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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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May 14, 2004

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 Birch Telecom of the South, Inc
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00145

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Birch Telecom of the South, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated July 14, 2000. The Amendment incorporates terms and conditions for the Loop Qualification System.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to be "Guy M. Hicks", written over a horizontal line.

Guy M. Hicks

GMH/dt

Enclosure

cc: Greg Lawhon, Attorney for Birch Telecom of the South, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Birch Telecom of the South, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 02-01109

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

COME NOW, Birch Telecom of the South, Inc. ("Birch") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated July 14, 2000 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act") In support of their request, Birch and BellSouth state the following:

1. Birch 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 Birch. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 20, 2001.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment incorporates terms and conditions for the Loop Qualification System. 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, Birch 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 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 Birch 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. Birch 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.

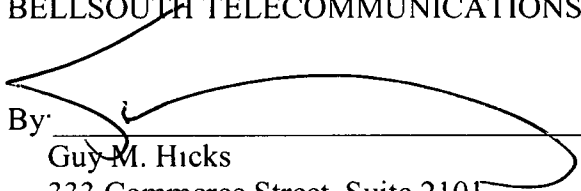
Birch and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 14th day of May, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By


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

**Amendment
to the
Interconnection Agreement
Between
Birch Telecom of the South, Inc.
and
BellSouth Telecommunications, Inc.
Dated July 14, 2000**

Pursuant to this Amendment, (the "Amendment"), Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch, collectively ("Birch"), on behalf of itself and its certificated operating affiliates identified in Part C hereof and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 14, 2000 ("Agreement") to be effective on the date of the last signature executing the Amendment

WHEREAS, BellSouth and Birch entered into the Agreement on July 14, 2000, 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 The Parties agree to add the following language to Attachment 2 of the Agreement
- 2 12 Birch may request access to the Loop Qualification System (LQS) LQS was originally designed as an internal tool utilized by BellSouth and Internet Service Providers (ISPs) selling BellSouth ADSL (Asymmetric Digital Subscriber Line) Service to determine if a telephone number(s) at a specific service address qualifies for BellSouth ADSL Service
- 2 12.1 In consideration of the terms and conditions enumerated below, BellSouth hereby agrees to provide the customer access to LQS and a bulk list of ADSL qualified customers from LQS
- 2 12 1 1 BellSouth makes no claim as to the accuracy or completeness of either LQS or the bulk list
- 2 12.1 2 Birch is responsible for acting within the local, state, and federal law governing the use of the bulk list for the purpose of, but not limited to, marketing of its own DSL service through direct mail or telemarketing Furthermore, Birch hereby agrees to refrain from abusive telemarketing practices

- 2.12.1.3 Birch agrees to use the LQS information and the bulk list and/or any information directly derived from the bulk list for the sole purpose of qualifying and selling its own DSL services (whether by itself or in a package of other offerings)
 - 2.12.1.4 Birch will not use the bulk list for the purpose of conducting research, marketing, qualifying, or selling products and/or services other than its own DSL services
 - 2.12.1.5 Birch will not provide the bulk list, any portion or portions of the bulk list, copies of the bulk list, or any information derived directly from the bulk list to others without the prior written consent of BellSouth
 - 2.12.1.6 Birch acknowledges and agrees to BellSouth's right to revoke and terminate the use of the bulk list by Birch. BellSouth may exercise this right of revocation and/or termination at any time, for any purpose, by oral or written notice to Birch. In such event, Birch agrees to immediately destroy or return all copies and/or components of the bulk list. For purposes of this paragraph, the term "immediately" shall be defined as a period of time not to exceed forty-eight (48) hours
- 2 All of the other provisions of the Agreement, dated July 14, 2000, shall remain in full force and effect
 - 3 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 – Part C

Schedule of Birch Telecom of the South, Inc (Birch) Operating Affiliates

Birch Telecom of the South, Inc d/b/a Birch Telecom and d/b/a Birch – FL

Birch Telecom of the South, Inc. – AL, GA, KY, LA, MS, NC, SC and TN

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

BellSouth Telecommunications, Inc.

By 

Name Kristen E Rowe

Title Director

Date

4/22/04

Birch Telecom of the South, Inc.

By 

Name JOHN IVANUSKA

Title VICE PRESIDENT


Date

4/20/04

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 14th day of May, 2004:

Greg Lawhon, Esquire
General Counsel
Birch Telecom of the South, Inc.
2020 Baltimore Avenue
Kansas City, Missouri 64108-1914



Guy M. Hicks