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BellSouth Telecommunications, Inc.
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

T.R.A. DOCKET ROOM

December 12, 2003

VIA HAND DELIVERY

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

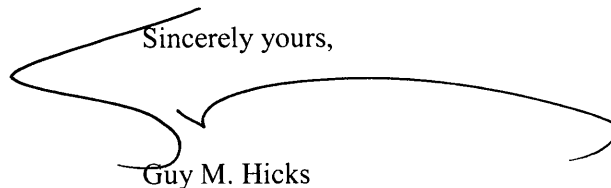
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00638

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AT&T Communications of the South Central States, 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 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, AT&T Communications of the South Central States, LLC
Chief Commercial Attorney, AT&T Communications of the South Central States, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, 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 AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, AT&T Communications of the South Central States, LLC ("AT&T") 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, AT&T and BellSouth state the following:

1. AT&T 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 AT&T. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 19, 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, AT&T 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 AT&T 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. AT&T and BellSouth aver that the Amendment is consistent with the standards for approval.

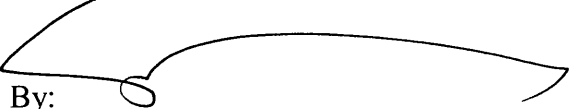
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

AT&T and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 12 day of Dec, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

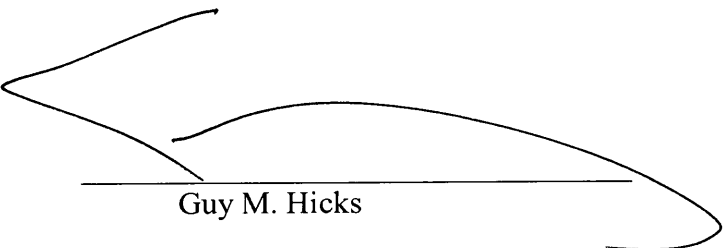
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 12 day of Dec, 2003:

Bill Peacock
AT&T Communications of the
South Central States, LLC
1200 Peachtree St., N.E.
Suite 12254
Atlanta, GA 30309

Chief Commercial Attorney
AT&T Communications of the
South Central States, LLC
1200 Peachtree St., N.E.
Suite 8100
Atlanta, GA 30309


Guy M. Hicks

**Sixth
Amendment to the Agreement
Between
AT&T Communications of the South Central States, LLC
and
BellSouth Telecommunications, Inc.
Tennessee
Dated May 22, 2002**

Pursuant to this Amendment, (the "Amendment"), AT&T Communications of the South Central States, LLC (AT&T), 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 AT&T entered into the Agreement on May 22, 2002,
and;

WHEREAS, BellSouth and AT&T 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: Pat C. Finlen

Name: Patrick C. Finlen

Title: Assistant Director

Date: 10/10/03

**AT&T Communications of the South
Central States, LLC**

By: Bill C. Peacock
as

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 Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l			
					Rec	Nonrecurring	Nonrecurring Disconnect						
					First	Add'l	First	SOMEc	SOMAN	SOMAN	SOMAN		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES													
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
OFF/OFF 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)													
OFF/OFF 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
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	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)													
OFF/OFF 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						
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	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
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INTEROFFICE TRANSPORT													

UNBUNDLED NETWORK ELEMENTS - Tennessee																
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR		Svc Order Submitted Manually per LSR		Attachment 2		Exhibit B	
					First	Add'l	First	Add'l	SOMEc	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l		
				Rec	Nonrecurring		Nonrecurring Disconnect				OSS Rates (\$)					
					First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Interoffice Transport - Dedicated - 2 Wire Voice															
	Grade - Facility Termination				18 58	55 39	17 37	27 96	3 51							
	Interoffice Transport - Dedicated - 2 Wire Voice		UEPPX	U1TV2												
	Grade - Per Mile or Fraction Mile		UEPPX	U1TVM	0 0054	0 00	0 00									

UNBUNDLED NETWORK ELEMENTS - Tennessee													
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-1st	Exhibit B Incremental Charge - Manual Svc Order vs. Electronic-1st
					Rec	Nonrecurring		Nonrecurring Disconnect					
						First	Add'l	First	Add'l	SOME	SOMAN	SOMAN	
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES													
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
OFF/ON 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	
	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	
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INTEROFFICE TRANSPORT													

UNBUNDLED NETWORK ELEMENTS - Tennessee																
CATEGORY	RATE ELEMENTS	Interm Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR		Svc Order Submitted Manualy per LSR		Attachment 2		Exhibit B	
						Rec	Nonrecurring		Nonrecurring Disconnect		Svc Order Submitted Elec per LSR	Svc Order Submitted Manualy per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	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						
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination		UEPPX	U1TV2	18.58	55.39	17.37	27.96	3.51							
	Interoffice Transport - Dedicated - 2 Wire Voice Grade - Per Mile or Fraction Mile		UEPPX	U1TVM	0.0054	0.00	0.00									