

BellSouth Telecommunications, Inc.

333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

Guy M. Hicks
General Counsel

615 214 6301
Fax 615 214 7406

May 14, 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 05/14/07

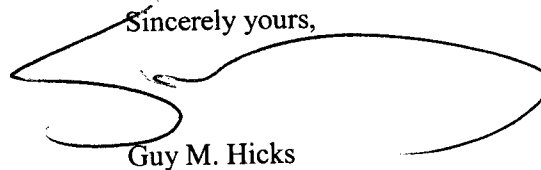
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Memphis Networx, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 07-00113

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Memphis Networx, 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 March 24, 2006. The Amendment adds a provision to the Interconnection Agreement which relates to access to the Loop Qualification System.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Joyce J. Patterson, Memphis Networx, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Memphis Network, 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 MEMPHIS NETWORK, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Memphis Network, LLC ("NTWX") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated effective March 24, 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, NTWX and BellSouth state the following:

1. NTWX 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 NTWX. 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 adds a provision to the Agreement relating to access to the Loop Qualification System. 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, NTWX 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 NTWX 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. NTWX 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.

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

This 14th day of May, 2007.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

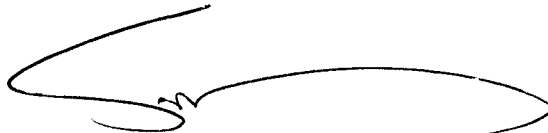
By: 

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 14th day of May, 2007:

Joyce J. Patterson
Memphis Networkx, LLC
7620 Appling Center Drive
Suite 101
Memphis, TN 38133-5074



Guy M. Hicks

**Amendment to the Agreement
Between
Memphis Networkx, LLC
and
BellSouth Telecommunications, Inc.
Dated March 24, 2006**

Pursuant to this Amendment, (the "Amendment"), Memphis Networkx, LLC (NTWX), 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 24, 2006 (Agreement) to be effective the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and NTWX entered into the Agreement on March 24, 2006, and;

WHEREAS, NTWX has requested access to the Loop Qualification System (LQS). LQS was originally designed as an internal tool utilized by BellSouth and Internet Service Providers (ISPs) selling BellSouth Digital Subscriber Line (DSL) Service to determine if a telephone number(s) at a specific service address qualified for BellSouth DSL Service.

1. The Parties agree to add the following language to Attachment 2 of the Agreement:

- 2.10 In consideration of the terms and conditions enumerated below, BellSouth hereby agrees to provide NTWX access to LQS and a bulk list of DSL qualified customers from LQS ("Bulk List") on a nondiscriminatory basis in the same manner that BellSouth may provide to itself when ordering the same service on behalf of its customers.
- 2.10.1 BellSouth makes no claim as to the accuracy or completeness of either LQS or the Bulk List.
- 2.10.2 NTWX is responsible for complying with local, state, and federal law in its use of the Bulk List for the purpose of, but not limited to, marketing of service through direct mail or telemarketing. Furthermore, NTWX hereby agrees to refrain from abusive telemarketing practices.
- 2.10.3 NTWX agrees that it will use the LQS information and the Bulk List and/or any information directly derived from the Bulk List for the sole purpose of qualifying and selling its own DSL services (whether by itself or in a package of other offerings) or BellSouth's wholesale DSL services.
- 2.10.4 NTWX will not use the Bulk List for the purpose of conducting research, marketing, qualifying, or selling products and/or services other than its own DSL services or BellSouth's wholesale DSL services.
- 2.10.5 NTWX will not provide the Bulk List, any portion or portions of the Bulk List, copies of the Bulk List, or any information derived directly

from the Bulk List to others without the prior written consent of the BellSouth.

- 2.10.6 NTWX acknowledges and agrees to the BellSouth's right to revoke and terminate the use of the Bulk List by NTWX. The BellSouth may exercise this right of revocation and/or termination at any time, for any purpose, by oral or written notice to NTWX. In such event, NTWX agrees to immediately destroy or return all copies and/or components of the Bulk List. For purposes of this paragraph, the term "immediately" shall be defined as a period of time not to exceed forty-eight (48) hours.
2. All of the other provisions of the Agreement, dated March 24, 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: 2/19/07

Memphis Network, LLC

By: 

Name: JOYCE J. PATTERSON

Title: Director - Customer Support

Date: 02/06/2007