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T.R.A. DOCKET ROOM

Guy M Hicks
General Counsel

615 214 6301
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July 22, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

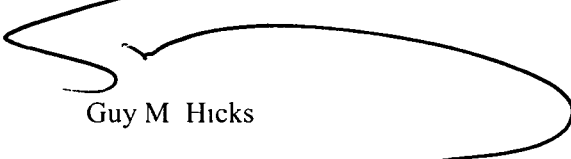
Re. *Approval of the Interconnection Agreement and Amendment Thereto Negotiated by
BellSouth Telecommunications, Inc and Cat Communications International, Inc
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00222

Dear Chairman Miller.

Pursuant to Section 252(d) of the Telecommunications Act of 1996, Cat Communications International, 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 November 6, 2002. The Amendment replaces OSS rates with state specific rates

Thank you for your attention to this matter.

Sincerely yours,


Guy M Hicks

cc: Pat Spencer, Cat Communications International, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Cat Communications International, 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 CAT COMMUNICATIONS INTERNATIONAL, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Cat Communications International, Inc. ("CCI") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated November 6, 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, CCI and BellSouth state the following:

1 CCI 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 CCI. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on September 8, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which replaces the OSS rates with state specific 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, CCI 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 CCI 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 CCI and BellSouth aver that the Amendment is consistent with the standards for approval.

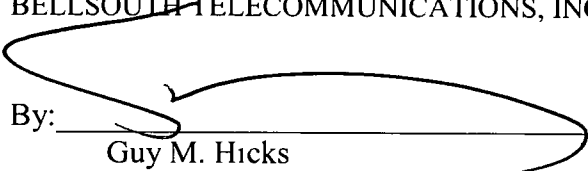
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

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

This 22 day of July, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

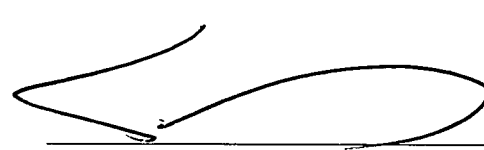
By: 

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

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 22 day of July, 2004:

Debra A. Waller – Regulatory Paralegal
Cat Communications International, Inc.
P.O. Box 6129
Roanoke, VA 24017-0129


Guy M. Hicks

**Amendment to the Agreement
Between
CAT Communications International, Inc.
and
BellSouth Telecommunications, Inc.
Dated November 6, 2002**

Pursuant to this Amendment, (the "Amendment"), CAT Communications International, Inc (CCI), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated November 6, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment

WHEREAS, BellSouth and CCI entered into the Agreement on November 6, 2002, and,

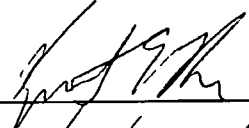
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

- 1 The Parties agree to delete the Regional rates for Operational Support Systems (OSS) in Exhibit E of Attachment 1 and replace with the State Specific Operational Support Systems (OSS) rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference
- 2 The Parties agree to delete the Regional rates for Operational Support Systems (OSS) in Exhibit B of Attachment 2 and replace with the State Specific Operational Support Systems (OSS) rates set forth in Exhibit 2 of this Amendment, attached hereto and incorporated herein by this reference
- 3 All of the other provisions of the Agreement, dated November 6, 2002, shall remain in full force and effect
- 3 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

Signature Page

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

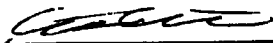
By: 

Name: Kristin E. Row

Title: Director

Date: 6/2/04

**CAT Communications International,
Inc. (CCI)**

By: 

Name: Stephen Athanason

Title: General Counsel

Date: 6/7/04

RESALE DISCOUNTS AND RATES - Georgia												
CATEGORY	RATE ELEMENTS	Inten m	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Attachment 1		Exhibit E
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l		Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	
					Rec				SOME	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS												
	Residence %				20 30							
	Business %				17 30							
	CSAs %				17 30							
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"												
NOTE (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.												
NOTE (2) OSS - Electronic Service Order Charge Per Local Service Request (LSR) - Resale Only = \$110.00 Per Each Additional 1000 Orders Per Month												
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - Resale Only Per First 1000 Orders Per Month				550.00							
	Service Establishment Charge For OSS Interfaces (GA)			SOMGA								
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - Resale Only			SOMEC								
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only			SOMAN								
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)												
	Selective Routing Per Unique Line Class Code Per Request Per Switch				102.19	61.15	12.68	6.34				
OPTIONAL DAILY USAGE FILE (ODUF)												
	ODUF Recording, per message				0.0000068							
	ODUF Message Processing, per message				0.002167							
	ODUF Message Processing, per Magnetic Tape provisioned				36.06							
	ODUF Data Transmission (CONNECT DIRECT) per message				0.00010856							
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)												
	EODUF Message Processing, per message				0.227409							

UNBUNDLED NETWORK ELEMENTS - Florida												
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Attachment 2		Exhibit B
						Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First		Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Add'l	
						Rec				OSS Rates (\$)		
										SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"												
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	NOTE (2) Any element that can be ordered electronically will be billed according to the SOMECC rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMECC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's											
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - UNE Only				SOMECC		1.52	0.00				
	OSS - Manual Service Order Charge Per Local Service Request (LSR) - UNE Only				SOMAN		11.90	0.00				
								0.20				
								1.83				

UNBUNDLED NETWORK ELEMENTS - Georgia															
CATEGORY	RATE ELEMENTS	Interm	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Attachment 2			Exhibit B	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First		Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l	
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
NOTE (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has an interconnection contract established in each of the 9 states.															
NOTE (2) Any element that can be ordered electronically will be billed according to the SOMECH rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMECH rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise the manual ordering charge, SOMAN, will be applied to a CLECs.															
NOTE (3) OSS - Electronic Service Order Charge Per Local Service Request (LSR) - UNE Only = \$110.00 Per Each Additional 1000 Orders Per Month															
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - UNE Only Per First 1000 Interfaces Per Month			SSOSS	SOMGA	550.00									
	Service Establishment Charge For OSS Interfaces (GA)			SYS	SYSL		200.00	0.00	0.00						
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - UNE Only				SOMECH		0.00	0.00	0.00						
	OSS - Manual Service Order Charge Per Local Service Request (LSR) - UNE Only				SOMAN		11.73	0.00	6.13						

UNBUNDLED NETWORK ELEMENTS - Louisiana																
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B		
						Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First			Add'l	OSS Rates (\$)	SOMAN	SOMAN	Incremental Charge - Manual Svc Order vs Electronic- Add'l
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSS state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge. However, CLEC can not obtain a mixture of the two regardless if CLEC has an interconnection contract established in each of the 9 states. NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMECS rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMECS rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLEC's Request (LSR) - UNE Only.																
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMECS		2.98	0.00	2.98	0.00						
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.20	0.00	15.20	0.00						

UNBUNDLED NETWORK ELEMENTS - Mississippi															
CATEGORY	RATE ELEMENTS	Interm	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
						Nonrecurring First	Nonrecurring Add'l	Disconnect First	Disconnect Add'l			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
						Rec					SOME	SOMAN	OSS Rates (\$)	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
NOTE (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge. However, CLEC can not obtain a mixture of the two regardless if CLEC has an interconnection contract established in each of the 9 states.															
NOTE (2) Any element that can be ordered electronically will be billed according to the SOME rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOME rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLECs.															
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - UNE Only				SOME		5.70	0.00	3.57	0.00					
	OSS - Manual Service Order Charge Per Local Service Request (LSR) - UNE Only				SOMAN		15.75	0.00	1.97	0.00					

UNBUNDLED NETWORK ELEMENTS - South Carolina												
CATEGORY	RATE ELEMENTS	Inten m	BCS	USOC	RATES (\$)				Attachment 2		Exhibit B	
					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic- Add'l	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 1st		
											Rec	Nonrecurrent First
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"												
NOTE (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSS state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges or CLEC may elect the regional service ordering charges. However, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.												
NOTE (2) Any element that can be ordered electronically will be billed according to the SOMELEC rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMELEC rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLECs.												
	OSS - Electronic Service Order Charge	Per Local Service Request (LSR) - UNE Only		SOMELEC			5.92	0.00	3.80	0.00		
	OSS - Manual Service Order Charge	Per Local Service Request (LSR) - UNE Only		SOMAN			15.69	0.00	1.97	0.00		

NOTE (2) Any element that can be ordered electronically will be billed according to the SONEC rate listed in this schedule. However, CLEC may elect the regional service ordering charge based on the PSC's waiver. Currently contained in this rate exhibit are the P-SC state ordered "state specific" service ordering charges. CLEC may select either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charges. If CLEC has an interconnection contract established in each of the 9 states.

[illegible]

(LSR) - UNE Only	SOMAN	15 69	0 00	1 97
				0 00

UNBUNDLED NETWORK ELEMENTS - Tennessee														
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
						Nonrecurring First	Add'l	Nonrecurring Disconnect Add'l			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
						Rec						OSS Rates (\$)		
												SOME	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"														
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NOTE (3) OSS - Manual Service Order Charge Per Element - UNE Only. **Please see applicable rate element for OSS charge.														
NOTE (4) The actual state specific electronic OSS rate ordered by the Tennessee Regulatory Authority is \$0.00. Recovery of OSS interfaces is built into the recurring charges of the elements ordered.														
	OSS - Electronic Service Order Charge Per Local Service Request (LSR) - UNE Only				SOMECH	0.00	0.00	0.00	0.00					
	OSS - Manual Service Order Charge Per Element - UNE Only				SOMAN									
	**Please see applicable rate element for OSS charge													