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Paul Stinson, P.E.

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T.R.A. DOCKET ROOM

October 1, 2003

Mr. Joe Werner, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee

RE: Approval of 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 Mr. Werner:

BellSouth filed the Petition for Approval of the Amendment to the Interconnection Agreement with the Authority on September 5, 2003. This letter is to address questions from the TRA Staff regarding this Amendment.

First, we are attaching another copy of this Amendment that replaces the original in its entirety. The original filing omitted the last two pages of the Amendment, specifically, the pages of Attachment 4, Exhibit D that contained rates for South Carolina and Tennessee were omitted from the original filing. The attached copy includes these pages.

The Staff also asked about references in new Sections 3.6.3 and 3.7 to an Exhibit B, noting that this Amendment did not include an Exhibit B. These new Sections refer to the Exhibit B included with the original Interconnection Agreement, filed with the Authority in Docket No. 03-00058. That Exhibit is unchanged by this Amendment and, therefore, was not included.

**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

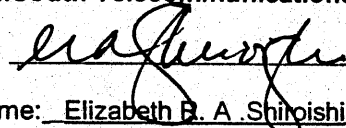
By: _____

Name: Schula Hobbs

Title: S.R. Manager Reg. Affairs

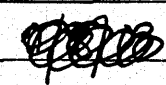
Date: 6/30/03

BellSouth Telecommunications, Inc.

By: 

Name: Elizabeth B. A. Shirishi

Title: Director

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

[illegible]

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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l		
						Rec	Nonrecurring							Nonrecurring Disconnect First Add'l	
							First	Add'l							

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

[illegible]

COLLOCATION - North Carolina												
CATEGORY	RATE ELEMENTS	Interim	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l	Exhibit: D
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Rec	SOMEC	SOMAN	SOMAN
					OSS Rates (\$)							
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	PE1ES	0.0028							
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.		CLO	PE1DU	532.72							
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable		CLO	PE1DS	0.0041							
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Only - Application Fee, per application		CLO	PE1DV	532.72							
			CLO	PE1DT	583.66							

COLLOCATION - South Carolina															Exhibit: D					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted		Attachment: 4		Incremental							
						Rec	Nonrecurring First	Add'l	Elec per LSR	Manual Svc per LSR	Charge - Manual Svc Order vs. Electronic-1st	Charge - Manual Svc Order vs. Electronic-Add'l	Charge - Manual Svc Order vs. Electronic-Disc 1st	Charge - Manual Svc Order vs. Electronic-Disc Add'l						
PHYSICAL COLLOCATION															QSS Rates (\$)		SONAN		SONAN	
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per linear ft.				PEIES	0.001														
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Fiber Cable Support Structure, per cable				PEIDU		536.56													
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per linear ft.				PEIDS	0.0015														
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Copper/Coax Cable Support Structure, per cable				PEIDV		536.56													
	Physical Collocation - Co-Carrier Cross Connect/Direct Connect - Only - Application Fee, per application				PEIDT		564.42													

