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TN REGULATORY AUTHORITY
DOCKET ROOM

September 11, 2002

Hon. Sarah Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

DOCKET NO.

02-01014

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and NewSouth Communications Corp. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 01-01100

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, NewSouth Communications Corp. 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 May 18, 2001. The Amendment merges UniversalCom, Inc. into NewSouth..

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Senior Vice President of Network Planning & Provisioning, NewSouth 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 NewSouth Communications Corp. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 01-01100

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND NEWSOUTH COMMUNICATIONS CORP.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, NewSouth Communications Corp. ("NewSouth") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 18, 2001 (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, NewSouth and BellSouth state the following:

1. NewSouth 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 NewSouth. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on August 1, 2001 for approval.
2. The parties have recently negotiated an Amendment to the Agreement which merges UniversalCom, Inc. into NewSouth. 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, NewSouth 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 NewSouth 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. NewSouth 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.

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

This 12th day of Sept., 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

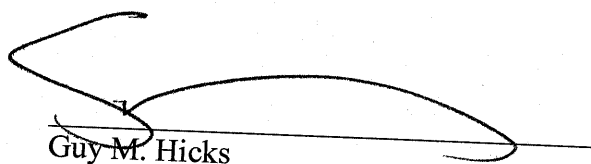
By: 

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 on the 12th day of Sept, 2002:

Senior Vice President of Network
Planning & Provisioning
NewSouth Communications, Corp.
NewSouth Center
Two N. Main Street
Greenville, SC 29601


Guy M. Hicks

**Amendment to the Interconnection Agreement
By and Between BellSouth Telecommunications, Inc.
And
NewSouth Communications, Corp.
Dated May 18, 2001**

Pursuant to this Agreement, (the "Amendment"), NewSouth Communications, Corp., ("NewSouth"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 18, 2001 ("Agreement").

WHEREAS, BellSouth and NewSouth entered into the Agreement on May 18, 2001, and;

WHEREAS, BellSouth and UniversalCom, Inc. entered into an Interconnection Agreement on May 25, 1999, (the "UniversalCom Agreement") and;

WHEREAS, UniversalCom, Inc. was merged into NewSouth on January 1, 2002, and;

WHEREAS, the Parties desire to amend the Agreement to incorporate all accounts of such entities under this Agreement and to terminate the UniversalCom Agreement;

NOW THEREFORE, in consideration of the mutual provisions 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:

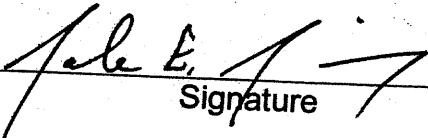
1. BellSouth agrees to furnish to NewSouth all services originally provisioned to UniversalCom, Inc. under the UniversalCom Agreement, pursuant to the terms of the Agreement, as amended. These services, and all obligations related thereto, are hereby transferred to NewSouth and will hereafter be controlled by the rates, terms and conditions of the Agreement.
2. NewSouth hereby assumes all obligations for services provided to UniversalCom, Inc. under the UniversalCom Agreement and agrees to pay BellSouth pursuant to the Agreement, upon demand, any account security, applicable service ordering charges, future, current, past due and presently outstanding bills

and charges which are attributed either to UniversalCom, Inc. or to NewSouth Communications, Corp. for such services or any new services.

5. NewSouth specifically agrees to assume the unexpired portion of the minimum term, and any termination liability, applicable to such services.
6. The undersigned is a duly authorized representative of NewSouth and UniversalCom, Inc. and is authorized to bind NewSouth and UniversalCom, Inc. to the terms and conditions contained herein.
7. The Parties agree to terminate the UniversalCom, Inc. Agreement on the effective date of this Amendment.
8. All of the other provisions of the Agreement, dated May 18, 2001, shall remain in full force and effect.
9. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities 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.

NewSouth Communications, Corp.


Signature

Jake E. Jennings

Name

Vice President of Regulatory Affairs
Title

July 2, 2002

Date

BellSouth Telecommunications, Inc.


Signature

C.W. BOLTZ

Name

MANAGING DIRECTOR
Title

7/8/02

Date