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T.R.A. DOCKET ROOM

Guy M Hicks
General Counsel

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October 1, 2004

VIA HAND DELIVERY

Hon Pat Miller
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 Telepak Networks, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00331

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Telepak Networks, 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 February 20, 2004. The Amendment relates to Local Portability recovery.

Thank you for your attention to this matter.

Sincerely yours,



Guy M Hicks

cc: Wesley Goings, Telepak Networks, Inc
Charles L McBride, Jr., Esq, Brunini, Grantham, Grower & Hewes, PLLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Telepak Networks, 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 TELEPAK NETWORKS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Telepak Networks, Inc. ("Telepak") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated February 20, 2004 (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, Texas Hometel and BellSouth state the following:

1. Texas Hometel 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 Texas Hometel. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on April 12, 2004.
2. The parties have recently negotiated an Amendment to the Agreement which relates to Local Portability recovery. 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, Texas Hometel 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 Texas Hometel 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 Texas Hometel and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act and FCC Order No. 04-164, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

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

This 15 day of Oct, 2004

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

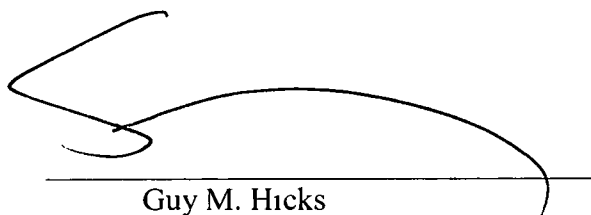
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 15 day of Oct, 2004:

Wesley Goings
Telepak Networks, Inc.
125 South Congress Street, Suite 1830
Jackson, Mississippi 39210

Charles L. McBride, Jr., Esq.
Brunini, Grantham, Grower & Hewes, PLLC
248 East Capitol Street, Suite 1400
Jackson, Mississippi 39201


Guy M. Hicks

**Amendment
To the
Interconnection Agreement
Between
Telepak Networks, Inc.
and
BellSouth Telecommunications, Inc.
Dated February 20, 2004**

Pursuant to this Amendment, (the "Amendment"), Telepak Networks, Inc (Telepak Networks), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 20, 2004 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment

WHEREAS, BellSouth and Telepak Networks entered into the Agreement on February 20, 2004, and,

WHEREAS, BellSouth and Telepak Networks are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No 95-116, released April 13, 2004;

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.

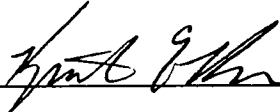
1. The Parties agree to delete in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit A of Attachment 2, as specified by the following USOCs LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language to Section 4 as Section 4.1.1 of Attachment 2 and Section 5 as Section 5.4.5 of Attachment 2.
 - In addition to other charges specified in this Agreement for Local Number Portability Telepak Networks shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated February 20, 2004 shall remain unchanged and in full force and effect.
4. 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 executed this Agreement the day and year written below

BellSouth Telecommunications, Inc.

By



Name

KRISTEL E. ROWE

Title

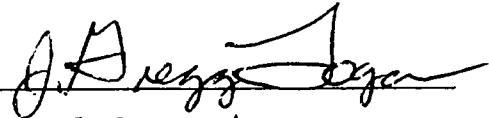
DIRECTOR

Date

7/29/04

Telepak Networks, Inc.

By:



Name

J. Gregg Logan

Title:

Vice President

Date.

7/22/04