

BellSouth Telecommunications, Inc.
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Nashville, TN 37201-3300

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Guy M. Hicks
General Counsel

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September 26, 2006

VIA HAND DELIVERY

Hon. Sara Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

filed electronically in docket office on 09/25/06

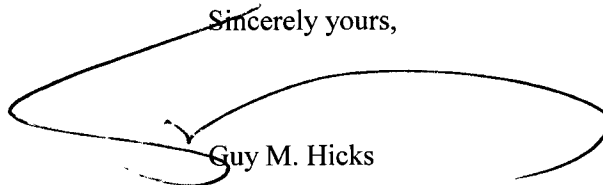
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TelCove Operations, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 06-00243

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, TelCove Operations, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original plus six paper copies and one electronic copy of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated March 30, 2006. The Amendment incorporates into Exhibit B of Attachment 4 of the Agreement the new Physical Collocation and Virtual Collocation elements set forth in Exhibit 1.

Thank you for your attention to this matter.

Sincerely yours,

A large, stylized handwritten signature in black ink, appearing to be "Guy M. Hicks".

Guy M. Hicks

cc: James E. Means, Esq., Vice President & General Counsel, TelCove Operations, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TelCove Operations, 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 TELCOVE OPERATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, TelCove Operations, Inc. ("TelCove") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated March 30, 2006 (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, TelCove and BellSouth state the following:

1. TelCove 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 TelCove. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on May 15, 2006.

2. The parties have recently negotiated an Amendment to the Agreement which incorporates into Exhibit B of Attachment 4 of the Agreement the new Physical Collocation and Virtual Collocation elements set forth in Exhibit 1. 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, TelCove 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 TelCove 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. TelCove 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.

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

This 26th day of Sept., 2006.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

Guy M. Hicks

333 Commerce Street, Suite 2101

Nashville, Tennessee 37201-3300

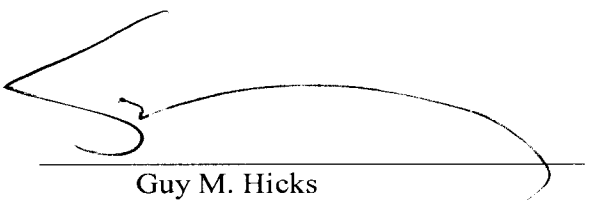
(615) 214-6301

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 26th day of Sept., 2006:

James E. Means, Esq,
Vice President & General Counsel
TelCove Operations, Inc.
121 Champion Way
Canonsburg, PA 15317


Guy M. Hicks

**Amendment to the Agreement
Between
TelCove Operations, Inc.
and
BellSouth Telecommunications, Inc.
Dated March 30, 2006**

Pursuant to this Amendment, (the "Amendment"), TelCove Operations, Inc. a Delaware corporation on behalf of itself and its certified operating affiliates identified in Part A of the Interconnection Agreement between the Parties dated March 30, 2006 (Agreement) (collectively referred to as TelCove), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

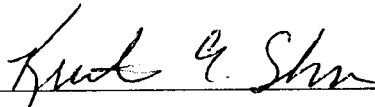
WHEREAS, BellSouth and TelCove entered into the Agreement on March 30, 2006, and;

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 hereby agree to incorporate into Exhibit B of Attachment 4 of the Agreement the new Physical Collocation and Virtual Collocation elements set forth in Exhibit 1, attached hereto and thereby incorporated into this Amendment.
2. All of the other provisions of the Agreement, dated March 30, 2006, 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.

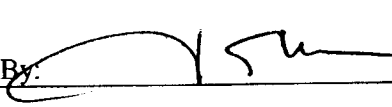
By: 

Name: Kristen E. Shore

Title: Director

Date: 8/14/06

TelCove Operations, Inc.

By: 

Name: James Means

Title: Secretary

Date: 7/14/06

COLLOCATION - North Carolina														
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 4		Exhibit: B	
					Rec	Nonrecurring		Disconnect Add'l	SOMEK	SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l
						First	Add'l							

