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**BellSouth Telecommunications, Inc.**  
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Nashville, TN 37201-3300

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**Guy M. Hicks**  
General Counsel  
**T.R.A. DOCKET ROOM**  
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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

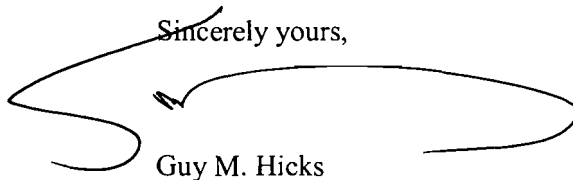
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TCG MidSouth, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 06-00043

Dear Chairman Jones:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, TCG MidSouth, 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 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, TCG MidSouth, Inc.  
Chief Commercial Attorney, TCG MidSouth, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TCG MidSouth, 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 TCG MIDSOUTH, INC.**  
**PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, TCG MidSouth, Inc. ("TCG") 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, TCG and BellSouth state the following:

1. TCG 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 TCG. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") by Order dated September 20, 2002.

2. The parties have recently negotiated an Amendment to the Agreement which 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, TCG and BellSouth are submitting their Amendment to the TRA for its consideration and

approval. The Amendment provides that either or both of the parties are 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 TCG 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. TCG 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 approved pursuant to 47 USC Section 252.

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

This 14<sup>th</sup> day of Feb., 2006.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

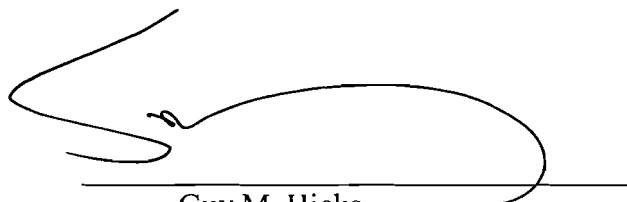
Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth

### 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 14<sup>th</sup> day of Feb., 2006:

Bill Peacock  
TCG MidSouth, Inc.  
1200 Peachtree Street, NE  
Suite 12254  
Atlanta, GA 30309

Chief Commercial Attorney  
TCG MidSouth, Inc.  
Legal Department  
1200 Peachtree Street, NE  
Suite 8100  
Atlanta, GA 30309

  
Guy M. Hicks

**TWELFTH AMENDMENT  
AMENDMENT TO THE AGREEMENT  
BETWEEN  
TCG MIDSOUTH, INC.  
AND  
BELLSOUTH TELECOMMUNICATIONS, INC.  
TENNESSEE  
DATED MAY 22, 2002**

Pursuant to this Amendment, (the "Amendment"), TCG MidSouth, Inc. ("TCG"), 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").

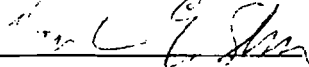
WHEREAS, BellSouth and TCG entered into the Agreement on May 22, 2002, and;

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: Name: Kristen E. ShoreTitle DirectorDate 1/18/06**TCG MidSouth, Inc.**By: Name: Bill C. PeacockTitle: Director - Global Access ManagementDate: 1/18/06

Version Generic Amendment Template

[CCCS Amendment 2 of 4]

| COLLOCATION - Tennessee |  |            |      |   |       |           |                       |       |                       |   |   |  |   |  |  |
|-------------------------|--|------------|------|---|-------|-----------|-----------------------|-------|-----------------------|---|---|--|---|--|--|
| CATEGORY                | RATE ELEMENTS  | Inter<br>m | Zone | BCS   | USOC  | RATES(\$) |                       |       |                       | Svc Order<br>Submitted<br>Elec<br>per LSR | Svc Order<br>Submitted<br>Manually<br>per LSR | Attachment 4 Exh B   |   |  |  |
|                         |  |            |      |   |       |           |                       |       |                       |   |   | Incremental<br>Charge -<br>Manual Svc<br>Order vs.<br>Electronic-<br>1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs<br>Electronic-<br>Add'l | Incremental<br>Charge -<br>Manual Svc<br>Order vs<br>Electronic-<br>Disc 1st | Incremental<br>Charge -<br>Manual Svc<br>Order vs<br>Electronic-<br>Disc Add'l |
|                         |  |            |      |   |       | Rec       | Nonrecurring<br>First | Add'l | Nonrecurring<br>First | Disconnect<br>Add'l                       |   | OSS Rates(\$)  |   |  |  |
|                         |  |            |      |   |       |           |                       |       |                       |   |   | SOMECH   | 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,<br>UAL, UHL, UCL,<br>UEQ, UNCVX,<br>UNCXD, 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,<br>UDL, UNCVX,<br>UNCXD  | 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,<br>UNC1X, ULDD1,<br>U1TD1, USLEL,<br>UNLD1, USL,<br>UEPEX, UEPDx                  | 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,<br>UXTS1, UXTD3,<br>UNC3X, UNCSX,<br>ULDD3, U1TS1,<br>ULDS1, UDLSX,<br>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,<br>U1T48, U1T12,<br>U1TO3, ULDO3,<br>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,<br>U1T48, U1T12,<br>U1TO3, ULDO3,<br>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,<br>UEPSE, UEPSP,<br>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 par   |            |      | AMTFS   | VE1BC |           | 18.05                 |       |                       |   |   |  |   |  |  |

| COLLOCATION - Tennessee |   |         |      |       |       |           |                    |       |                               |                                  |                                      |  |   |  |  |
|-------------------------|---|---------|------|-------|-------|-----------|--------------------|-------|-------------------------------|----------------------------------|--------------------------------------|--|---|--|--|
| CATEGORY                | RATE ELEMENTS   | Interim | Zone | BCS   | USOC  | RATES(\$) |                    |       |                               | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Attachment 4 Exh 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 |
|                         |   |         |      |       |       | Rec       | Nonrecurring First | Add'l | Nonrecurring Disconnect First | Add'l                            | SOMECSOMAN                           | OSS Rates(\$)  |   |  |  |
|                         |   |         |      |       |       |           |                    |       |                               |                                  |                                      | 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               |       |                               |                                  |                                      |  |   |  |  |
| <b>Security</b>         |   |         |      |       |       |           |                    |       |                               |                                  |                                      |  |   |  |  |
|                         | 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   |
| <b>Maintenance</b>      |   |         |      |       |       |           |                    |       |                               |                                  |                                      |  |   |  |  |
|                         | 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   |
| <b>Entrance Cable</b>   |   |         |      |       |       |           |                    |       |                               |                                  |                                      |  |   |  |  |
|                         | 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     |                    |       |                               |                                  |                                      |  |   |  |  |