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BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy hicks@bellsouth com

Guy M Hicks
General Counsel
615 214 6301
Fax 615 214 7406

April 29, 2005

VIA HAND DELIVERY

Hon. Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re *Petition to Establish Generic Docket to Consider Amendments to Interconnection Agreements Resulting from Changes of Law*
Docket No 04-00381

Dear Chairman Miller

Enclosed are the original and fourteen copies of BellSouth's response to CompSouth's letter of April 27, 2005 Copies of the enclosed are being provided to counsel of record

Very truly yours,

Guy M Hicks

GMH ch

BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy hicks@bellsouth com

Guy M Hicks
General Counsel

615 214 6301
Fax 615 214 7406

April 29, 2005

VIA E-MAIL hwalker@boultcummings com

Henry Walker, Esquire
Boult, Cummings, et al
1600 Division Street, #700
Nashville, TN 37219-8062

Re *Petition to Establish Generic Docket to Consider Amendments to Interconnection Agreements Resulting from Changes of Law*
Docket No 04-00381

Dear Henry·

Thank you for CompSouth's April 27, 2005 response to BellSouth's letter of April 19, 2005 As stated in our letter of April 19, BellSouth stands ready and willing to negotiate a resolution of our differences However, before addressing CompSouth's proposed contract language attached to your letter of April 27, I would note that there have been several recent events which place your clients' position and their interpretation of the TRA's directives in serious doubt

First, as you know, on April 22, 2005, the federal court in Kentucky enjoined the Kentucky Commission from enforcing its Order requiring BellSouth to continue to provide new orders for UNE-P switching after March 11, 2005 The federal court also rejected the CLEC's "commingling" argument, finding that enforcement authority for §271 lies with the FCC, not the state commissions On April 13, 2005, the federal court in Mississippi enjoined and precluded the Mississippi Commission from enforcing its ruling on the "no new adds" issue The federal court found that the TRRO was clear and that it does not permit competitive CLECs to add new UNE-P customers Finally, the Eleventh Circuit Court of Appeals recently denied the CLECs' request to stay the preliminary injunction issued against the Georgia Commission by the federal district court in Atlanta. The federal district court in Atlanta had agreed with BellSouth on the "no new adds" issue

Second, either as a result of these or other decisions or merely an opportunity to reflect, several state commissions, including Louisiana most recently, have reversed their positions - which your clients' relied on in presenting their case - and have taken

positions consistent with these Courts and BellSouth These recent decisions directly rebut some of the positions that are taken in your attachment For example, your proposal makes abundantly clear that CompSouth is demanding that the UNE-P regime continue indefinitely, under the guise of "commingling" §271 elements into a §252 interconnection agreement This position is simply untenable, as the great weight of legal authority has held

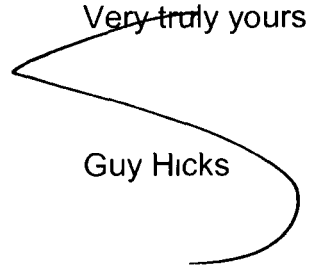
BellSouth believes that your attempt to resurrect UNE-P through §271 is unlawful and given recent events, disingenuous As noted above, all three federal courts in BellSouth's nine-state region that have examined the "no new adds" issue have reached the same conclusion – that the FCC ordered an end to UNE-P and that BellSouth has no obligation to continue to process new orders for UNE-P switching beyond March 11, 2005 Despite these rulings, CompSouth ignores this authority and makes the same proposal that has been rejected As it is very unlikely that a federal court in Tennessee, when presented with the same issue, would take a different view, it is simply unrealistic of CompSouth to demand that BellSouth agree to contract language that would continue the unlawful UNE-P regime If CompSouth would accept the reality that the UNE-P regime is over, we are much more likely to make progress in negotiating changes to the interconnection agreements

With respect to the issues of commingling and conversion, I would simply respond that your clients currently have and have had proposals containing language addressing these issues which are compliant with the TRO and TRRO While you complain that BellSouth sent members of CompSouth a sixty-page document to review, rather than a redlined document, please remember, the members of CompSouth had this document, which is a proposed Attachment 2 to the interconnection agreement, well before April 19 BellSouth sent the document to CompSouth's members again because Director Tate asked that the parties to kickstart their negotiations and because XO had suggested at one point that it had not received the document The language relating to commingling and conversions, which your clients are interested in, comprises only a few pages of that document. Indeed, when one of your members complained about our March transmittal of the same proposal, we reminded them that the CLECs "had been provided with a contract amendment that, if executed, would have amended your contracts to provide you with whatever you were entitled to with regard to conversions and commingling "

We believe that BellSouth's experience with your clients' negotiating positions does not reflect the reality that BellSouth has been able to negotiate both interconnection agreement amendments compliant with recent FCC Orders and

commercial agreements with numerous CLECs. We hope that your letter of April 27 is not proposing an end to the negotiations and look forward to further dialogue

Very truly yours,



Guy Hicks

cc Hon Debi Tate, Director
Hon Sara Kyle, Director
Hon Ron Jones, Director

CERTIFICATE OF SERVICE

I hereby certify that on April 29, 2005, a copy of the foregoing document was served on the following, via the method indicated:

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[√] Electronic

Henry Walker, Esquire
Boult, Cummings, et al
1600 Division Street, #700
Nashville, TN 37219-8062
hwalker@boultcummings.com

[ ] Hand
[ ] Mail
[ ] Facsimile
[ ] Overnight
[√] Electronic

James Murphy, Esquire
Boult, Cummings, et al.
1600 Division Street, #700
Nashville, TN 37219-8062
jmurphy@boultcummings com

[ ] Hand
[ ] Mail
[ ] Facsimile
[ ] Overnight
[√] Electronic

Ed Phillips, Esq.
United Telephone - Southeast
14111 Capitol Blvd
Wake Forest, NC 27587
Edward phillips@mail sprint com

[ ] Hand
[ ] Mail
[ ] Facsimile
[ ] Overnight
[√] Electronic

H LaDon Baltimore, Esquire
Farrar & Bates
211 Seventh Ave N, # 320
Nashville, TN 37219-1823
don baltimore@farrar-bates.com

[ ] Hand
[ ] Mail
[ ] Facsimile
[ ] Overnight
[√] Electronic

John J. Heitmann
Kelley Drye & Warren
1900 19th St , NW, #500
Washington, DC 20036
jheitmann@kelleydrye.com

[ ] Hand
[ ] Mail
[ ] Facsimile
[ ] Overnight
[√] Electronic

Charles B Welch, Esquire
Farris, Mathews, et al
618 Church St., #300
Nashville, TN 37219
cwelch@farrismathews.com

[ ] Hand
[ ] Mail
[ ] Facsimile
[ ] Overnight
[√] Electronic

Dana Shaffer, Esquire
XO Communications, Inc
105 Malloy Street, #100
Nashville, TN 37201
dshaffer@xo.com

560314