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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

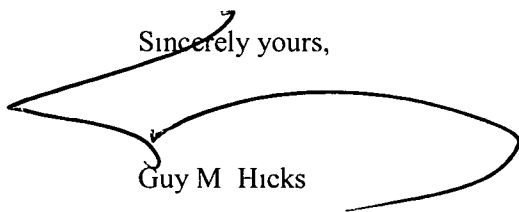
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Network Telephone Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00148

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Network Telephone Corporation 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 June 20, 2003. The Amendment adds MTSR rates, deletes Attachment 4 Cable Records Rates for Louisiana and replaces with Exhibit 2 rates and adds to Attachment 4 Georgia Application rates

Thank you for your attention to this matter.

Sincerely yours,



Guy M Hicks

cc Margaret Ring, Director, Regulatory Affairs, Network Telephone Corporation
Charles A Hudak, Esq , Friend, Hudak & Harris, LLP

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Network Telephone Corporation 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 NETWORK TELEPHONE CORPORATION
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Network Telephone Corporation ("Network Telephone") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 20, 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, Network Telephone and BellSouth state the following:

1. Network Telephone 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 Network Telephone. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on June 20, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds MTSR rates; deletes Attachment 4, Cable Records Rates for Louisiana and replaces with Exhibit 2 rates and adds to Attachment 4 Georgia Application rates. 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, Network Telephone 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 Network Telephone 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. Network Telephone and BellSouth aver that the Amendment is consistent with the standards for approval.

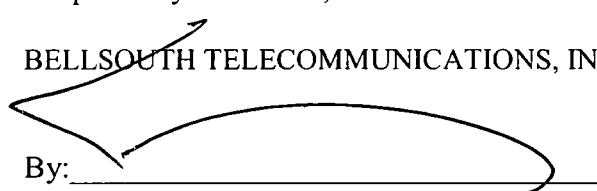
6. Pursuant to Section 252(1) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Network Telephone 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 Agreement
Between
Network Telephone Corporation
and
BellSouth Telecommunications, Inc.
Dated June 20, 2003**

Pursuant to this Amendment, (the "Amendment"), Network Telephone Corporation (Network Telephone), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2003 ("Agreement") the date of the last signature executing the Amendment

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 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

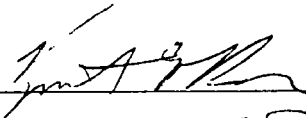
- 1 The Parties agree to add to Attachment 2, Section 4 3 1 1 as follows
 - 4 3 1 1 Where Network Telephone utilizes portions of the BellSouth network in originating or terminating traffic, the Tandem Switching rates are applied in call scenarios where the Tandem Switching Network Element has been utilized. Because switch recordings cannot accurately indicate on a per call basis when the Tandem Switching Network Element has been utilized for an interoffice call originating from a UNE port and terminating to a BellSouth, Independent Company or Facility-Based CLEC office, BellSouth has developed, based upon call studies, a melded rate that takes into account the average percentage of calls that utilize Tandem Switching in these scenarios. BellSouth shall apply the melded Tandem Switching rate for every call in these scenarios. BellSouth shall utilize the melded Tandem Switching Rate until BellSouth has the capability to measure actual Tandem Switch usage in each call scenario specifically mentioned above, at which point the rate for the actual Tandem Switch usage shall apply. The UNE Call Flows set forth on BellSouth's website, as amended from time to time and incorporated herein by this reference, illustrate when the full or melded Tandem Switching rates apply for specific scenarios.
- 2 The Parties agree to add Tandem Switching Function melded rates to Exhibit B of Attachment 2 as set forth in Exhibit 1, attached hereto and incorporated herein by this reference.
- 3 The Parties agree to delete the Cable Records Rates for Louisiana in Exhibit B of Attachment 4 and replace with the rates reflected in Exhibit 2, attached hereto and incorporated herein by this reference.

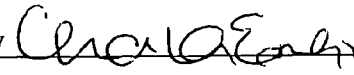
- 4 The Parties agree to add Application Rates for Georgia to Exhibit B of Attachment 4 reflected in Exhibit 3, attached hereto and incorporated herein by this reference
- 5 All of the other provisions of the Agreement, dated June 20, 2003, shall remain in full force and effect
- 6 Either or both of the Parties are 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

BellSouth Telecommunications, Inc.

Network Telephone Corporation

By. 
Name KRISTEN E. ROWE
Title DIRECTOR
Date. 4-23-04

By 
Name. CHARLES A. EMERY IV
Title. CSO
Date: 4.13.2004

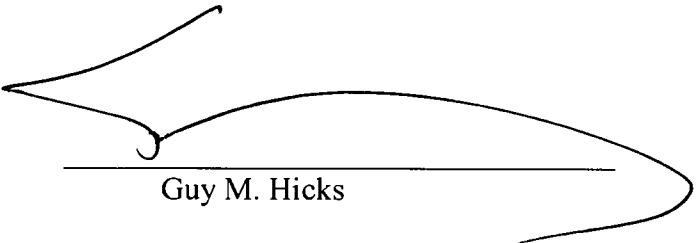
Version 3Q03 11/12/2003

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:

Margaret Ring
Director, Regulatory Affairs
Network Telephone Corporation
815 South Palafox Street
Pensacola, Florida 32501

Charles A. Hudak, Esq.
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346



Guy M. Hicks