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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

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February 14, 2006

VIA HAND DELIVERY

Hon. Ron Jones
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

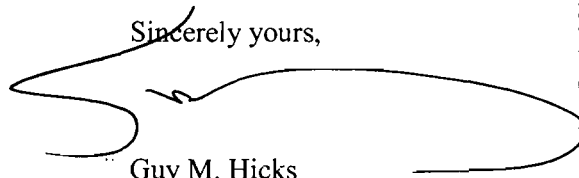
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 06-00072

Dear Chairman Jones:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, AT&T Communications of the South Central States, 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 May 22, 2002. The Amendment adds Virtual Collocation rates to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Bill Peacock, AT&T Communications of the South Central States, LLC
Chief Commercial Attorney, AT&T Communications of the South Central States, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, LLC 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 AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, AT&T Communications of the South Central States, LLC ("AT&T") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated May 22, 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, AT&T and BellSouth state the following:

1. AT&T 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 AT&T. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 19, 2002.

2. The parties have recently negotiated an Amendment to the Agreement. The Amendment adds Virtual Collocation 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, AT&T 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 AT&T 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. AT&T 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.

AT&T and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 14th day of Feb., 2006.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

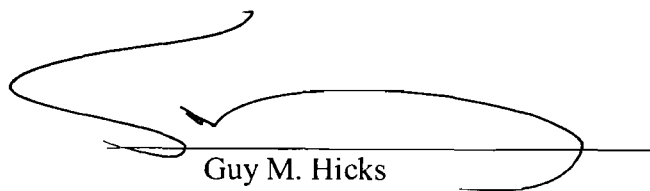
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 14th day of Feb., 2006:

Bill Peacock
AT&T Communications of the
South Central States, LLC
1200 Peachtree St., N.E.
Suite 12254
Atlanta, GA 30309

Chief Commercial Attorney
AT&T Communications of the
South Central States, LLC
1200 Peachtree St., N.E.
Suite 8100
Atlanta, GA 30309


Guy M. Hicks

**TWELFTH AMENDMENT
AMENDMENT TO THE AGREEMENT
BETWEEN
AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
TENNESSEE
DATED MAY 22, 2002**

Pursuant to this Amendment, (the "Amendment"), AT&T Communications of the South Central States, LLC ("AT&T"), 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 22, 2002 ("Agreement") to be effective upon the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and AT&T entered into the Agreement on May 22, 2002, and;

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 add new Virtual Collocation Rates to Exhibit B, Attachment 4, reflected in Exhibit I, attached hereto and incorporated herein.
2. All of the other provisions of the Agreement, dated May 22, 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

Signature Page

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

BELLSOUTH TELECOMMUNICATIONS, INC.

By: [Signature]

Name: Kristen E. Shore

Title: Director

Date: 1/18/06

AT&T COMMUNICATIONS OF THE
SOUTH CENTRAL STATES, LLC

By: [Signature]

Name: Bill C. Peacock

Title: Director - Global Access Management

Date: 1/18/06

Version: Generic Amendment Template

[CCCS Amendment 2 of 4]

COLLOCATION - Tennessee											Attachment 4 Exh B					
CATEGORY	RATE ELEMENTS	Inter 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	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
VIRTUAL COLLOCATION																
	Application															
	Virtual Collocation - Application Fee			AMTFS	EAF		2 633 00						2 07	2 81	0 67	1 41
	Virtual Collocation - Co-Carrier Cross Connects/Direct Connect, Application Fee per application			AMTFS	VE1CA		585 09									
	Virtual Collocation Administrative Only - Application Fee			AMTFS	VE1AF		743 25									
	Space Preparation															
	Virtual Collocation - Floor Space, per sq ft			AMTFS	ESPVX	3 91										
	Power															
	Virtual Collocation - Power, per fused amp			AMTFS	ESPAX	6 79										
	Cross Connects (Cross Connects, Co-Carrier Cross Connects, and Ports)															
	Virtual Collocation - 2-wire cross-connect, loop, provisioning			UEANL, UEA, UDN, UAL, UHL, UCL, UEQ, UNCVX, UNCDX, UNCNX	UEAC2	0 57	11 62	9 90	10 38	8 66		2 07	2 81	0 67	1 41	
	Virtual Collocation - 4-wire cross-connect, loop, provisioning			UEA, UHL, UCL, UDL, UNCVX, UNCDX	UEAC4	0 57	11 81	10 04	10 44	8 67		2 07	2 81	0 67	1 41	
	Virtual collocation - Special Access & UNE, cross-connect per DS1			ULR, UXTD1, UNC1X, ULDD1, U1TD1, USLEL, UNLD1, USL, UEPEX, UEPOX	CNC1X	1 32	32 22	17 76	10 46	8 75		2 07	2 81	0 67	1 41	
	Virtual collocation - Special Access & UNE, cross-connect per DS3			USL, UE3, U1TD3, UXTS1, UXTD3, UNC3X, UNCSX, ULDD3, U1TS1, ULDS1, UDLX, UNLD3	CND3X	12 32	29 97	16 30	12 03	8 99		2 07	2 81	0 67	1 41	
	Virtual Collocation - 2-Fiber Cross Connects			UDL12, UDLO3, U1T48, U1T12, U1TO3, ULDO3, ULD12, ULD48, UDF	CNC2F	3 03	41 56	29 82	12 96	10 34		2 69	2 69	1 56	1 56	
	Virtual Collocation - 4-Fiber Cross Connects			UDL12, UDLO3, U1T48, U1T12, U1TO3, ULDO3, ULD12, ULD48, UDF	CNC4F	6 06	50 53	38 78	16 97	14 35		2 69	2 69	1 56	1 56	
	Virtual Collocation - Co-Carrier Cross Connects/Direct Connect - Fiber Cable Support Structure, per linear foot per cable			AMTFS	VE1CB	0 0013										
	Virtual Collocation - Co-Carrier Cross Connects/Direct Connect - Copper/Coax Cable Support Structure, per linear foot, per cable			AMTFS	VE1CD	0 0019										
	Virtual Collocation 2-Wire Cross Connect Port			UEPSX, UEPSB, UEPSE, UEPSP, UEPSR, UEP2C	VE1R2	0 57	11 62	9 90	10 38	8 66		20 35	10 54	13 32	1 40	
	Virtual Collocation 4-Wire Cross Connect, Port			UEPDD, UEPEX	VE1R4	0 57	11 81	10 04	10 44	8 67		20 35	10 54	13 32	1 40	
CFA	Virtual Collocation - CFA Information Resend Request, per Premises, per Arrangement, per request			AMTFS	VE1QR		77 67									
	Cable Records															
	Virtual Collocation Cable Records - per request			AMTFS	VE1BA		1 711 00									
	Virtual Collocation Cable Records - VG/DS0 Cable, per cable record			AMTFS	VE1BB		925 06									
	Virtual Collocation Cable Records - VG/DS0 Cable, per each 100 pair			AMTFS	VE1BC		18 05									

COLLOCATION - Tennessee											Attachment 4 Exh B					
CATEGORY	RATE ELEMENTS	Inter 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	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
	Virtual Collocation Cable Records - DS1, per T1TIE			AMTFS	VE1BD		8.45									
	Virtual Collocation Cable Records - DS3, per T3TIE			AMTFS	VE1BE		29.57									
	Virtual Collocation Cable Records - Fiber Cable, per 99 fiber records			AMTFS	VE1BF		279.42									
	Virtual Collocation Cable Records - CAT 5/RJ45			AMTFS	VE1B5		8.45									
	Security															
	Virtual collocation - Security escort - basic time, normally scheduled work hours			AMTFS	SPTBX		33.15	20.44					2.07	2.81	0.67	1.41
	Virtual collocation - Security escort, overtime, outside of normally scheduled work hours on a normal working day			AMTFS	SPTOX		41.50	25.61					2.07	2.81	0.67	1.41
	Virtual collocation - Security escort, premium time, outside of a scheduled work day			AMTFS	SPTPX		49.86	30.79					2.07	2.81	0.67	1.41
	Maintenance															
	Virtual collocation - Maintenance in CO - Basic, per half hour			AMTFS	CTRLX		30.64						2.07	2.81	0.67	1.41
	Virtual collocation - Maintenance in CO - Overtime, per half hour			AMTFS	SPTOM		35.77						2.07	2.81	0.67	1.41
	Virtual collocation - Maintenance in CO - Premium per half hour			AMTFS	SPTPM		40.90						2.07	2.81	0.67	1.41
	Entrance Cable															
	Virtual Collocation - Cable Installation Charge - per cable			AMTFS	ESPCX		1,749.00						2.07	2.81	0.67	1.41
	Virtual Collocation - Cable Support Structure, per cable			AMTFS	ESPSX		17.87									