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BellSouth Telecommunications, Inc
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Nashville, TN 37201-3300

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Guy M Hicks
General Counsel

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Fax 615 214 7406

T.R.A. DOCKET ROOM

October 6, 2004

VIA HAND DELIVERY

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

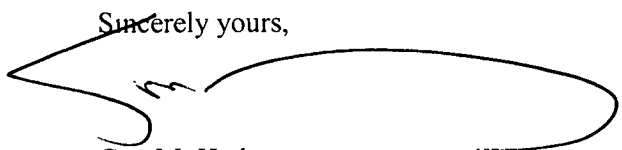
Re. *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and T-Mobile USA, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00338

Dear Chairman Miller

Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, T-Mobile USA, 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 May 1, 2003. The Amendment adds Exhibit 1 – Attachment A, Licensee Information to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc General Counsel, T-Mobile USA, Inc
Carrier Management, T-Mobile USA, Inc

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and T-Mobile USA, 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 T-MOBILE USA, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, T-Mobile USA, Inc. ("T-Mobile") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 1, 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, T-Mobile and BellSouth state the following:

1. T-Mobile and BellSouth have successfully negotiated an agreement for interconnection of their networks, thereby facilitating T-Mobile's provision of commercial mobile radio services ("CMRS") to both residential and business customers in Tennessee. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 18, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds Exhibit 1 – Attachment A, Licensee Information to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e)(2)(a)(i) of the Telecommunications Act of 1996, T-Mobile 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 T-Mobile 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. T-Mobile 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.

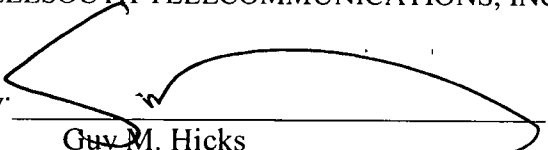
T-Mobile and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 6th day of Oct., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By

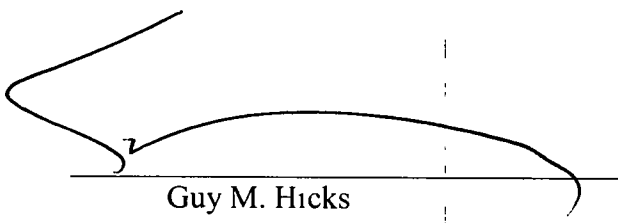

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 6th day of Oct., 2004.

T-Mobile USA, Inc.
ATTN: General Counsel
12920 SE 38th Street
Bellevue, WA 98006

T-Mobile USA, Inc.
ATTN: Carrier Management
12920 SE 38th Street
Bellevue, WA 98006


Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
T-MOBILE USA, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED MAY 1, 2003**

Pursuant to this Amendment, (the "Amendment"), T-Mobile USA, Inc. ("T-Mobile"), 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 1, 2003 ("Agreement").

WHEREAS, BellSouth and T-Mobile entered into the Agreement on May 1, 2003, and;

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

- 1 Attachment A of the Agreement is hereby deleted in its entirety and replaced with a new Attachment A as set forth in Exhibit 1 to this Amendment, incorporated herein by this reference.
- 2 All of the other provision of the Agreement, dated May 1, 2003, 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.

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.

By: 

Name Randy J Ham

Title Assistant Director -
Wireless Interconnection

Date: 3/3/04

T-Mobile USA, Inc.

By: 

Name: Dave Mayo
Vice President, Finance & Planning
Engineering & Technical Operations

Title.

Date: 3/1/04

ATTACHMENT A

Call Sign	Market No. - Freq. Block	Market Name	Licensee
KNLF620	B042- C3	Biloxi-Gulfport-Pascagoula, MS	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF621	B154 - C	Fort Walton Beach, FL	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF622	B186 - C	Hattiesburg, MS	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF623	B246 - C	Laurel, MS	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF624	B292 - C1	Meridian, MS	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF618	B302 - C	Mobile, AL	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF619	B343 - C	Pensacola, FL	Eliska Wireless Ventures License Subsidiary I, L L C
KNLG925	B269 - F	McComb-Brookhaven, MS	Eliska Wireless Ventures License Subsidiary I, L L C
KNLG369	B009 - F	Alexandria, LA	Eliska Wireless Ventures License Subsidiary I, L L C
KNLF222	M011 - B	Atlanta, GA	Powertel Atlanta Licenses, Inc
KNLF258	M029 - B	Birmingham, AL	Powertel Birmingham Licenses, Inc
KNLF273	M037 - A	Jacksonville, FL	Powertel Jacksonville Licenses, Inc
WPXE651	M015 - A6	Miami-Ft Lauderdale, FL	Powertel Jacksonville Licenses, Inc
WPXE650	M017 - A2	New Orleans- Baton Rouge, LA	Powertel Jacksonville Licenses, Inc
KNLF517	B320 - A	New Orleans - Baton Rouge, LA	LA CVIS IV License Sub I, LLC
WPXE649	B152 - A	Ft Pierce, FL	VoiceStream Tampa/Orlando, Inc
KNLH402	B052 - D	Bowling Green-Glasgow, KY	Powertel Kentucky Licenses, Inc
KNLH403	B052 - E	Bowling Green-Glasgow, KY	Powertel Kentucky Licenses, Inc
KNLH416	B083 -D	Clarksville, TN	Powertel Kentucky Licenses, Inc
KNLH417	B083 - E	Clarksville, TN	Powertel Kentucky Licenses, Inc.
KNLH408	B098 - D	Corbin, KY	Powertel Kentucky Licenses, Inc
KNLH409	B098 - E	Corbin, KY	Powertel Kentucky Licenses, Inc
KNLH400	B135 - D	Evansville, IN	Powertel Kentucky Licenses, Inc
KNLH401	B135 - E	Evansville, IN	Powertel Kentucky Licenses, Inc
KNLH398	B252 - D	Lexington, KY	Powertel Kentucky Licenses, Inc
KNLH399	B252 - E	Lexington, KY	Powertel Kentucky Licenses, Inc
KNLG209	B263 - D	Louisville, KY	Powertel Kentucky Licenses, Inc
KNLH397	B263 - E	Louisville, KY	Powertel Kentucky Licenses, Inc
KNLH412	B273 - D	Madisonville, KY	Powertel Kentucky Licenses, Inc
KNLH413	B273 - E	Madisonville, KY	Powertel Kentucky Licenses, Inc
KNLH406	B338 - D	Owensboro, KY	Powertel Kentucky Licenses, Inc
KNLH407	B338 - E	Owensboro, KY	Powertel Kentucky Licenses, Inc
KNLH404	B339 - D	Paducah-Murray-Mayfield, KY	Powertel Kentucky Licenses, Inc
KNLH405	B339 - E	Paducah-Murray-Mayfield, KY	Powertel Kentucky Licenses, Inc
KNLH410	B423 - D	Somerset, KY	Powertel Kentucky Licenses, Inc
KNLH411	B423 - E	Somerset, KY	Powertel Kentucky Licenses, Inc
KNLH420	B232 -E	Knoxville, TN	Powertel Knoxville Licenses, Inc
KNLF255	M028 - A	Memphis-Jackson, KY	Powertel Memphis Licenses, Inc

**CMRS0043-AMENDMENT
EXHIBIT 1**

Call Sign	Market No. - Freq. Block	Market Name	Licensee
KNLH418	B096 - D	Cookeville, TN	Powertel Nashville Licenses, Inc
KNLH419	B096 - E	Cookeville, TN	Powertel Nashville Licenses, Inc
KNLH414	B314 - D	Nashville, TN	Powertel Nashville Licenses, Inc
KNLH415	B314 - E	Nashville, TN	Powertel Nashville Licenses, Inc
WPVN593	M015 - A4	Naples, FL	VoiceStream Houston, Inc
KNLF978	B293 - E	Miami-Ft Lauderdale, FL	Omnipoint Miami E License, LLC
WPXE649	M015 - A8	Miami-Ft Lauderdale, FL	VoiceStream Tampa/Orlando, Inc
KNLF979	B293 - F	Miami-Ft Lauderdale, FL	VoiceStream GSM II, LLC
KNLG277	B408 - F	Sarasota-Bradenton, FL	VoiceStream GSM II, LLC
KNLF225	M013 - A	Tampa-St Petersburg-Orlando, FL	VoiceStream Tampa/Orlando, Inc
KNLF980	B469 - F	West Palm Beach-Boca Raton, FL	VoiceStream GSM II, LLC
KNLG724	B469 - E	West Palm Beach-Boca Raton, FL	Omnipoint Holdings, Inc
WPWR849	B357 - A4	Portland-Brunswick, ME	VoiceStream Tampa/Orlando, Inc
WPXE649	B151 - A	Fort Myers, FL	VoiceStream Tampa/Orlando, Inc
WPOJ732	B032 - C	Baton Rouge, LA	VoiceStream GSM I, LLC
KNLG288	B044 - D	Birmingham, AL	VoiceStream GSM II, LLC
KNLF968	B125 - E	El Dorado-Magnolia-Camden, AR	Omnipoint Little Rock-El Dorado E License, LLC
WPOJ734	B125 - C	El Dorado-Magnolia-Camden, AR	VoiceStream GSM I, L L C
WPUD910	B147 - C3	Florence, SC	VoiceStream PCS BTA I License Corporation
KNLH746	B153 - D	Fort Smith, AR	VoiceStream PCS BTA I License Corporation
KNLG729	B152 - F	Ft Pierce-Vero Beach-Stuart FL	Cook Inlet/VS GSM IV PCS, LLC
KNLF951	B158 - F	Gadsden, AL	VoiceStream GSM II, LLC
WPUD912	B178-C4	Greenwood, SC	VoiceStream PCS BTA I License Corporation
WPUD911	B177-C4	Greenville-Spartanburg, SC	VoiceStream PCS BTA I License Corporation
WPOJ736	B180 - C	Hammond, LA	VoiceStream GSM I, L L C
KNLH748	B182 - D	Harrison, AR	VoiceStream PCS BTA I License Corporation
KNLG759	B193 - D	Hot Springs, AR	VoiceStream PCS BTA I License Corporation
KNLF504	B195 - C1-15	Houma-Thibodaux LA	CIVS IV License Sub I, LLC
KNLF952	B198 - F	Huntsville, AL	VoiceStream GSM II, LLC
KNLG810	B219 - E	Jonesboro-Paragould, AR	VoiceStream PCS BTA I License Corporation
WPOJ738	B236 - C	Lafayette-New Iberia, LA	VoiceStream GSM I, LLC
KNLG766	B257 - D	Little Rock, AR	VoiceStream PCS BTA I License Corporation
WPSF245	MTA040 -A4	Little Rock, AR	Omnipoint Holdings, Inc
KNLF947	B271 - F	Macon-Warner Robins, GA	VoiceStream GSM II, LLC
WPOJ808	B304 - C2	Monroe LA (C2-15)	Cook Inlet/VS GSM VI PCS, LLC
WPUD913	BTA312 - C4	Myrtle Beach, SC	VoiceStream PCS BTA I License Corporation
KNLG777	B348 - D	Pine Bluff, AR	VoiceStream PCS BTA I License Corporation
KNLH347	B367 - E	Quincy, IL-Hannibal, MO	Omnipoint Wichita-E Hutchinson E License, LLC
KNLG779	B367 - D	Quincy, IL-Hannibal, MO	VoiceStream PCS BTA I License Corporation
KNLG830	B387 - E	Russellville, AR	VoiceStream PCS BTA I License Corporation
KNLF948	B410 - F	Savannah, GA	VoiceStream GSM II, LLC