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

January 21, 2005

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 LecStar Telecom, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 05-00039

Dear Chairman Miller.

Pursuant to Section 252(e) of the Telecommunications Act of 1996, LecStar Telecom, 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 January 1, 2003 The Amendment adds QuickServe rates to the Agreement

Thank you for your attention to this matter

Sincerely yours,

Guy M. Hicks

cc: Michael E. Britt, VP Regulatory Affairs, LecStar Telecom, Inc

#498837

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and LecStar Telecom, 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 BELLSOUTH TELECOMMUNICATIONS, INC. AND LECSTAR TELECOM, INC. PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, LecStar Telecom, Inc. ("LecStar") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 1, 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, LecStar and BellSouth state the following:

1. LecStar 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 LecStar. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 21, 2003.

2. The parties have recently negotiated an Amendment to the Agreement which adds QuickServe rates 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, LecStar 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 LecStar 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. LecStar 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.

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

This 27th day of Jan, 2005.

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 27 day of Jan, 2005:

Michael E. Britt
VP Regulatory Affairs
LecStar Telecom, Inc.
4501 Circle 75 Parkway
Building D-4200
Atlanta, GA 30339

_____
Guy M. Hicks

Amendment to the Agreement
Between
LecStar Telecom, Inc.
and
BellSouth Telecommunications, Inc.
Dated January 1, 2003

Pursuant to this Amendment, (the "Amendment"), LecStar Telecom, Inc ("LecStar"), 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 1, 2003 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment

WHEREAS, BellSouth and LecStar entered into the Agreement on January 1, 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 1, 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

Signature Page

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

BellSouth Telecommunications, Inc.	LecStar Telecom, Inc.
By Kristen Rowe	By Michael E. Britt
Name Kristen Rowe	Name Michael E. Britt
Title Director	Title V.P. Regulatory Affairs
Date 12/17/04	Date 12/14/04

Version OneServe Amendment Standard RA
09/29/04

[CCCS Amendment 2 of 20]

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																	
	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									

UNBUNDLED NETWORK ELEMENTS - Florida														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
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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		0 102									

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

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

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
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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									

UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
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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									

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Add'l	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
							Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
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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		2 77									
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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
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UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
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		2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service			UEPRX	URECC		0 10									

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment 2		Exhibit B	
CATEGORY		RATE ELEMENTS	Intern m	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
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UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
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UNBUNDLED NETWORK ELEMENTS - Alabama

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
														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
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UNBUNDLED NETWORK ELEMENTS - Florida														Attachment 2		Exhibit B	
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UNBUNDLED PORT/LOOP COMBINATIONS - MARKET 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		41.50									

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
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UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES																	
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UNBUNDLED NETWORK ELEMENTS - Kentucky

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2 Incremental Charge - Manual Svc Order vs Electronic-1st	Attachment 2 Incremental Charge - Manual Svc Order vs Electronic-Add'l	Exhibit B Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Exhibit B Incremental Charge - Manual Svc Order vs Electronic-Disc Add'l
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UNBUNDLED NETWORK ELEMENTS - Mississippi

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
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UNBUNDLED NETWORK ELEMENTS - North Carolina																	
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	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED																
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UNBUNDLED NETWORK ELEMENTS - South Carolina

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit B	
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UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment 2		Exhibit B	
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UNBUNDLED PORT/LOOP COMBINATIONS - MARKET 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		41 50			-		15 69				