BELLSOUTH

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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

November 29, 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 Network Telephone Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00413

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Network Telephone Corporation 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 June 20, 2003 The Amendment adds On/Off Premises Extensions to the Agreement.

Thank you for your attention to this matter

Sincerely yours,

Guy M Hicks

cc: Margaret Ring, Director, Regulatory Affairs, Network Telephone Corporation
Charles A Hudak, Esq., Friend, Hudak & Harris, LLP

#498852

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re. *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Network Telephone Corporation 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 BELLSOUTH TELECOMMUNICATIONS, INC. AND NETWORK TELEPHONE CORPORATION PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Network Telephone Corporation ("Network Telephone") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 20, 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, Network Telephone and BellSouth state the following:

1. Network Telephone 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 Network Telephone. The Interconnection Agreement was filed with the Tennessee Regulatory Authority ("TRA") on June 20, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds On/Off Premises Extensions to the Agreement. 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, Network Telephone 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 Network Telephone 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. Network Telephone 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 filed and approved pursuant to 47 USC Section 252

Network Telephone 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:

Margaret Ring
Director, Regulatory Affairs
Network Telephone Corporation
815 South Palafox Street
Pensacola, Florida 32501

Charles A. Hudak, Esq
Friend, Hudak & Harris, LLP
Three Ravinia Drive, Suite 1450
Atlanta, Georgia 30346

_____
Guy M. Hicks

#498836

Amendment to the Agreement
Between
Network Telephone Corporation
and
BellSouth Telecommunications, Inc.
Dated June 20, 2003

Pursuant to this Amendment, (the "Amendment"), Network Telephone Corporation ("Network Telephone"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2003 ("Agreement") to be effective with the last signature executing the Amendment ("Effective Date")

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 2003, 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 add to the rates and services in Exhibit B of Attachment 2 the rates and services as set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.

2 The Parties agree to add the following language to Attachment 2 as Section 5 5 6 9.

5 5 6 9 On/Off Premises Extensions and Different Premises Addresses working with 2-wire voice grade port, voice grade Loop, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port

3 All of the other provisions of the Agreement, dated June 20, 2003, shall remain 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 Amendment the day and year written below

BellSouth Telecommunications, Inc.

By: [signature]

Name Kristen Rowe

Title Director

Date. 10/22/04

Network Telephone Corporation

By: Danyelle Kennedy-Lantz

Name: Danyelle Kennedy-Lantz

Title. CFO

Date. 10/21/04

Version Off/On Premises Extension
09 21/04

[CCCS Amendment 2 of 11]

UNBUNDLED NETWORK ELEMENTS - Alabama														Attachment 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12 58	37 81	17 56	23 49	5 30						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	21 05	37 81	17 56	23 49	5 30						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	34 34	37 81	17 56	23 49	5 30						

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	NOTE	This page intentionally left blank															

UNBUNDLED NETWORK ELEMENTS - Florida														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
	OFF/ON PREMISES EXTENSION CHANNELS																
		2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	10 69	49 57	22 83	25 62	6 57						
		2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	15 20	49 57	22 83	25 62	6 57						
		2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	26 97	49 57	22 83	25 62	6 57						

UNBUNDLED NETWORK ELEMENTS - Kentucky														Attachment 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	OFF/ON PREMISES EXTENSION CHANNELS															
		2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	10 56	46 66	22 57	26 65	7 65						
		2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	15 34	46 66	22 57	26 65	7 65						
		2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	31 11	46 66	22 57	26 65	7 65						

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12 90	36 54	16 87								
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	23 33	36 54	16 87								
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	48 43	36 54	16 87								

UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
OFF/ON PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12 03	37 92	17 55	23 48	5 25						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	16 87	37 92	17 55	23 48	5 25						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	25 68	37 92	17 55	23 48	5 25						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		4	UEPRX	UEAEN	43 85	37 92	17 55	23 48	5 25						

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
OFF/ON PREMISES EXTENSION CHANNELS																
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	12 11	57 99	42 37					26 94	12 76	0 00	0 00
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	21 24	57 99	42 37					26 94	12 76	0 00	0 00
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	33 65	57 99	42 37					26 94	12 76	0 00	0 00

UNBUNDLED NETWORK ELEMENTS - South Carolina														Attachment 2		Exhibit B	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	OFF/ON PREMISES EXTENSION CHANNELS															
	2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	14 94	37 92	17 62	23 56	5 32						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	21 39	37 92	17 62	23 56	5 32						
	2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	26 72	37 92	17 62	23 56	5 32						

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates($)					
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
	OFF/ON PREMISES EXTENSION CHANNELS																
		2 Wire Analog Voice Grade Extension Loop – Non-Design		1	UEPRX	UEAEN	13 19	31 99	20 02	10 65	1 41			20 35	10 54	13 32	13 32
		2 Wire Analog Voice Grade Extension Loop – Non-Design		2	UEPRX	UEAEN	17 23	31 99	20 02	10 65	1 41			20 35	10 54	13 32	13 32
		2 Wire Analog Voice Grade Extension Loop – Non-Design		3	UEPRX	UEAEN	22 53	31 99	20 02	10 65	1 41			20 35	10 54	13 32	13 32