



Guy M. Hicks
General Counsel

AT&T Tennessee
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

T: 615.214.6301
F: 615.214.7406
guy.hicks@att.com

July 12, 2007

VIA HAND DELIVERY

filed electronically in docket office on 07/13/07

Hon. Eddie Roberson
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

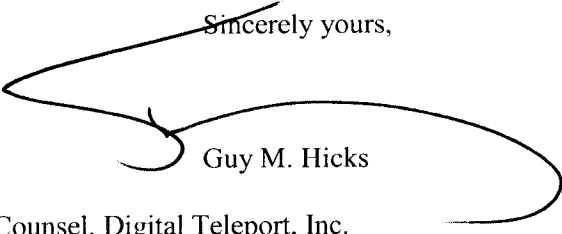
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and CenturyTel Fiber Company II, LLC. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 07-00171

Dear Chairman Roberson:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, CenturyTel Fiber Company II, LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated effective December 15, 2005. The Amendment changes the name of the company to CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyTel Company.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Daniel Davis, General Counsel, Digital Teleport, Inc.
Harry N. Malone, Esquire, Swidler Berlin Shereff Friedman, LLP

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and CenturyTel Fiber Company II, 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 CENTURYTEL FIBER COMPANY II, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, CenturyTel Fiber Company II, LLC ("CTFII") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated effective December 15, 2005 (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, CTFII and BellSouth state the following:

1. CTFII 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 CTFII. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on April 17, 2006.

2. The parties have recently negotiated an Amendment to the Agreement which changes the name of the company to CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyTel 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, CTFII 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 CTFII 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. CTFII 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.

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

This 12th day of July, 2007.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

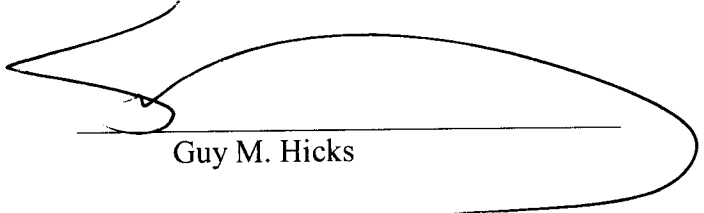
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 12th day of July, 2007:

Daniel Davis
General Counsel
Digital Teleport, inc.
14567 N Outer Forty
Chesterfield, MO 63017

Harry N. Malone, Esquire
Swidler Berlin Shereff Friedman, LLP
30000 K Street, NW, Suite 300
Washington, DC 20007


Guy M. Hicks

**Amendment to the Interconnection Agreement
Between
CenturyTel Fiber Company II, LLC and
BellSouth Telecommunications, Inc.
d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia,
AT&T Kentucky, AT&T Louisiana, AT&T Mississippi,
AT&T North Carolina, AT&T South Carolina and AT&T Tennessee
Dated December 15, 2005**

This Amendment is entered into by and between CenturyTel Fiber Company II, LLC (CTF II) and BellSouth Telecommunications, Inc d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina and AT&T Tennessee ("AT&T") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated December 15, 2005 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment.

WHEREAS, CTF II has changed the name of said business to CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyTel Company (LightCore), a limited liability company.

WHEREAS, 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 name of CenturyTel Fiber Company II, LLC (CTF II) in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with CenturyTel Fiber Company II, LLC d/b/a LightCore, a CenturyTel Company (LightCore).

2. All of the other provisions of the Interconnection Agreement, dated December 15, 2005, shall remain in full force and effect.

3. 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.

4. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.

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

**BellSouth Telecommunications, Inc.
d/b/a AT&T Alabama, AT&T Florida,
AT&T Georgia, AT&T Kentucky,
AT&T Louisiana, AT&T Mississippi,
AT&T North Carolina, AT&T South
Carolina and AT&T Tennessee**

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 5/9/07

**CenturyTel Fiber Company II, LLC
d/b/a LightCore, a CenturyTel
Company**

By: Daniel A. Davis

Name: DANIEL A. DAVIS

Title: VICE PRESIDENT

Date: 5/9/07