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Guy M. Hicks
General Counsel

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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 Network Telephone Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

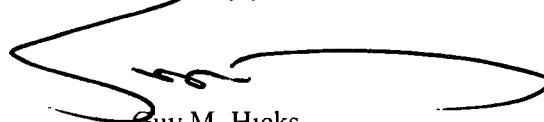
Docket No. 0400443

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 relates to QuickServe

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

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. 0400443

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH 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 approved by the Tennessee Regulatory Authority ("TRA") on August 4, 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 Network Telephone Corporation Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 0400443

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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 approved by the Tennessee Regulatory Authority ("TRA") on August 4, 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, 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.

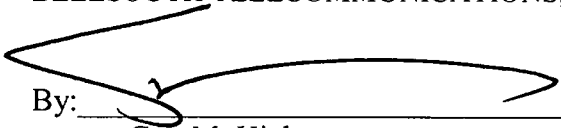
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

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

This 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:

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

**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 30 days after the date of the last signature executing the Amendment

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 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,

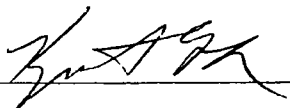
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows.

- 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 June 20, 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

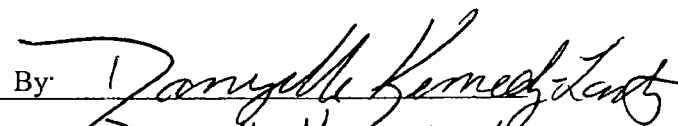
Title Director

Date

11/5/04

Network Telephone Corporation

By



Name: Danyelle Kennedy-Lantz

Title

CFO

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 First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l			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									

[illegible]

UNBUNDLED NETWORK ELEMENTS - Mississippi																		
CATEGORY	RATE ELEMENTS	Inter'l 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- 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							SOMEc	SOMAN	SOMAN
						Rec												
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			0.0988										

[illegible]

[illegible]

[illegible]

Version Attachment 2