

**BellSouth Telecommunications, Inc.**

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**Guy M. Hicks**

General Counsel

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filed electronically in docket office on 01/16/07

January 16, 2007

VIA HAND DELIVERY

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

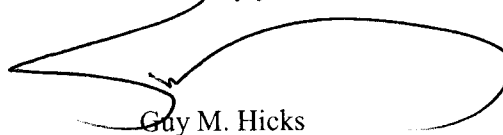
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Excel Telecommunications Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 07-00028

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Excel Telecommunications 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 June 22, 2003. The Amendment changes the name of the company to Comtel Telecom Assets LP d/b/a Excel Telecommunications.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Travis Galt, Excel Telecommunications, Inc.  
Michael G. Hoffman, Chief Legal Officer, Excel Telecommunications, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

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

COME NOW, Excel Telecommunications ("Excel") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 22, 2003 (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, Excel and BellSouth state the following:

1. Excel 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 Excel. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on May 10, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which changes the name of the company to Comtel Telcom Assets LP d/b/a Excel Telecommunications. 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, Excel 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 Excel 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. Excel 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.

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

This 16<sup>th</sup> day of Jan., 2007.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

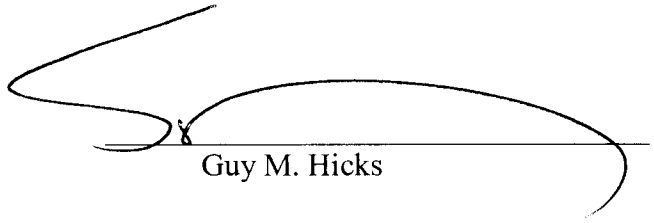
Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth

### 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 16<sup>th</sup> day of Jan., 2007:

Travis Galt  
Excel Telecommunications, Inc.  
LEC Services  
1600 Viceroy Drive  
Dallas, TX 75235

Michael G. Hoffman  
Chief Legal Officer  
Excel Telecommunications, Inc.  
1600 Viceroy Drive  
Dallas, TX 74235

  
Guy M. Hicks

**Amendment to the Interconnection Agreement**  
**Between**  
**Comtel Telecom Assets LP d/b/a Excel Telecommunications and**  
**BellSouth Telecommunications, Inc.**  
**Dated 6/22/2003**

This Amendment is entered into by and between Comtel Telecom Assets LP d/b/a Excel Telecommunications (hereinafter "Excel") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between Excel Telecommunications, Inc. and BellSouth dated 6/22/2003 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment.

Whereas, Excel Telecommunications, Inc. was a debtor in bankruptcy proceedings before the United States Bankruptcy Court for the Northern District of Texas, Dallas Division, Chapter 11, Case No. 04-81694-HDH-11.

Whereas, Pursuant to the "*Stipulation and Order for Assumption and Assignment of Executory Contracts, and Related Cure, Among (I) The Debtor, (II) BellSouth Telecommunications, Inc., and (III) Comtel Telecom Assets LP, and Settlement of Adversary Proceeding No. 05-3233*" ("Stipulation"), dated August 22, 2005, these parties agreed and the U.S. Bankruptcy Court ordered: (a) That pursuant to section 365 of the Bankruptcy Code, effective as Final Closing Date, each of the BellSouth Agreements (defined to include all Interconnection Agreements) shall be deemed assumed by the Debtors and assigned to Comtel; and (b) BellSouth agrees that, as of the Final Closing Date, all applicable requirements for the assumption and assignment of the BellSouth Agreements will be deemed satisfied.

Whereas, BellSouth and Comtel Telecom Assets LP d/b/a Excel Telecommunications wish to memorialize that all Parties to this Amendment agree and acknowledge that the Interconnection Agreement dated June 22, 2003 previously executed between BellSouth Telecommunications, Inc. and Excel Telecommunications, Inc., and any and all rights and/or obligations set forth therein related to Excel Telecommunications, Inc., have been assumed and assigned by Comtel Telecom Assets LP d/b/a Excel Telecommunications.

WHEREAS, as a result of the assumption and assignment, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

NOW, THEREFORE, in consideration of the mutual promises and covenants 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 extend the term of the Interconnection Agreement by ninety (90) days following the date of the last signature of this Amendment. Other than the modification of the expiration date as described in this Amendment, all provisions in Section 2 of the General Terms and Conditions of the Agreement relating to the term and termination of the Interconnection Agreement remain in full force and effect.

2. The name of Excel Telecommunications, Inc., a Texas corporation, in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with Comtel Telcom Assets LP d/b/a Excel Telecommunications, a trade name of Comtel Telcom Assets LP, a Texas Limited Partnership ("Excel").

3. All of the other provisions of the Interconnection Agreement, dated 6/22/2003, shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

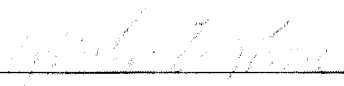
IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

**Comtel Telcom Assets LP d/b/a Excel  
Telecommunications, a trade name of  
Comtel Telcom Assets LP**

By:

By Its General Partner: Comtel Telcom  
Assets Inc:

  
\_\_\_\_\_  
Name: Kristen Shore

  
\_\_\_\_\_  
Name: Jerry Ou

Title: Director

Title: Chief Operating Officer

Date:   
\_\_\_\_\_

Date: December 8, 2006  
\_\_\_\_\_