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BellSouth Telecommunications, Inc
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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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November 30, 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 XO Tennessee, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 04-00411

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, XO Tennessee, 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 4, 1999. The Amendment relates to Local Portability Cost Recovery.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Dana Shaffer, XO Tennessee, Inc.
Regulatory Department, XO Communications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and XO Tennessee, 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 XO TENNESSEE, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, XO Tennessee, Inc. ("XO") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated November 4, 1999 (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, XO and BellSouth state the following:

1. XO 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 XO. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 28, 2000.

2. The parties have recently negotiated an Amendment to the Agreement which relates to Local Portability Cost 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, XO 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 XO 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. XO and BellSouth aver that the Amendment is consistent with the standards for approval.

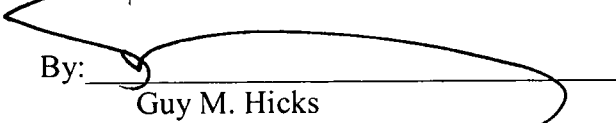
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

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

This 29th day of Nov, 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

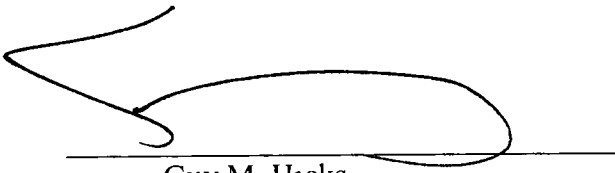
CERTIFICATE OF SERVICE

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 29th day of Nov, 2004:

Dana Shaffer
XO Tennessee, Inc.
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

XO Tennessee, Inc.
Regulatory Department
105 Molloy Street, Suite 300
Nashville, TN 37201-2315

XO Communications, Inc.
Regulatory Department
1730 Rhode Island Ave., NW
Suite 1000
Washington, D.C. 20036


Guy M. Hicks

**Amendment
To the
Interconnection Agreement
Between
XO Tennessee, Inc.
and
BellSouth Telecommunications, Inc.
Dated November 4, 1999**

Pursuant to this Amendment, (the "Amendment"), XO Tennessee, Inc (XO), 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 4, 1999 ("Agreement") to be effective upon last signature executing the Amendment

WHEREAS, BellSouth and XO entered into the Agreement on November 4, 1999, and,

WHEREAS, BellSouth and XO 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,

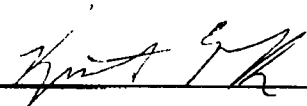
NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

- 1 Rates contained in Attachment 12, for the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC are hereby deleted and replaced by rates contained in Exhibit 1 to this Amendment, incorporated herein by reference and shall be effective September 15, 2004 and remain in effect until October 15, 2004.
- 2 Effective October 15, 2004, the Parties agree to delete those rates set forth in Exhibit 1 to this Amendment
- 3 All of the other provisions of the Agreement dated November 4, 1999 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

LNP Recovery Amendment
Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year
written below.

BellSouth Telecommunications, Inc.

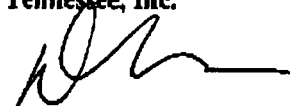
By: 

Name: Kristen E. Rowe

Title: Director

Date: 7/22/04

XO Tennessee, Inc.

By: 

Name: Dana Shaffer

Title: VP

Date: 9/8/04

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment 12			
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic Add'l	Incremental Charge - Manual Svc Order vs Electronic Disc Add'l		
					Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l	SOME C	SOMAN	OSS Rates (\$)	SOMAN	SOMAN
	UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES												
	Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports												
	Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.												
	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations												
	The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections												
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	2 WIRE VOICE GRADE LOOP WITH 2 WIRE LINE PORT (BUS)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	ADDITIONAL UNE COIN PORT/LOOP (RC)												
	Local Number Portability (1 per port)												
	2 WIRE VOICE LOOP/2 WIRE VOICE GRADE IO TRANSPORT/2-WIRE LINE PORT (RES)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	2-WIRE VOICE LOOP/2 WIRE VOICE GRADE IO TRANSPORT/2-WIRE LINE PORT (BUS)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	2-WIRE VOICE LOOP/2 WIRE VOICE GRADE IO TRANSPORT/2-WIRE LINE PORT (PBX)												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES												
	2-WIRE VOICE GRADE LOOP - BUS ONLY WITH 2-WIRE DID TRUNK PORT												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	2 WIRE SDN DIGITAL GRADE LOOP WITH 2-WIRE SDN DIGITAL LINE SIDE PORT												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE SDN DS1 DIGITAL TRUNK PORT												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDT'S TRUNK PORT												
	Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDT'S Trunk Port												
	Local Number Portability per DSO Activated												
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT												
	LOCAL NUMBER PORTABILITY												
	Local Number Portability (1 per port)												
	UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES												
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo												
	LOCAL NUMBER PORTABILITY												
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	Local Number Portability (1 per port)												

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment 12			
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	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
						Nonrecurring First	Add'l	Nonrecurring First	Nonrecurring Disconnect Add'l	SOMECH	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES													
Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules													
This includes													
Unbundled portloop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines													
The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami), GA (Atlanta), LA (New Orleans), NC (Greensboro-Winston-Salem-Highpoint/Charlotte-Gastonia-Rock Hill), TN (Nashville)													
BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference													
The Market Rate for unbundled ports includes all available features in all states													
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC - URECU)													
For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section													
Additional NRCs may apply also and are categorized accordingly													
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)													
LOCAL NUMBER PORTABILITY				UEPRX	LNPX	0.18							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)													
LOCAL NUMBER PORTABILITY				UEPBX	LNPX	0.18							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)													
LOCAL NUMBER PORTABILITY				UEPRG	LNPX	1.62	0.00						
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)													
LOCAL NUMBER PORTABILITY				UEPPX	LNPX	1.62	0.00						
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT													
LOCAL NUMBER PORTABILITY				UEPCO	LNPX	0.18							
2-WIRE VOICE LOOP/2-WIRE VOICE GRADE IO TRANSPORT/2-WIRE LINE PORT (RES)													
LOCAL NUMBER PORTABILITY				UEPFR	LNPX	0.18							
2-WIRE VOICE LOOP/2-WIRE VOICE GRADE IO TRANSPORT/2-WIRE LINE PORT (BUS)													
LOCAL NUMBER PORTABILITY				UEPFB	LNPX	0.18							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)													
LOCAL NUMBER PORTABILITY				UEPFP	LNPX	1.62	0.00						
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES													
2-WIRE VOICE GRADE LOOP - BUS ONLY - WITH 2-WIRE DID TRUNK PORT													
LOCAL NUMBER PORTABILITY				UEPPX	LNPX	1.62	0.00						
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT													
LOCAL NUMBER PORTABILITY				UEPPB	LNPX	0.18	0.00						
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT													
LOCAL NUMBER PORTABILITY				UEPPP	LNPX	0.90							
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT													
FX/CO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port													
Local Number Portability per DS0 Achieved													
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT													
Local Number Portability													
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES													
1 Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports													
2 Recurring Charges for all Standard Centrex and Centrex Control Features are included in the Market Rate													
3 End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations													
4 The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly													
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo													

UNBUNDLED NETWORK ELEMENTS - Tennessee																			
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)			Attachment 12										
						Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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			
	Local Number Portability																		
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	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo					LNPPC	0.18												
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