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BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

guy.hicks@bellsouth.com

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

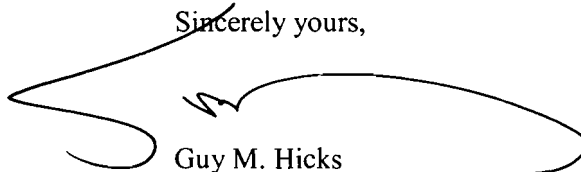
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and ALLTEL Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 06-00044

Dear Chairman Jones:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, ALLTEL 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 August 29, 2004. The Amendment adds rates for additional USOCs to Exhibit A of Attachment 2 to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Director-Negotiations, ALLTEL Communications, Inc.
Legal Department, ALLTEL 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 ALLTEL 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 ALLTEL COMMUNICATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, ALLTEL Communications, Inc. ("ALLTEL") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated August 29, 2004 (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, ALLTEL and BellSouth state the following:

1. ALLTEL 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 ALLTEL. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on November 8, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which adds rates for additional USOCs to Exhibit A of Attachment 2 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, ALLTEL 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 ALLTEL 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. ALLTEL 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.

ALLTEL 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: 

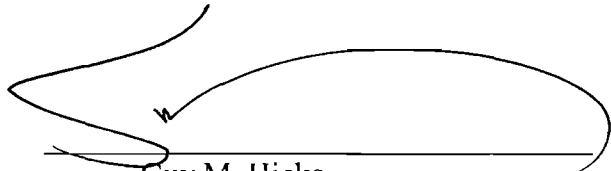
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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:

ALLTEL Communications, Inc.
Attn: Director-Negotiations
One Allied Drive
Mailstop: B5F04-D
Little Rock, AR 72202

ALLTEL Communications, Inc.
Legal Department
One Allied Drive
Mailstop: B5F11-C
Little Rock, AR 72202


Guy M. Hicks

**Amendment to the Agreement
Between
ALLTEL Communications, Inc. (ACI)
and
BellSouth Telecommunications, Inc.
Dated August 29, 2004**

Pursuant to this Amendment, (the "Amendment"), ALLTEL Communications, Inc. (ACI) ("ALLTEL"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 29, 2004 ("Agreement") to be effective upon the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and ALLTEL entered into the Agreement on August 29, 2004, 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 the rates to Exhibit A of Attachment 2, as set forth in Exhibit A of this Agreement attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated August 29, 2004, 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 Rowe

Title: Director

Date: 10/5/05

ALLTEL Communications, Inc. (ACT)

By: 

Name: MICHAEL D. Rhoda

Title: VP - Wireline Wholesale & Regulatory

Date: 10-05-05

UNBUNDLED NETWORK ELEMENTS - Alabama													Attachment: 2 Exh A			
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										

UNBUNDLED NETWORK ELEMENTS - Florida											Attachment. 2 Exh A						
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		Nonrecurring Disconnect		OSS Rates(\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		24 97	3 52							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26 46	5 01							

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2 Exh A			
CATEGORY	RATE ELEMENTS		Inten 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		Nonrecurring Disconnect		OSS Rates(\$)					
								First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN	
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		25 06	3 53								
		Unbundled Miscellaneous Rate Element Switch-As-is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26 55	5 03								

UNBUNDLED NETWORK ELEMENTS - Kentucky														Attachment 2 Exh A			
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		Nonrecurring Disconnect		OSS Rates(\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		24.96	3.52							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26.44	5.01							

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment 2 Exh A			
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		Nonrecurring Disconnect		OSS Rates(\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
OTHER																	
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		24 98	3 52							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26 47	5 01							

UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment: 2 Exh A			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
	OTHER																
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		25 01	3 53							
	Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet					UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		26 50	5 02							

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment. 2 Exh A			
CATEGORY	RATE ELEMENTS			Interi 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	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	OSS Rates(\$)				
													SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
OTHER																	
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES1		25 05	3 53							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet				UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26 55	5 03							

UNBUNDLED NETWORK ELEMENTS - South Carolina													Attachment 2 Exh A			
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		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOMECS	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																
	OTHER															
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES		24 88	3 51							
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet			UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URESP		26 37	4 99							

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment 2 Exh A									
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 First	Disconnect Add'l	SOME C	SOMAN	OSS Rates(\$)							
																SOMAN	SOMAN	SOMAN					
UNBUNDLED EXCHANGE ACCESS LOOP																							
	OTHER																						
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Single LSR						UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES L		23 42	3 30											
		Unbundled Miscellaneous Rate Element Switch-As-Is Conversion Rate per UNE-Loop, Spreadsheet						UEA, UDL, USL, NTCVG, NTCUD, NTCD1	URES P		24 82	4 70											