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BellSouth Telecommunications, Inc.

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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

September 5, 2003

VIA HAND DELIVERY

Hon. Deborah Taylor Tate
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

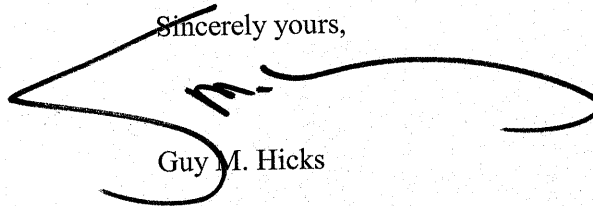
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00496

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, DSLnet Communications, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated January 10, 2003. The Amendment adds a provision for Collocation.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Wendy Bluemling, DSLnet Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

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

COME NOW, DSLnet Communications, LLC ("DSLnet") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 10, 2003 (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, DSLnet and BellSouth state the following:

1. DSLnet 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 DSLnet. The Interconnection Agreement was filed for approved by the Tennessee Regulatory Authority ("TRA") on January 13, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds a provision for Collocation. 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, DSLnet and BellSouth are submitting their Amendment to the TRA for its consideration

and approval. The Amendment provides that either or both of the parties are 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 DSLnet 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. DSLnet and BellSouth aver that the Amendment is consistent with the standards for approval.

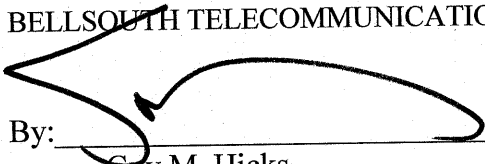
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

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

This 5th day of Sept., 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

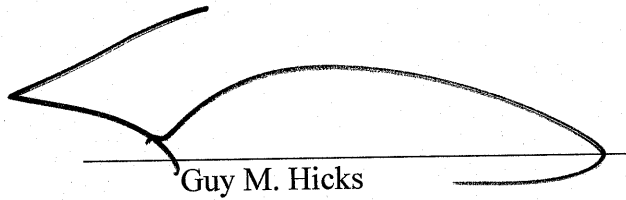
By: 

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 31 day of Sept., 2003:

Wendy Bluemling
Assistant Vice President
DSLnet Communications, LLC
5th Floor
545 Long Wharf Drive
New Haven, Connecticut 06511



Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
DSLNET COMMUNICATIONS, LLC
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 10, 2003**

Pursuant to this Amendment, (the "Amendment"), DSLnet Communications, LLC ("DSLnet"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 10, 2003 ("Agreement").

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, and;

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. Attachment 4 of the Interconnection Agreement entered into between DSLnet and BellSouth is hereby amended to add a new Section 3.6.3 as follows:

" 3.6.3 To order CCXCs, DSLnet must submit an Initial Application or Subsequent Application to BellSouth. If no modification to the Collocation Space is requested other than the placement of CCXCs, the Co-Carrier Cross Connect/Direct Connect, Application Fee, per application, as defined in Exhibit B, will apply. If modifications, in addition to the placement of CCXCs, are requested, the Initial Application or Subsequent Application Fee will apply. BellSouth will bill this nonrecurring fee on the date that it provides an Application Response to DSLnet."

2. Attachment 4 of the Interconnection Agreement entered into between DSLnet and BellSouth is hereby amended to add a new Section 3.7 and applicable subsections as follows:

"3.7 Direct Connect (DC). The primary purpose of collocation is for a collocated telecommunications carrier to interconnect with BellSouth's network or to access BellSouth's unbundled network elements for the provision of telecommunications services within a BellSouth Premises. BellSouth will permit DSLnet directly to interconnect between DSLnet's virtual and/or physical collocation arrangements within the same central office by utilizing a Direct Connect (DC).

3.7.1 DSLnet must use a BellSouth Certified Supplier to place the DC. The DC shall be provisioned through facilities owned by DSLnet. In those cases where DSLnet's virtual and/or physical collocation space is contiguous in the central office, DSLnet will have the option of using DSLnet's own technicians to deploy DC's using either electrical or optical facilities between the collocation spaces and constructing its own dedicated cable support structure. DSLnet will deploy such optical or electrical connections directly between its own facilities without being routed through BellSouth equipment. DSLnet may not self-provision DC's on any BellSouth distribution frame, POT, DSX (Digital System Cross-connect) or LGX (Light Guide Cross-connect).

3.7.2 DSLnet is responsible for ensuring the integrity of the signal. DSLnet-provisioned DC's shall utilize common cable support structure. There will be a

recurring charge per linear foot, and a nonrecurring charge per cable, of the actual common cable support structure used. In the case of two contiguous collocation arrangements, DSLnet will have the option of using DSLnet's own technicians to construct its own dedicated support structure.

3.7.3 To request DC's DSLnet must submit an Initial Application or Subsequent Application. If no modification to the Collocation Space is requested other than the placement of DC's, the Co-Carrier Cross Connect/Direct Connect, Application Fee, per application, as defined in Exhibit B, will apply. If modifications in addition to the placement of DC's are requested, the Initial Application or Subsequent Application Fee will apply. This non-recurring fee will be billed by BellSouth on the date that BellSouth provides an Application Response."

3. Attachment 4, Exhibit D is hereby amended to include the rates for CCXCs/ DCs as set forth in Exhibit 1 attached hereto and incorporated herein by this reference.
4. This Amendment shall be deemed effective 30 calendar days following the date of the last signature of both Parties.
5. All of the other provisions of the Agreement, dated January 10, 2003, shall remain in full force and effect.
6. 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.

DSLnet Communications, LLC

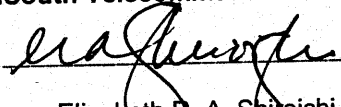
By: _____

Name: Schula Hobbs

Title: SR. Manager Reg. Affairs

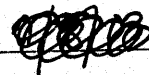
Date: 6/30/03

BellSouth Telecommunications, Inc.

By: 

Name: Elizabeth B. A. Shiroishi

Title: Director

Date: ~~6/30/03~~ 7/7/03 

COLLOCATION - Alabama										Attachment: 4				Exhibit: D				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	
						Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First									Nonrecurring Disconnect Add'l
PHYSICAL COLLOCATION																		
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per linear ft.																	
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable			CLO	PEIES	0.0011												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PEIDU			535.37										
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PEIDS	0.0016												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable			CLO	PEIDV			535.37										
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PEIDT			584.22										

COLLOCATION - Florida																				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Attachment: 4		Exhibit: D								
						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st							
														Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Add'l	SOMEK	SOMAN
														</						

COLLOCATION - Georgia										Attachment: 4				Exhibit: D				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st				Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st			
											SOME	SOMAN	SOMAN	SOMAN	SOME	SOMAN	SOMAN	SOMAN
						Rec	Nonrecurring First	Nonrecurring Add'l										
PHYSICAL COLLOCATION																		
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.001												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable			CLO	PE1DU													
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0015												
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable			CLO	PE1DV													
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Only - Application Fee, per application			CLO	PE1DT													

COLLOCATION - Kentucky										Attachment: 4		Exhibit: D	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st
						Rec	Nonrecurring		Nonrecurring Disconnect Add'l				
							First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	
PHYSICAL COLLOCATION													
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per linear ft.			CLO	PE1ES	0.0012							
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable			CLO	PE1DU		535.55						
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PE1DS	0.0018							
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable			CLO	PE1DV		535.55						
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Only - Application Fee, per application			CLO	PE1DT		584.20						

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COLLOCATION - Mississippi						Attachment: 4		Exhibit: D		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Add'l 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
							SOMECD	SOMAN	SOMAN	SOMAN
							Nonrecurring First	Add'l	Disconnect First	Add'l
							Rec			
PHYSICAL COLLOCATION										
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structures, per linear ft.			CLO	PEIES		0.001			
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable			CLO	PEIDU	534.65				
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PEIDS		0.0015			
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable			CLO	PEIDV	534.85				
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect Only - Application Fee, per application			CLO	PEIDT	583.13				

COLLOCATION - North Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 4		Exhibit: D	
												Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	SOMECC	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per linear ft.			CLO	PEIES	0.0028									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable			CLO	PEIDU		532.72								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.			CLO	PEIDS	0.0041									
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable			CLO	PEIDV		532.72								
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Only - Application Fee, per application			CLO	PEIDT		583.66								

COLLOCATION - South Carolina										Attachment: 4			Exhibit: D							
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l									
												Rec	Nonrecurring		Nonrecurring Disconnect First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN
													First	Add'l						

