

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**  
**NASHVILLE, TENNESSEE**

<b>IN RE:</b>	<b>July 5, 2005</b>	)	
		)	
<b>PETITION FOR APPROVAL OF THE AMENDMENT</b>		)	<b>DOCKET NO.</b>
<b>TO THE INTERCONNECTION AGREEMENT BETWEEN</b>		)	<b>05-00089</b>
<b>BELLSOUTH TELECOMMUNICATIONS, INC. AND</b>		)	
<b>XO TENNESSEE, INC.</b>		)	

---

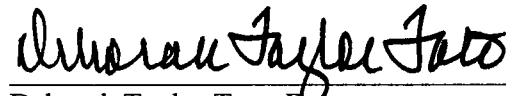
**ORDER APPROVING**  
**AMENDMENT TO THE INTERCONNECTION AGREEMENT**

---

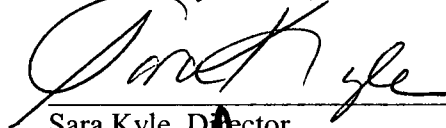
This matter came before Director Deborah Taylor Tate, Director Sara Kyle and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on May 16, 2005 to consider the Petition for approval of the amendment to the interconnection agreement negotiated between BellSouth Telecommunications, Inc. and XO Tennessee, Inc.<sup>1</sup> filed on March 29, 2005.<sup>2</sup>

Based upon a review of the amendment, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors made findings consistent with those in the *Order Denying BellSouth's Motion to Reject Certain Provisions of Interconnection Agreement and Approving Interconnection Agreement, as Amended* issued on August 29, 2000 in Docket No. 98-00123 and unanimously granted the Petition

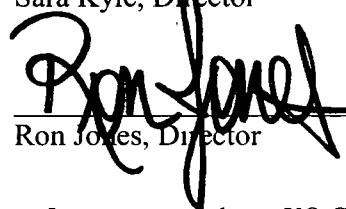
**IT IS SO ORDERED.**



Deborah Taylor Tate, Director



Sara Kyle, Director



Ron Jones, Director

---

<sup>1</sup> On August 9, 2004, in Docket No. 04-00212, XO Tennessee, Inc. was merged into XO Communications Services, Inc. through a transfer of authority transaction. This transfer was effected by Order dated October 7, 2004. The Petition referred to the company as XO Tennessee, Inc.

<sup>2</sup> The original interconnection agreement and first amendment were filed and approved in Docket No. 98-00123. Subsequent amendments were filed and approved in Docket Nos. 00-01082, 01-00336, 01-00477, 01-01094, 02-00342, 02-00692, 02-00833, 03-00099, 03-00274, 03-00361 and 04-00411.