

ATTACHMENT 37

KY Outside MSAs

EXHIBIT A

Competitive Overview Matrix

All Other, KY MSA Competitive Overview
BellSouth Pricing Flexibility Petition for Switched Services

PUBLIC VERSION

W/C Name	WC CLLI	WC ZIP address	Res Locations	Sm & Med Bus Locations	Complex Locations	Total Locations	Competitors w/switch (S) or collo (C) serving BS WC	UNE Counts through 5/04	Ported Number Counts as of 5/04/04	Tgt Segment	% of Locations w/ WC	% of Locations Trgtd by CLECs
Totals						445,903					36.8%	36.8%
AURORA - MAIN	AURKYM	42048				443						
BENTON - MAIN	BNTNKYM	42025				5,526						
CLINTON - NEW DIGITAL OFFICE	CLTNKYES	42031				1,579						
HICKMAN - MAIN	HCMNKYM	42050				1,218						
MURRAY - MAIN	MRRYKYM	42071				8,473				A	1.9%	1.9%
MAYFIELD - MAIN	MYFDKYM	42066				6,222				A	1.4%	1.4%
PADUCAH - PADUCAH LONE OAK	PDCHKYLO	42001				6,168				A	1.4%	1.4%
PADUCAH - MAIN	PDCHKYM	42001				15,096				A	3.4%	3.4%
PADUCAH - PADUCAH RIEDLAND	PDCHKYRL	42002				3,340						
BEATTYVILLE - MAIN	BYVLKYM	41311				2,850						
JACKSON - MAIN	JCSNKYM	41339				3,979						
NEON - RSM BUILDING	NEONKYES	41840				1,554						
STANTON - CENTRAL OFFICE	SNNTNKYM	40380				4,224						
WHITESBURG - MAIN WEBB ST & CHURCH ST	WHBGKYM	41858				6,143						
BENHAM LYNCH - BENHAM LYNCH MAIN	BNLYKYM	40807				666						
CORBIN - MAIN	CRBNKYM	40701				12,754				A	2.9%	2.9%
HARLAN - MAIN	HLRNKYM	40831				6,217						
MIDDLESBORO - MAIN	MDBKYM	40965				5,930						
PINEVILLE - MAIN	PVLKYM	40977				5,448				A	1.2%	1.2%
WILLIAMSBURG - MAIN	WLBGKYM	40769				6,586						
WALLINS CREEK - NO	WLCKYES	40873				1,393						
CADIZ - MAIN	CADZKYM	42211				4,361						
CLAY - MAIN	CLAYKYM	42404				989						
CANTON - MAIN OLD CANTON PIKE	CNTNKYM	42212				1,153						
DIXON - MAIN LEIPER	DIXNKYM	42409				1,218						
DAWSON SPRINGS - NO	DWSPKYES	42408				2,419						
EDDYVILLE - MAIN MAIN ST & US HWY	EDVLKYM	42038				3,609						
EARLINGTON - MAIN S ROBINSON ST	ERTNKYM	42410				698						
FREDONIA - MAIN CASSIDY AVE	FRDNKYM	42411				552						
GILBERTSVILLE - MAIN BUILDING	GBVLKYM	42044				2,317						
HANSON - MAIN US HWY	HANSKYM	42413				1,197						
MARION - MAIN	MARNKYM	42064				3,155				B	0.7%	0.1%
MADISONVILLE - MAIN	MDVIKYM	42431				10,968				A	2.5%	2.5%
MORGANFIELD - MAIN	MGFDKYM	42437				3,302						
MORTONS GAP - MAIN WALNUT ST	MIRGPKYM	42440				566						
NEBO - MAIN US HWY	NEBOKYM	42441				999						
NORTONVILLE - MAIN CHESTNUT ST	NRVLKYM	42442				1,664						
PRINCETON - NO	PRTNKYES	42445				5,058						
PROVIDENCE - MAIN	PRVDKYM	42450				1,747						
SEBREE - MAIN DIXON ST	SEBRKYM	42455				899						
SLAUGHTERS - MAIN W BROADWAY	SLGHKYM	42456				871						
ST CHARLES - MAIN MAIN ST	STCHKYM	42453				465						
STURGIS - MAIN	STRGKYM	42459				1,925						

Tgt Segment:
B=Small, Med, Complex Bus.
S=Small, Med. Bus.
C=Complex Bus.
R=Res.
A=All segments
5/4/04

All Other, KY MSA Competitive Overview
BellSouth Pricing Flexibility Petition for Switched Services

PUBLIC VERSION

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BREMEN - MAIN CHURCH	BRMNKYMA	42325				1,098						
BEAVER DAM - MAIN	BVDMKYMA	42320				3,921				A	7.9%	7.9%
BOWLING GREEN - MAIN	BWLGBKYMA	42101				35,304						
BOWLING GREEN - BWLG RICHARDSVILLE	BWLGKYRV	42270				1,260						
CALHOUN - MAIN	CLHNKYMA	42327				1,459						
CLOVERPORT - MAIN ELM ST	CLPTKYMA	40111				876						
CENTRAL CITY - MAIN	CNCYKYMA	42330				3,011						
CENTERTOWN - MAIN	CNTWKYMA	42328				505						
DRAKESBORO - NO	DRBKYES	42337				1,797						
ELKTON - MAIN	EKTNKYMA	42220				2,298						
FORDSVILLE - MAIN	FDVLKYMA	42343				1,076						
FRANKLIN - MAIN	FKLNKYMA	42134				6,759						
GREENVILLE - MAIN	GNVLKYMA	42345				5,925						
GUTHRIE - MAIN PARK AVE & KENDALL ST	GTHRRKYMA	42234				978						
HARDINSBURG - NO	HRBGKYES	40143				2,910						
HARTFORD - MAIN	HRFRKYMA	42347				2,466						
HAWESVILLE - MAIN MADISON ST	HWVLKYMA	42348				1,902						
ISLAND - MAIN CROSS ST	ISLDKYMA	42350				385						
LIVERMORE - MAIN W	LVMRKYMA	42352				973						
MCDANIELS - MAIN HWY	MCDNKYMA	40152				1,836						
MORGANTOWN - MAIN	MGTWKYMA	42261				3,795						
PLEASANT RIDGE - MAIN	PLRGKYMA	40769				1,009						
RUSSELLVILLE - MAIN	RLVLKYMA	42276				5,924						
SACRAMENTO - MAIN	SCRMKYMA	42372				641						
SHARONGROVE - MAIN	SHGVKYMA	42280				676						
TRENTON - TRENTON MAIN	TRENKYMA	42286				453						
WHITESVILLE - MAIN STHWY	WHVLKYMA	42378				1,749						
BLOOMFIELD - MAIN	BLFDKYMA	40008				1,454						
BURGIN - MAIN MAPLE ST	BRGNKYMA	40310				1,319						
BARDSTOWN - BARDSTOWN CENTRAL OFFICE	BRTWKYES	40004				10,396						
CHAPLIN - MAIN STATE HWY	CHPLKYMA	40012				548						
HARRODSBURG - MAIN	HDBGKYMA	40330				5,809						
LEBANON JUNCTION - MAIN S BROOK ST	LBJTKYMA	40150				1,453						
LAWRENCEBURG - MAIN	LRBGKYMA	40342				7,469						
NEW HAVEN - MAIN CENTER ST	NWHNKYMA	40051				1,842						
ROSE TERRACE - ROSE TERRACE CENTRAL OFFICE	RSTRKYES	40177				2,671						
SALVISA - MAIN MAIN ST	SLVSKYMA	40372				973						
SPRINGFIELD - MAIN	SPFDKYMA	40069				2,806						
TAYLORSVILLE - MAIN	TYVLKYMA	40071				3,725						
WILLSBURG - MAIN HIGHWAY	WSBGKYMA	40078				780						
CRAB ORCHARD - MAIN CHERRY ST	CRBKYMA	40419				1,253						
DANVILLE - MAIN	DAVLKYMA	40422				10,801				A	2.4%	2.4%
FORD - MAIN	FORDKYMA	40320				812						
JUNCTION CITY - MAIN GRUBBS LN	JNCYKYMA	40440				1,666						

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KIRKSVILLE - MAIN	KKVLKYMA	40443				389						
PERRYVILLE - MAIN	PRVLKYMA	40468				1,278				A	3.7%	3.7%
RICHMOND - MAIN	RCMDKYMA	40475				16,393						
STANFORD - MAIN	STFRKYMA	40484				4,802						
WACO - MAIN	WACOKYMA	40385				1,786						
BEDFORD - MAIN	BDFRKYMA	40006				1,723						
BAGDAD - BAGDAD CENTRAL OFFICE	BGDDKYMA	40003				792						
CAMPBELLSBURG - MAIN NE MAIN ST & CHILTON	CMBGKYMA	40011				984						
CARROLLTON - MAIN	CRTNKYMA	41008				3,808						
CYNTHIANA - MAIN	CYNTRKYMA	41031				5,955						
EMINENCE - #2 ESS BLDG.	EMNNKYES	40019				3,552						
EMINENCE - PLEASUREVILLE	EMNNKYPL	40057				816						
FINCHVILLE - MAIN HWY	FNVLKYMA	40022				589						
FRANKFORT - #2 ESS BLDG.	FRFTKYES	40601				6,461						
FRANKFORT - MAIN	FRFTKYMA	40601				21,977				A	4.9%	4.9%
GHENT - MAIN LIBERTY ST	GHNTKYMA	41045				710						
MILTON - MILTON MAIN	MLTNKYMA	40045				1,093						
MOUNT EDEN - MAIN	MTEDKYMA	40046				759						
OWENTON - MAIN	OWTNKYMA	40359				2,923						
PORT ROYAL - MAIN	PTRYKYMA	40058				377						
SHELBYVILLE - MAIN	SHVLKYMA	40065				8,552				A	1.9%	1.9%
SULPHUR - MAIN	SLPHKYMA	40070				673						
SIMPSONVILLE - MAIN RAILROAD ST	SSVLKYMA	40067				1,892						
WADDY - MAIN MAIN ST	WDDYKYMA	40076				918						
CARLISLE - MAIN	CRLSKYMA	40311				2,745						
MOUNT STERLING - MAIN	MTSTKYMA	40353				10,001						
MAYSVILLE - MAIN	MYVLKYMA	41056				3,526						
ALLEN - MAIN DYER ST	ALLNKYMA	41601				2,061						
ELKHORN CITY - NEW OFFICE	ELCYKYES	41522				2,804						
FEDSCREEK - NO	FDCKKYES	41524				1,309						
FREEBURN - MAIN	FEBRKYMA	41528				1,067						
INEZ - MAIN MAIN ST	INEZKYMA	41224				2,649						
LOUISA - NO	LOUSKYES	41230				2,140						
MARTIN - MAIN	MARTKYMA	41649				1,810						
MCDOWELL - MAIN	MCWLKYMA	41647				1,344						
PIKEVILLE - CO-META (631)	PKVLKMT	41501				1,328						
PAINTSVILLE - MAIN	PNVLKYMA	41240				5,177						
PRESTONSBURG - CENTRAL OFFICE	PRBGKYES	41653				5,715				A	1.3%	1.3%
STONE - MAIN MINE RD & HWY	STONKYMA	41567				2,190						
SOUTH WILLIAMSON - MAIN US HWY	SWSNKYMA	41529				1,838						
VIRGIE - MAIN JEAN ST & GIBSON ST	VIRGKYMA	41572				3,471						

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WARFIELD - MAIN KY HWY	WRFDKYMA	41267				1,422						
WAYLAND - NEW DIGITAL OFFICE	WYLDKYES	41666				1,400						

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5/4/04

Exhibit B

Competitive Switch Information

Not Applicable

EXHIBIT C

CLEC Marketing Strategies and Supporting Information

KY Outside MSAs CLEC Marketing Strategies BellSouth Pricing Flexibility Petition For Switched Services

CLECs	Res.	Small & Med Bus	Complex Bus	General Comments	MSA
Cinergy Communicaitons	√	√	√	Cinergy Communications is a multi-faceted telecommunications company that provides residential, small/medium and complex business services. Source: www.cinergy.com.com	Cinergy Communications serve western Kentucky and North-central Tennessee according to their website.
Newsouth		√		Newsouth Communications offers local and long distance service to small and medium sized businesses. Source: www.newsouth.com	According to Newsouth's website, they offer service in KY, TN, AL, GA, FL, NC, SC, LA and MS.

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Residential Products

As a multi-faceted telecommunications company that provides both telephone services and Internet access, including a wide variety of personalizable features and member benefits, we offer a variety of options to residential customers.

For more information about our residential services, select your area of interest at the left.

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Winning in the game of business

Being successful in business means finding smarter and more efficient ways to communicate. Become a winner by simplifying and broadening your communications; your customers will work better with you, and your employees will work better for you.

We work closely with our customers to understand how they communicate both internally and externally. Our solution represents an investment in your business performance: growth, productivity, cost-reduction, quality and customer satisfaction.

We are focused on meeting your needs by offering you:

- An alternative provider of local phone service.
- A single, customer-focused resource for all your voice, data and Internet needs.
- One billing statement for all your voice, data, Internet and equipment needs.
- An account manager to establish and manage your account.
- Superior customer service.

For more information on our specific services, see our product pages.

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Our Story

Cinergy Communications offers a complete line of communications services and products, including local service, long distance, Internet access, web hosting and telephone equipment. Our focus is to help both business and residential customers throughout Indiana, Kentucky, Tennessee and Ohio communicate more effectively.



Cinergy Communications, formerly Community Telephone, was born out of the merger of five companies located in southern Indiana and western Kentucky. They were Wright Businesses and Long Distance Management (Paducah, KY), Telemanagement Systems (Evansville, IN) and Network WCS (Evansville, IN), MarTech Communications (Bowling Green, KY) and Mercury Communications (Hopkinsville, KY).

These companies came together with the goal of collectively providing the cities they served a higher level of service with a local presence. During the last two years we've developed into a full-service, integrated communications company.

Our success then caught the attention of Cinergy Corporation, one of the nation's leading diversified energy companies. In May of 2001, we changed our name based on our affiliation with Cinergy Corporation to better reflect our core business strengths.

We are now unified under a new name, with a new look, but our management remains the same, as well as our commitment to serving Indiana, southern Ohio, western Kentucky and north-central Tennessee.

Our focus now includes an increased emphasis on research and development of new products and services. Our goal isn't simply to be the lowest-priced service, but to be the best service you can get for your money.

A strong past helps build a strong future. With three decades of industry experience, we've built a record that speaks of innovation and

vision. Among our accomplishments:

- First interconnect company (sells and services business telephone systems) in Paducah, KY -- 1969.
- First local company in our region to offer consumers a lower-cost alternative for long distance service -- 1982.
- First Internet Service Provider (ISP) in our region -- 1994.
- Pioneer in online transactional banking -- 1995.
- One of the first phone companies doing business following deregulation of local telephone service under the "Telecommunications Act of 1996."
- Industry leadership in software development for doing business over the Internet.
- Pioneer in IP Telephony -- 2003.

Our future is exciting and full of new endeavors. We are making decisions that will ensure the highest level of customer service, enhance the scope of the products and services we offer and help support the growth and future success of our customers.



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Commercial

Voice

Local Telephone Service

Long Distance Service

Voice Mail

Voice & Data

VBX

Network Requirements

Internet Access

DSL Internet Access

High Speed Internet Access

Dial Up Access

Q-Link Plus

Web Hosting

Web Design & Programming

Web Applications

Correspond

Clean Mail

ShopSmart

eMediaMaker

Intranet Xpress

Private Data Networks

VPN

Service Level Agreement

Residential

Local Telephone Services

Basic

Local Service Fees - Kentucky

Long Distance Calling

Standard Long Distance

59 Unlimited

LD Extended Features

Internet Access

Web Hosting

Customer Care

How to Read Your Bill

FAQs -- Customer Service

FAQs -- Internet Help Desk

Local Service Feature Instructions

Voice Mail Instructions

Inside Wire Maintenance

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Distributor Services

Bowling Green, KY

Clarksville, TN

Evansville, IN

Franklin, TN

Hopkinsville, KY

Louisville, KY

Madisonville, KY

Owensboro, KY

Paducah, KY

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Cinergy Communications now offers local telephone service that gives you our most popular enhancements for one low price.

- o **KEEP** your current phone number
- o **FREE** 60 minutes of long distance
- o **FREE** Caller ID with Name
- o **FREE** Call Waiting (with Caller ID)
- o **FREE** 3-way Calling
- o **NO FEE** to switch you over¹



Click [HERE](#) for a list of frequently asked questions about our local phone service.

Sign up now!

Sign up for local telephone service from Cinergy Communications right now through our completely secure sign-up wizard. Start by entering the telephone number you want to switch:

() -

SUBMIT

Find out more...

Looking for more information about our local telephone service? Just enter the first six digits of your phone number, including your area code, to find out what services we offer in your area. (We do not record your number.)

() -

XXXX

SUBMIT

If you do not currently have telephone service and need new service set up in your home, or if you need to add additional lines to your existing service, or have multiple lines to transfer, please call 1-866-304-7208 for details.

If you are switching from another telephone provider and have DSL service that you wish to keep, you cannot sign-up for service online. You must call 1-866-304-7208 to sign-up for telephone service with Cinergy Communications.

Local service from Cinergy Communications is available for as little as **\$21.95² per month!** Yes, that price includes Call Waiting and Caller ID (with name), plus 60 minutes of free Long Distance calling each month and other service features.

With local service from Cinergy Communications, you can choose the package that best fits your needs and your budget!

¹ Most telephone companies charge a conversion fee to switch a customer to their service or switch away from their service (this is a fee that phone companies charge each other when customers change from one provider to another). Cinergy Communications will pay the fee

for you when switching to our service. There may be situations where your home's telephone wiring must be moved from one provider's network (wiring) interface to another. All telephone wiring starting at interface (generally located on the side of your house) and traveling into your house is the responsibility of the homeowner. Cinergy Communications can provide wiring services to move your telephone wiring if necessary. Please call our Customer Service Department at 1-800-599-1000 for pricing and further details.

² Just \$21.95 per month for your first 6 months. Offer is for residential service only. Long distance in excess of sixty minutes is billed at 6.9¢ per minute. Local toll, taxes, and other regulatory fees are not included.

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Residential Products

As a multi-faceted telecommunications company that provides both telephone services and Internet access, including a wide variety of personalizable features and member benefits, we offer a variety of options to residential customers.

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Being successful in business means finding smarter and more efficient ways to communicate. Become a winner by simplifying and broadening your communications; your customers will work better with you, and your employees will work better for you.

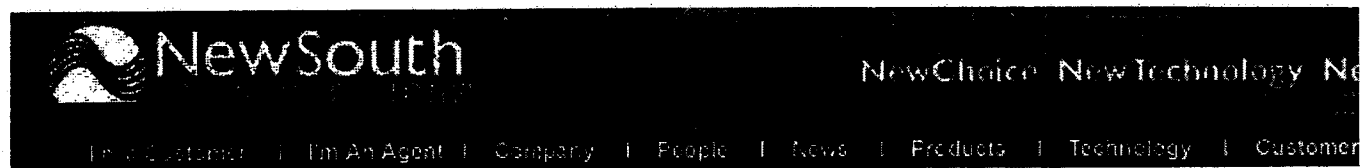
We work closely with our customers to understand how they communicate both internally and externally. Our solution represents an investment in your business performance: growth, productivity, cost-reduction, quality and customer satisfaction.

We are focused on meeting your needs by offering you:

- An alternative provider of local phone service.
- A single, customer-focused resource for all your voice, data and Internet needs.
- One billing statement for all your voice, data, Internet and equipment needs.
- An account manager to establish and manage your account.
- Superior customer service.

For more information on our specific services, see our product pages.

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July 30, 2004

Product Availability:

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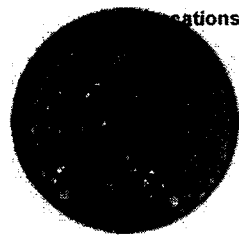
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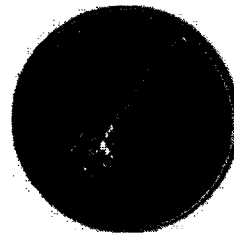
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Our Mission



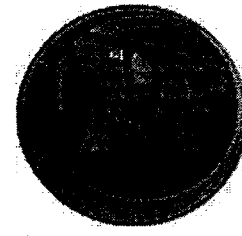
INTERNET & DATA

Power up your Internet and data connectivity with High-speed Internet Access from NewSouth!



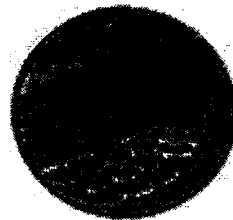
VOICE

Is your business looking for a competitive choice for local and long distance phone service?



BUNDLES

Let NewSouth show you the savings and convenience of communications bundles. Have it all from one provider!



NEWSOUTH FINALIZES MERGER WITH NU

It's official! The I's have been dotted and the T's crossed. NewSouth Communications has completed its merger with Louis-based NuVox Communications. Please click [here](#) for more information on our exciting news.

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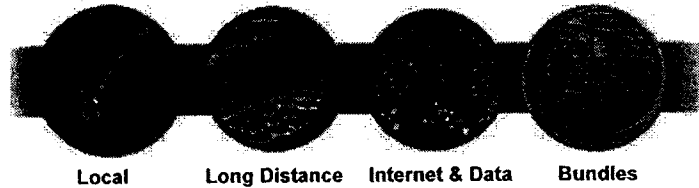


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Long Distance

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Bundles

VOICE

Local Service

NewSouth Communications' Lucent 5ESS AnyMedia™ digital switches enable us to provide you with the best quality service at the best price.

PBX Trunks

NewSouth Communications offers comprehensive service designed to complement your existing PBX or Hybrid Key system.

Business Exchange Lines

NewSouth Communications' Business Exchange Lines enable you to customize the features and functionality of your telephone.

Extended NewArea

If your business places a large number of calls beyond our expanded local calling area, then Extended NewArea™ is designed for you.

Point-to-Point

NewSouth Communications' Point-to-Point functions as a private line between two or more locations. Your business can have continuous access to 4-digit dialing and high-speed data transfer to those locations you call most often.

Long Distance Service

Whether you're calling across the world or across your state, NewSouth Communications has the right long distance solution for your business.

International Long Distance

NewSouth Communications offers international calling to over 240 countries. Unlike other telecommunications providers, NewSouth Communications aggregates your monthly recurring charges.

800 Access

800 service is an easy and convenient way for your customers to contact you...at no charge to them.

Account Codes

NewSouth Communications' customers can track local and long distance calls by caller, department or client using our advanced Account Code system.

Small Business Solutions

Small Business Solutions enables businesses with as few as two lines to enjoy the savings of a competitive telecommunications provider. Your small business will enjoy savings of 15-20% off your current BellSouth services. Finally, small businesses have a choice.

Voice Mail

NewMessaging™ provides customers a flexible and powerful tool that can answer phone calls, take messages, and store them for review at a later time.

Conference Calling

Harness the power of the conference call for employees, customers and vendors with NewConferencing™ from NewSouth Communications. This service lets you organize a conference call between three or 300 people quickly and easily.

Phone Cards

When you are away from the office, our Phone Card puts all the benefits of NewSouth Communications right in your pocket. Calls can be made from almost anywhere to just about everywhere in the world.

Enhanced Features

Expand your communication capabilities with our suite of advanced voice features. These include an Individualized Dialing Plan, Multi-way Calling, Queuing, and Customer Recovery options.

INTERNET & DATA

Managed Network Security

NewSouth Communications is leading the industry with LANLock, a managed Internet security product that brings the latest in small-business network protection to your small business.

High-Speed Internet

NewSouth.net, our high-speed Internet product, brings you the World Wide Web with the touch of a button. Your connection is fast and it's secure - the bandwidth you purchase is guaranteed.

Private Networking

Netosphere, can provide your business with a comprehensive, custom-designed private networking solution for high-speed business communications. With a flexible, cost-effective private network, you will mobilize your business by sharing information and applications between sites.

BUNDLES

Suite T

A T1 made to order for your business. You choose the combination of Internet and voice channels, all with the convenience of one flat rate month after month.

Small Business Solutions

Small Business Solutions enables businesses with as few as two lines to enjoy the savings of a competitive telecommunications provider. Your small business will enjoy savings of 15-20% off your current BellSouth services. Finally, small businesses have a choice.

Have an Account Executive Contact Me.

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