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Nashville, TN 37201-3300

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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

December 17, 2004

VIA HAND DELIVERY

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

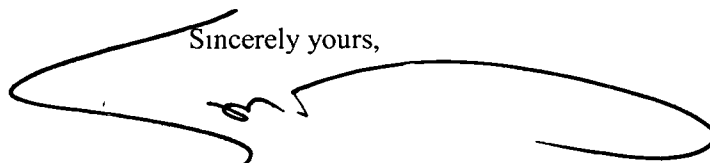
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 0400411

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, DSLnet Communications, LLC 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 January 10, 2003. The Amendment relates to QuickServe.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc Wendy Bluemling, DSLnet Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. **0400441**

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND DSLNET COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, DSLnet Communications, LLC ("DSLnet") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 10, 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, DSLnet and BellSouth state the following:

1. DSLnet 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 DSLnet. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 3, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which relates to QuickServe. A copy of the Amendment is attached hereto and incorporated herein by reference.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DSLnet Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. **0400441**

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND DSLNET COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, DSLnet Communications, LLC ("DSLnet") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 10, 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, DSLnet and BellSouth state the following:

1. DSLnet 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 DSLnet. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on March 3, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which relates to QuickServe. 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, DSLnet and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are 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 DSLnet 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. DSLnet and BellSouth aver that the Amendment is consistent with the standards for approval.

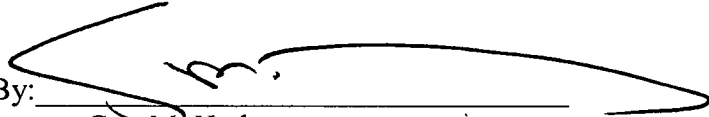
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

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

This 17th day of Dec, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

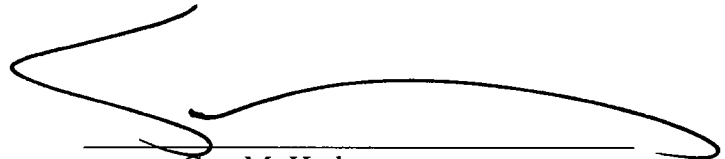
By: 

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 17th day of Dec, 2004:

Wendy Bluemling
Assistant Vice President
DSLnet Communications, LLC
5th Floor
545 Long Wharf Drive
New Haven, Connecticut 06511


Guy M. Hicks

**Amendment to the Agreement
Between
DSLnet Communications, LLC
and
BellSouth Telecommunications, Inc.
Dated January 10, 2003**

Pursuant to this Amendment, (the "Amendment"), DSLnet Communications, LLC ("DSLnet"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 10, 2003 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and DSLnet entered into the Agreement on January 10, 2003, and,

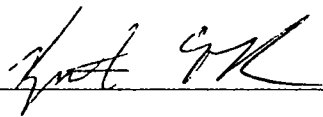
WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement,

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 incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
- 2 All of the other provisions of the Agreement, dated January 10, 2003, shall remain in full force and effect
- 3 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.

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

BellSouth Telecommunications, Inc.

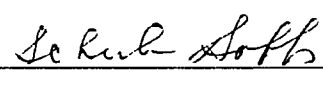
By. 

Name Kristen Rowe

Title. Director

Date: 11/8/04

DSLnet Communications, LLC

By. 

Name. Sean Laub

Title. Sic Manager - Reg Affairs

Date 10-21-04

UNBUNDLED NETWORK ELEMENTS - Alabama															
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
						Nonrecurring		Nonrecurring Disconnect				Incremental Charge - Manual Svc Order vs Electronic- Add'l 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
						First	Add'l	First	Add'l						
						Rec				SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC										
								0 10							

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UNBUNDLED NETWORK ELEMENTS - Louisiana															
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)				Attachment 2		Exhibit B			
						Rec	Nonrecurring		Nonrecurring Disconnect Add'l	Svc Order Submitted Elec. per LSR	Svc Order Submitted Manually 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 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc Add'l
							First	Add'l							
	UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES														
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
	2-Wire Voice Grade Loop / Line Port Platform - Installation														
	Charge at QuickService location - Not Conversion of Existing														
	Service			UEPRX	URECC			0 10							

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Version Attachment 2

[illegible]

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