

BellSouth Telecommunications, Inc.

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Guy M. Hicks
General Counsel

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April 30, 2007

VIA HAND DELIVERY

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

filed electronically in docket office on 05/01/07

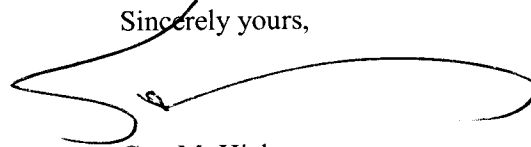
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Time Warner Telecom of the Mid-South LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 07-00102

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Time Warner Telecom of the Mid-South LLC 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 July 30, 2006. The Amendment modifies the Notice Provision in the Interconnection Agreement.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to be "Guy M. Hicks", written over the typed name.

Guy M. Hicks

cc: Tina Davis, Vice President and Deputy General Counsel, Time Warner Telecom
Carolyn Marek, Vice President Regulatory, Southeast, Time Warner Telecom

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Time Warner Telecom of the Mid-South LLC 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 TIME WARNER TELECOM OF THE MID-SOUTH LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Time Warner Telecom of the Mid-South LLC ("Time Warner") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated July 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, Time Warner and BellSouth state the following:

1. Time Warner 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 Time Warner. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 23, 2006.

2. The parties have recently negotiated an Amendment to the Agreement which modifies the Notice provision in 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, Time Warner 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 Time Warner 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. Time Warner and BellSouth aver that the Amendment is consistent with the standards for approval.

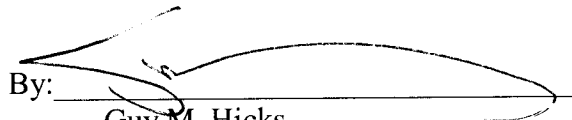
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

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

This 30 day of April, 2007.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

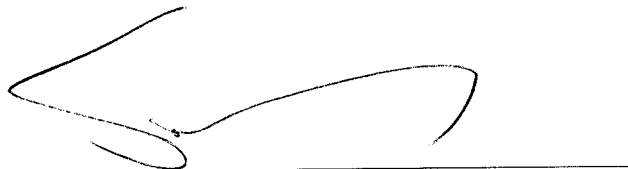
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 30 day of April, 2007:

Tim Davis
Vice President and Deputy
General Counsel
Time Warner Telecom
10475 Park Meadow Drive
Littleton, CO 80124

Carolyn Marek
Vice President Regulatory, Southeast
Time Warner Telecom
233 Bramerton Court
Franklin, TN 37069


Guy M. Hicks

**Amendment to the Agreement
Between
Time Warner Telecom of Georgia, L. P.
and
BellSouth Telecommunications, Inc.
Dated July 30, 2006**

Pursuant to this Amendment, (the "Amendment"), Time Warner Telecom of Georgia, L. P. (TWTC), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated July 30, 2006 (Agreement) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and TWTC entered into the Agreement on July 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 agree to delete and replace in its entirety Section 19.1 of the General Terms and Conditions as follows:

19.1 With the exception of certain billing notices, governed by Attachment 7, every notice, consent or approval of a legal nature, required or permitted by this Agreement shall be in writing and shall be delivered either by hand, by overnight courier or by certified US mail postage prepaid, and email if an email address is listed below, addressed to:

BellSouth Telecommunications, Inc.

BellSouth Local Contract Manager
600 North 19th Street, 10th floor
Birmingham, AL 35203

And

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

Time Warner Telecom Holdings, Inc.

Tina Davis, Vice President and Deputy General Counsel
10475 Park Meadow Drive
Littleton, CO 80124
Tina.Davis@twtelecom.com

And

Carolyn Ridley, Vice President Regulatory, Southeast
Time Warner Telecom
555 Church Street; Suite 2300
Nashville, TN 37219
Carolyn.Ridley@twtelecom.com

or at such other address as the intended recipient previously shall have
designated by written notice to the other Party.

2. All of the other provisions of the Agreement, dated July 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.

**Time Warner Telecom of Georgia, L.
P.**

**BY: Time Warner Telecom Holdings
Inc., its general Partner**

By: Kristen E. Shore

By: Tina Davis

Name: Kristen E. Shore

Name: Tina Davis

Title: Director

Title: Sr. Vice President Deputy General
Counsel

Date: 4/3/07

Date: 3/12/07