

BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

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REGULATORY AUTH.
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OFFICE OF THE
EXECUTIVE SECRETARY
January 26, 2001

Guy M. Hicks
General Counsel

615 214 6301
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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.*

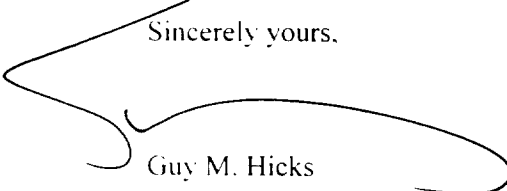
Docket No. ~~00-01002~~
01-00096

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 Mpower 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. ~~00-01002~~
01-00096

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 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 25th day of Jan, 2001.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.


By: 

Guy M. Hicks
333 Commerce Street, Suite 2101
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

A handwritten signature in black ink, consisting of a large, sweeping loop followed by a smaller loop and a horizontal line extending to the right.

Guy M. Hicks

**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 Mpower Communications Corp., a Nevada corporation. The Interconnection Agreement is hereby amended to reflect the name change.
2. Replace certain Georgia rates in Exhibit C of Attachment 2 with rates shown in the attached Exhibit 1.
3. All of the other provisions of the Interconnection Agreement, dated June 21, 2000, shall remain in full force and effect.
4. 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.

Mpower Communications Corp.

By: *James D. Mitchell III*
Name: James D. Mitchell III
Title: Regional President
Date: 12/12/00

BellSouth Telecommunications, Inc.

By: *C.W. Boltz*
Name: C.W. BOLTZ
Title: MANAGING DIRECTOR
Date: 1/4/01

EXHIBIT 1

**BELLSOUTH/MPower RATES
NETWORK ELEMENTS
AND OTHER SERVICES**

DESCRIPTION	USOC	GA
LOOP, INCLUDING NID		
2-Wire ADSL Compatible Loop		
RC - Statewide, per month	UAL2W	NA
Zone 1, per month	UAL2W	\$11.23
Zone 2, per month	UAL2W	\$12.97
Zone 3, per month	UAL2W	\$20.62
Zone 4, per month	UAL2W	NA
NRC - 1st	UAL2W	\$104.17
NRC - Add'l	UAL2W	\$78.10
NRC - Disconnect Charge - 1st	UAL2W	NA
NRC - Disconnect Charge - Add'l	UAL2W	NA
NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
NRC - Service Order submitted Manually, per LSR	SOMAN	NA
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$34.22
2-Wire HDSL Compatible Loop		
Statewide, per month	UHL2W	NA
Zone 1, per month	UHL2W	\$7.88
Zone 2, per month	UHL2W	\$9.09
Zone 3, per month	UHL2W	\$14.46
Zone 4, per month	UHL2W	NA
NRC - 1st	UHL2W	\$104.17
NRC - Add'l	UHL2W	\$78.10
NRC - Disconnect Charge - 1st	UHL2W	NA
NRC - Disconnect Charge - Add'l	UHL2W	NA
NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
NRC - Service Order submitted Manually, per LSR	SOMAN	NA
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$34.22
4-Wire HDSL Compatible Loop		
Statewide, per month	UHL4W	NA
Zone 1, per month	UHL4W	\$10.39
Zone 2, per month	UHL4W	\$12.00
Zone 3, per month	UHL4W	\$19.07
Zone 4, per month	UHL4W	NA
NRC - 1st	UHL4W	\$104.17
NRC - Add'l	UHL4W	\$78.10
NRC - Disconnect Charge - 1st	UHL4W	NA
NRC - Disconnect Charge - Add'l	UHL4W	NA
NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
NRC - Service Order submitted Manually, per LSR	SOMAN	NA
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$34.22
2-Wire Unb Copper Loop/Short (< or = 18kft)		

**BELLSOUTH/MPower RATES
NETWORK ELEMENTS**

RC - Statewide, per moth	UCLPW	NA
Zone 1, per month	UCLPW	\$11.90
Zone 2, per month	UCLPW	\$13.74
Zone 3, per month	UCLPW	\$21.83
Zone 4, per month	UCLPW	NA
NRC - 1st	UCLPW	\$104.17
NRC - Add'l	UCLPW	\$78.10
NRC - Disconnect Charge - 1st	UCLPW	NA
NRC - Disconnect Charge - Add'l	UCLPW	NA
NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
NRC - Service Order submitted Manually, per LSR	SOMAN	NA
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
NRC - Incremental Charge - Manual Service Order - Disconnect - 1st	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - Disconnect - Add'l	SOMAN	NA
NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
2-Wire Unb Copper Loop/Long (> 18kft)		
RC - Statewide, per month	UCL2W	NA
Zone 1, per month	UCL2W	\$35.43
Zone 2, per month	UCL2W	\$40.91
Zone 3, per month	UCL2W	\$65.02
Zone 4, per month	UCL2W	NA
NRC - 1st	UCL2W	\$104.17
NRC - Add'l	UCL2W	\$78.10
NRC - Disconnect Charge - 1st	UCL2W	NA
NRC - Disconnect Charge - Add'l	UCL2W	NA
NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
NRC - Service Order submitted Manually, per LSR	SOMAN	NA
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	18.94
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	8.42
NRC - Incremental Charge - Manual Service Order - Disconnect - 1st	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - Disconnect - Add'l	SOMAN	NA
NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
4-Wire Unb Copper Loop/Short (< or = 18kft)		
RC - Statewide, per month	UCL4W	NA
Zone 1, per month	UCL4W	\$16.65
Zone 2, per month	UCL4W	\$19.22
Zone 3, per month	UCL4W	\$30.55
Zone 4, per month	UCL4W	NA
NRC - 1st	UCL4W	\$104.17
NRC - Add'l	UCL4W	\$78.10
NRC - Disconnect Charge - 1st	UCL4W	NA
NRC - Disconnect Charge - Add'l	UCL4W	NA
NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
NRC - Service Order submitted Manually, per LSR	SOMAN	NA
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
NRC - Incremental Charge - Manual Service Order - Disconnect - Add'l	SOMAN	NA
NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46

**BELLSOUTH/MPower RATES
NETWORK ELEMENTS**

4-Wire Unb Copper Loop/Long (>18kft)			
	Statewide, Per month	UCL4O	NA
	Zone 1, per month	UCL4O	\$47.56
	Zone 2, per month	UCL4O	\$54.92
	Zone 3, per month	UCL4O	\$87.30
	Zone 4, per month	UCL4O	NA
	NRC - 1st	UCL4O	\$104.17
	NRC - Add'l	UCL4O	\$78.10
	NRC - Disconnect Charge - 1st	UCL4O	NA
	NRC - Disconnect Charge - Add'l	UCL4O	NA
	NRC - Service Order submitted Electronically, per LSR	SOMEc	\$3.50
	NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEc	NA
	NRC - Service Order submitted Manually, per LSR	SOMAN	NA
	NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA
	NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$18.94
	NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$8.42
	NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	NA
	NRC - Incremental Charge - Manual Service Order - Disconnect - Add'l	SOMAN	NA
	NRC - Incremental Charge - Manual Order Coordination - per loop	UCLMC	\$36.46
Unbundled Loop Modification/Conditioning			
	NRC - Load Coil/Equipment Removal per 2 wire pair - Loops less than or equal to 18kft **	ULM2L	\$67.39
	- Incremental Charge - Manual Service Order		\$1.89
	NRC - Load Coil/Equipment Removal per 2 Wire pair - Loops greater than 18kft - 1st **	ULM2G	\$337.50
	- Incremental Charge - Manual Service Order		\$18.84
	NRC - Load Coil/Equipment Removal per 2 Wire pair - Loops greater than 18kft - Add'l **	ULM2G	\$337.50
	- Incremental Charge - Manual Service Order		\$18.84
	NRC - Load Coil/Equipment Removal per 4 Wire pair - Loops less than or equal to 18kft **	ULM4L	\$67.39
	- Incremental Charge - Manual Service Order		\$1.89
	NRC - Load Coil/Equipment Removal per 4 Wire pair - Loops greater than 18kft - 1st **	ULM4G	\$337.50
	- Incremental Charge - Manual Service Order		\$18.84
	NRC - Load Coil/Equipment Removal per 4 Wire pair - Loops greater than 18kft - Add'l **	ULM4G	\$337.50
	- Incremental Charge - Manual Service Order		\$18.84
	NRC - Bridge Tap Removal per pair unloaded **	ULMBT	\$78.10
	- Incremental Charge - Manual Service Order		\$1.89
Notes:			
Certain rates shown are interim and subject to tru-up based upon final Order in Docket Number 11900-U.			
BellSouth is in the process of enhancing its billing systems to accommodate a deaveraged UNE zone billing structure. Until such time that these enhancements are accomplished, only the rate for Zone 1 will be applied to services residing in Zones 1, 2, 3, or, where applicable, 4. Once the billing enhancements are complete, estimated to be approximately mid year 2001, the appropriate Zone rate will apply to services residing in each Zone.			