

BellSouth Telecommunications, Inc.
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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

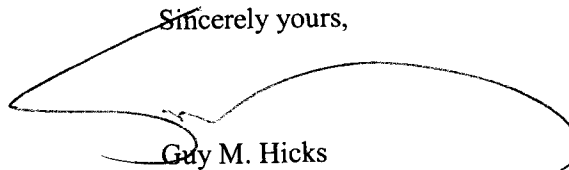
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and VarTec Telecom, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 07-00117

Dear Chairman Kyle:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, VarTec Telecom, 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 December 19, 2001. The Amendment extends the term of the Interconnection Agreement and changes the name of the company.

Thank you for your attention to this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Guy M. Hicks", with a large, sweeping flourish extending from the end of the signature.

Guy M. Hicks

cc: Patricia Zacharie, Legal Counsel, Regulatory Affairs, VarTec Telecom, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and VarTec Telecom, 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 VARTEC TELECOM, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, VarTec Telecom, Inc. ("VarTec") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated effective 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, VarTec and BellSouth state the following:

1. VarTec 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 VarTec. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on June 11, 2002.

2. The parties have recently negotiated an Amendment to the Agreement which extends the term of the Agreement and changes the name of the company. 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, VarTec 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 VarTec 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. VarTec 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.

VarTec 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.

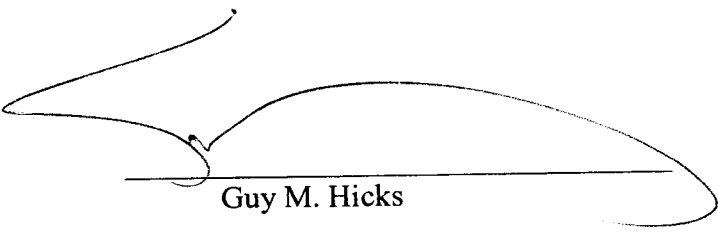
By: 

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:

Patricia Zacharie
Legal Counsel, Regulatory Affairs
VarTec Telecom, Inc.
1600 Viceroy Drive
Dallas, TX 75235


Guy M. Hicks

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

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

Whereas, VarTec Telecom 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 VarTec Telecom 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 VarTec Telecom, Inc., and any and all rights and/or obligations set forth therein related to VarTec Telecom, Inc., have been assumed and assigned by Comtel Telecom Assets LP d/b/a VarTec Telecom, VarTec Solutions and Clear Choice Communications.

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 VarTec Telecom, Inc. ("VarTec"), and for Florida, VarTec Telecom, Inc d/b/a VarTec Telecom and Clear Choice Communications, a Texas corporation ("VarTec") in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with Comtel Telcom Assets LP d/b/a VarTec Telecom; VarTec Solutions and Clear Choice Communications, all trade names of Comtel Telcom Assets LP, a Texas Limited Partnership ("VarTec").

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
VarTec Telecom; Comtel Telcom
Assets LP d/b/a VarTec and Clear
Choice Communications; Comtel
Telcom Assets LP d/b/a VarTec
Solutions, all trade names 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

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