

BellSouth Telecommunications, Inc.

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November 3, 2000
EXECUTED

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and MGC Communications d/b/a Mpower Communications Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. ~~00-00646~~

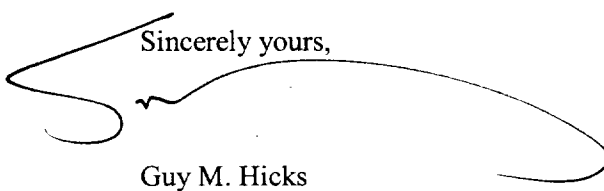
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Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, MGC Communications d/b/a Mpower Communications Corporation and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 21, 2000. The Amendment changes the name of the company from MGC Communications d/b/a Mpower Communications Corporation to MGC Communications, Inc. d/b/a Mower Communications Corp.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc: Mr. John Kerkorian, Mpower Communications Corp.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and MGC Communications d/b/a Mpower Communications Corporation. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~00-00646~~
00-0000 Z

**PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND MGC COMMUNICATIONS D/B/A
MPOWER COMMUNICATIONS CORPORATION
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, MGC Communications d/b/a Mpower Communications Corporation ("Mpower") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 21, 2000 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Mpower and BellSouth state the following:

1. Mpower and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Mpower. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on October 10, 2000.

2. The parties have recently negotiated an Amendment to the Agreement which changes the name of the company from MGC Communications d/b/a Mpower Communications Corporation to MGC Communications, Inc. d/b/a Mpower

Communications Corp. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Mpower and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Mpower within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Mpower and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Mpower and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 6th day of Nov, 2000.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

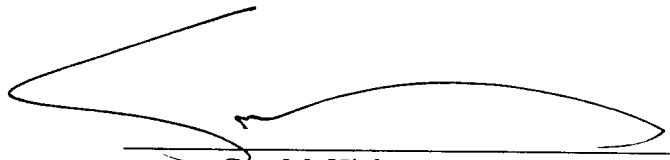
By: 

Guy M. Hicks
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Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail:

Mr. John Kerkorian
Regional Vice President Legal
and Regulatory Affairs
Mpower Communications Corp.
Two Premier Plaza, Suite 310
5607 Glenridge Drive, NE
Atlanta, Georgia 30342



Guy M. Hicks

**FIRST AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
MGC COMMUNICATIONS d/b/a MPOWER COMMUNICATIONS CORPORATION AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 21, 2000**


Pursuant to this Agreement, (the "Amendment") MGC Communications d/b/a Mpower Communications Corporation ("MGC") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 21, 2000 ("Interconnection Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. MGC has changed the name of said business to MGC Communications, Inc. d/b/a Mpower Communications Corp., a Nevada corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Interconnection Agreement, dated June 21, 2000, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**MGC Communications, Inc. d/b/a
Mpower Communications Corp.**

By: 

Name: James D. Mitchell III

Title: Southwest Region President

Date: 8/7/00

BellSouth Telecommunications, Inc.

By: 

Name: Jerry Hendrix

Title: Senior Director

Date: 9/6/00