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BellSouth Telecommunications, Inc
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guyhicks@bellsouth.com

Guy M Hicks
General Counsel

T.R.A. DOCKET ROOM

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

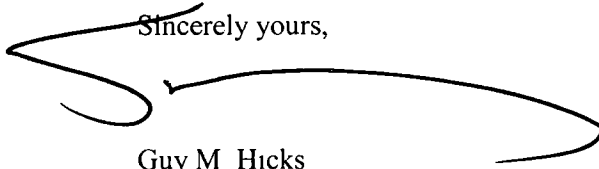
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Lightyear Communications, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 05-00040

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Lightyear Communications, 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 May 25, 2002. The Amendment adds QuickServe rates to the Agreement

Thank you for your attention to this matter.

Sincerely yours,



Guy M Hicks

cc: John Grieve, Lightyear 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 Lightyear Communications, 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 LIGHTYEAR COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Lightyear Communications, Inc. ("Lightyear") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 25, 2002 (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, Lightyear and BellSouth state the following:

1. Lightyear 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 Lightyear. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 23, 2002.

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, Lightyear 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 Lightyear 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. Lightyear 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.

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

This 21st day of Jan, 2005.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

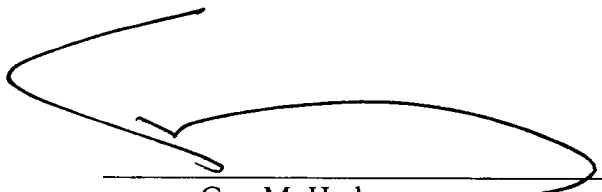
By: 

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 21st day of Jan, 2005:

John Grieve
Lightyear Communications, Inc.
1901 Eastpoint Parkway
Louisville, KY 40223


Guy M. Hicks

**Amendment to the Agreement
Between
Lightyear Network Solutions, LLC
and
BellSouth Telecommunications, Inc.
Dated May 25, 2002**

Pursuant to this Amendment, (the "Amendment"), Lightyear Network Solutions, LLC ("Lightyear"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 25, 2002 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Lightyear entered into the Agreement on May 25, 2002, and,

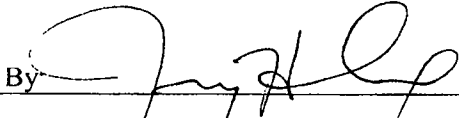
WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement 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 May 25, 2002, 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: 

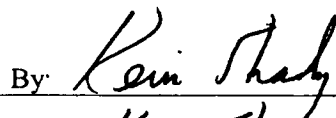
for

Name: Kristen Rowe

Title Director

Date: 12/15/04

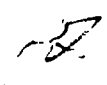
Lightyear Network Solutions, LLC

By: 

Name: Kevin Shady

Title Director - Local

Date: 12-10-04



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[illegible]

UNBUNDLED NETWORK ELEMENTS - Tennessee															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Attachment 2		Exhibit B	
						Rec	Nonrecurring First	Add'l	Nonrecurring First			Disconnect Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs Electronic-Disc 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			1 03			15 69				
			</												

[illegible]

Version Attachment 2

