE:

Narrative response: p. 94
No Exhibits
No Documents

- 52. In Excel spreadsheets please identify all suppliers (not just U.S. suppliers) of GTS and their respective shares of the GTS market, including each of AT&T's and BellSouth's market share. Please provide the information sources for the answers, including sources for the definition of the GTS market.**

RESPONSE:

Narrative response: p. 95
No Exhibits
No Documents

H. Public Interest Analysis

53. Provide:

- a. **A description of each asserted benefit or efficiency arising from the merger, including the steps that AT&T, BellSouth, and Cingular will take to achieve these benefits or efficiencies, the costs the company will incur to achieve these benefits or efficiencies, the risks involved in achieving these benefits or efficiencies, the underlying assumptions for achieving these benefits or efficiencies, and the time required to achieve these benefits or efficiencies.**

RESPONSE:

Narrative response: p. 96
No Exhibits
No Documents

- b. **An estimate of the yearly benefits, costs, and risks attributable to the merger, and an explanation of whether these benefits, costs and risks will have a one-time or multi-time period effect.**

RESPONSE:

Narrative response: p. 96
No Exhibits
No Documents

- c. **A detailed explanation of the methodology used to estimate the benefits, costs, and risks, and a detailed explanation of the methodology's underlying assumptions.**

RESPONSE:

Narrative response: p. 96
No Exhibits
No Documents

- d. **A detailed explanation of how the proposed transaction permits the merged company to achieve these benefits, why the merger of AT&T and BellSouth is necessary to achieve these benefits, and why these benefits could not be reaped by AT&T alone or by merging with another firm.**

RESPONSE:

Narrative response: pp. 96-97

No Exhibits

No Documents

- e. **A discussion of whether and how these benefits will be passed on to residential, business and government customers with regard to price reductions, enhanced quality of existing services, new services, or any other benefits. In addition, quantify the size of these benefits to these customers, whether this will be a one-time or multi-period benefit, and an explanation of why the merger is necessary for AT&T and BellSouth to achieve these benefits for these customers.**

RESPONSE:

Narrative response: p. 97

No Exhibits

No Documents

- f. **A copy of all documents and spreadsheets prepared expressly for AT&T, BellSouth, or Cingular (whether prepared internally or by outside advisors) that were used to prepare the response to specification 53.**

RESPONSE:

Narrative response: p. 97

No Exhibits

No Documents

54. Provide:

- a. **A copy of all documents prepared expressly for AT&T, BellSouth, or Cingular (whether prepared internally or by outside advisors) that discuss the merger integration strategy.**
- b. **A copy of all documents prepared expressly for AT&T, BellSouth, or Cingular that discuss the benefits the merged entity could reap from a larger footprint, including the effect of the merger on the company's incentives or abilities to discriminate against other companies.**

RESPONSE:

Narrative response: p. 98

No Exhibits

No Documents

- 55. Provide all documents prepared expressly for AT&T, BellSouth, or Cingular (whether prepared internally or by outside advisors) that discuss the proposed acquisition's impact:**
- a. On AT&T's, BellSouth's, or the merged entity's control of Cingular.**
 - b. On the modification or development of Cingular's strategic goals and pricing structure for its service offerings offered in-region or out-of-region of the merged entity's combined franchise areas.**

RESPONSE:

Narrative response: p. 99

No Exhibits

No Documents

- 56. Provide all documents cited in the Public Interest Statement and supporting declarations, as well as any data or competitive analyses relied upon in preparing those documents, grouped by declaration/Public Interest Statement.**

RESPONSE:

Narrative response: p. 100

No Exhibits

No Documents