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BellSouth Telecommunications, Inc.

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Guy M. Hicks

General Counsel

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November 6, 2003

VIA HAND DELIVERY

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

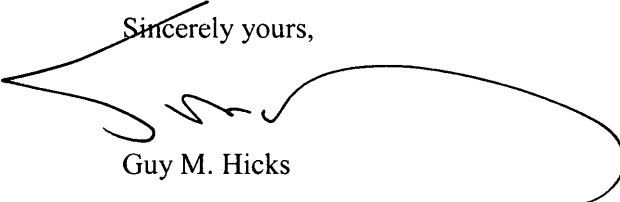
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TCG MidSouth, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00593

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, TCG MidSouth, Inc. 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 May 22, 2002. The Amendment adds a provision and rates for ON/OFF Premises.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc: Bill Peacock, TCG MidSouth, Inc.
Chief Commercial Attorney, TCG MidSouth, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TCG MidSouth, Inc. 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 TCG MIDSOUTH, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, TCG MidSouth, Inc. ("TCG") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 22, 2002 (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, TCG and BellSouth state the following:

1. TCG 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 TCG. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") by Order dated September 20, 2002.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment adds a provision and rates for ON/OFF Premises. 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, TCG 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 the 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 TCG 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. TCG and BellSouth aver that the Amendment is consistent with the standards for approval.

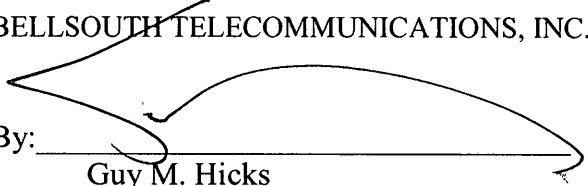
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

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

This 6th day of Nov., 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

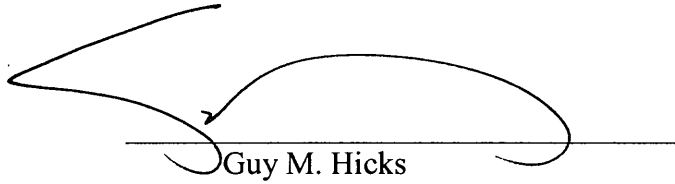
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendments to the Interconnection Agreement on the following via United States Mail on the 6th day of Nov, 2003:

Bill Peacock
TCG MidSouth, Inc.
1200 Peachtree Street, NE
Suite 12254
Atlanta, GA 30309

Chief Commercial Attorney
TCG MidSouth, Inc.
Legal Department
1200 Peachtree Street, NE
Suite 8100
Atlanta, GA 30309



Guy M. Hicks

**Sixth
Amendment to the Agreement
Between
TCG MidSouth, Inc.
and
BellSouth Telecommunications, Inc.
Tennessee
Dated May 22, 2002**

Pursuant to this Amendment, (the "Amendment"), TCG MidSouth, Inc. (TCG), 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 22, 2002 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and TCG entered into the Agreement on May 22, 2002,
and;

WHEREAS, BellSouth and TCG desire to amend the Agreement to add
additional rates, terms and conditions;

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. The Parties agree to add the following language to Attachment 2 as Section 2.9.10:

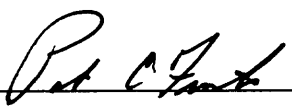
2.9.10 On/Off Premises Extensions and Different Premises Addresses working
with 2-wire voice grade port, voice grade Loop, unbundled end office
switching, unbundled end office trunk port, common transport per mile
per MOU, common transport facilities termination, tandem switching,
and tandem trunk port.

2. The Parties agree to add to the rates in Exhibit B of Attachment 2, the rates set forth
in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this
reference.
3. All of the other provisions of the Agreement, dated May 22, 2002, shall remain in
full force and effect.
4. 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.

General Terms and Conditions
Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

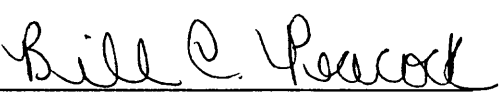
By: 

Name: Patrick C. Finlen

Title: Assistant Director

Date: 10/10/03

TCG MidSouth, Inc.

By: 

^{RS}
Name: Bill C. Peacock

Title: Director – Local Services and
Access Management

Date: 9/24/03

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment: 2		Exhibit B	
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					
					Nonrecurring		Nonrecurring Disconnect						OSS Rates (\$)				
					Rec	First	Add'l	First					Add'l	SOMECH	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
OFFICE PREMISES EXTENSION CHANNELS																	
	2 Wire Analog Voice Grade Extension Loop - Non-Design	1	UEPRX	UEAEN	13 19	31 99	20 02	10 65	1 41		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Non-Design	2	UEPRX	UEAEN	17 23	31 99	20 02	10 65	1 41		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Non-Design	3	UEPRX	UEAEN	22 53	31 99	20 02	10 65	1 41		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Design	1	UEPRX	UEAED	16 56	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Design	2	UEPRX	UEAED	21 63	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Design	3	UEPRX	UEAED	28 28	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
INTEROFFICE TRANSPORT																	
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination		UEPRX	U1TV2	18 58	55 39	17 37	27 96	3 51								
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile		UEPRX	U1TVM	0 0054	0 00	0 00										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
OFFICE PREMISES EXTENSION CHANNELS																	
	2 Wire Analog Voice Grade Extension Loop - Non-Design	1	UEPBX	UEAEN	13 19	31 99	20 02	10 65	1 41		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Non-Design	2	UEPBX	UEAEN	17 23	31 99	20 02	10 65	1 41		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Non-Design	3	UEPBX	UEAEN	22 53	31 99	20 02	10 65	1 41		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Design	1	UEPBX	UEAED	16 56	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Design	2	UEPBX	UEAED	21 63	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	2 Wire Analog Voice Grade Extension Loop - Design	3	UEPBX	UEAED	28 28	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
INTEROFFICE TRANSPORT																	
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination		UEPBX	U1TV2	18 58	55 39	17 37	27 96	3 51								
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile		UEPBX	U1TVM	0 0054	0 00	0 00										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																	
OFFICE PREMISES EXTENSION CHANNELS																	
	Local Channel Voice grade, per termination	1	UEPRG	P2JHX	16 56	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	Local Channel Voice grade, per termination	2	UEPRG	P2JHX	21 63	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	Local Channel Voice grade, per termination	3	UEPRG	P2JHX	28 28	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	Non-Wire Direct Serve Channel Voice Grade	SW	UEPRG	SDD2X	10 02	148 84	112 34	73 14	36 65		20 35	10 54	13 32	13 32			
INTEROFFICE TRANSPORT																	
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination		UEPRG	U1TV2	18 58	55 39	17 37	27 96	3 51								
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile		UEPRG	U1TVM	0 0054	0 00	0 00										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
OFFICE PREMISES EXTENSION CHANNELS																	
	Local Channel Voice grade, per termination	1	UEPPX	P2JHX	16 56	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	Local Channel Voice grade, per termination	2	UEPPX	P2JHX	21 63	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	Local Channel Voice grade, per termination	3	UEPPX	P2JHX	28 28	75 06	48 20	28 70	17 64		20 35	10 54	13 32	13 32			
	Non-Wire Direct Serve Channel Voice Grade	SW	UEPPX	SDD2X	10 02	148 84	112 34	73 14	36 65		20 35	10 54	13 32	13 32			
INTEROFFICE TRANSPORT																	

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07/15/03

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