

BellSouth Telecommunications, Inc.

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November 28, 2006

VIA HAND DELIVERY

filed electronically 11/28/06 @ 3:09 pm

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

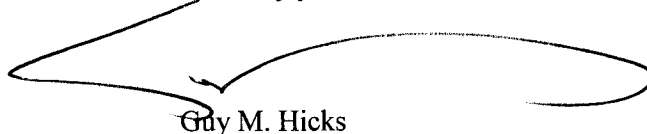
Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and AT&T Communications of the South Central States, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 06-00296

Dear Chairman Kyle:

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 six paper copies and one electronic copy of the attached Petition for Approval of the Amendments to the Interconnection Agreement dated March 14, 2006. The first Amendment modifies the Notice provision in the Agreement and the second Amendment relates to HDSL circuits.

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
Michelle Bourianoff, Senior Attorney, AT&T Communications of the South Central States, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendments 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
AMENDMENTS 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 Amendments to the Interconnection Agreement dated March 14, 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, 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 filed with the Tennessee Regulatory Authority ("TRA") on April 11, 2006 in Docket No. 06-00096.
2. The parties have recently negotiated two Amendments to the Agreement. The first Amendment modifies the Notice provision in the Agreement and the second Amendment relates to HDSL circuits. Copies of the Amendments are 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 Amendments to the TRA for its consideration and approval. The Amendments provide 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 Amendments 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 Amendments are 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 Amendments negotiated between the parties.

This 28th day of Nov., 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 Amendments to the Interconnection Agreement on the following via United States Mail on the 28th day of Nov., 2006:

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

Senior Attorney
Michelle Bourianoff
919 Congress
Suite 900
Austin, TX 78701-2444


Guy M. Hicks

**Third
Amendment to the Agreement
Between
AT&T Communications of the South Central States, LLC
and
BellSouth Telecommunications, Inc.
Dated March 14, 2006
Tennessee**

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 March 14, 2006 (Agreement) to be effective the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and AT&T entered into the Agreement on March 14, 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 agree to modify Section 17, Notices of the General Terms and Conditions as follows:

Delete:

Chief commercial Attorney
AT&T
Legal Department
1230 Peachtree St NE
Fourth Floor
Atlanta, GA 30309

Replace with:

Senior Attorney
Michelle Bourianoff
919 Congress
Suite 900
Austin, TX 78701-2444

2. All of the other provisions of the Agreement, dated March 14, 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: 11/1/06

**AT&T Communications of the South
Central States, LLC**

By: 

Name: Bill C. Peacock

Title: Director - GAM

Date: 9/8/06

**FOURTH AMENDMENT
TO THE
AGREEMENT BETWEEN
AT&T COMMUNICATIONS OF THE SOUTH CENTRAL STATES, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
TENNESSEE
DATED MARCH 14, 2006**

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 March 14, 2006, ("Agreement") to be effective the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and AT&T entered into the Agreement on March 14, 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 agree to add Section 2.3.5.1 of Attachment 2 as follows:
 - 2.3.5.1 AT&T's existing HDSL capable loops as of the effective date of this Amendment will be grandfathered under the Agreement until the earlier of: (1) the date AT&T converts the existing HDSL capable loop to another service; or (2) the expiration/termination date of the Agreement. No new HDSL capable loops may be ordered in those wire centers that have been deemed as unimpaired.
2. All of the other provisions of the Agreement dated March 14, 2006 shall remain unchanged and 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. However, by doing so, the Parties are not waiving their right to oppose approval of this Amendment under Section 252(e)(2) or to seek judicial review of the rates contained herein.

General Terms and Conditions
Signature Page

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

BellSouth Telecommunications, Inc.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 10/2/02

**AT&T Communications of the South
Central States, LLC**

By: Bill C. Peacock

Name: Bill C. Peacock

Director – Local Services &
Title: Access Management

Date: 10/2/02

HDSL Amendment
TN

[CCCS Amendment 2 of 2]

[CCCS Amendment 2 of 2]