

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

October 5, 2007

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| IN RE: |) | |
| |) | |
| PETITION FOR APPROVAL OF THE RIGHT-OF-WAY, |) | DOCKET NO. |
| CONDUITS AND POLE ATTACHMENTS AGREEMENT |) | 07-00128 |
| BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC. |) | |
| AND LEVEL 3 COMMUNICATIONS, LLC |) | |

**ORDER APPROVING THE RIGHT-OF-WAY, CONDUITS
AND POLE ATTACHMENTS AGREEMENT**

This matter came before Chairman Eddie Roberson, Director Sara Kyle, and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on August 20, 2007 to consider, pursuant to 47 U.S.C. § 252, the Petition for approval of the right-of-way, conduits and pole attachments agreement negotiated between BellSouth Telecommunications, Inc. ("BellSouth") and Level 3 Communications, LLC filed on May 17, 2007.

Based upon a review of the agreement, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors unanimously granted the Petition and made the following findings and conclusions:

- 1) The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 (2004).
- 2) The agreement is in the public interest as it provides consumers with a means for alternative sources of telecommunications services within BellSouth's service area.
- 3) The agreement is not discriminatory to telecommunications service providers that are not parties thereto.


4) 47 U.S.C. § 252(e)(2)(A) provides that a state commission may reject a negotiated agreement only if it “discriminates against a telecommunications carrier not a party to the agreement” or if the implementation of the agreement “is not consistent with the public interest, convenience or necessity.” Unlike negotiated agreements, a state commission may reject an arbitrated agreement on the grounds that the agreement fails to meet the requirements of 47 U.S.C. § 251.¹ The Authority finds that neither ground for rejection of a negotiated agreement exists.

5) No person or entity has sought to intervene in this docket.

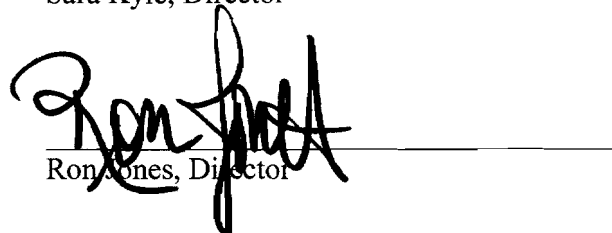
6) The agreement is reviewable by the Authority pursuant to 47 U.S.C. § 252 and Tenn. Code Ann. § 65-4-104 (2004).

IT IS THEREFORE ORDERED THAT:

The Petition is granted, and the right-of-way, conduits and pole attachments agreement negotiated between BellSouth Telecommunications, Inc. and Level 3 Communications, LLC is approved and is subject to the review of the Authority as provided herein.


Eddie Roberson, Chairman


Sara Kyle, Director


Ron Jones, Director

¹ See 47 U.S.C. § 252(e)(2)(B).