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May 22, 2008

VIA HAND DELIVERY

filed electronically in docket office on 05/22/08

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

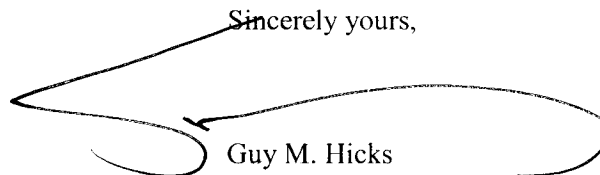
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and TelCove Operations, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 08-00086

Dear Chairman Roberson:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, TelCove Operations, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original plus four paper copies and one electronic copy of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated March 30, 2006. The Amendment extends the Term of the Agreement through December 29, 2011.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: James E. Means, Esq., Vice President & General Counsel, TelCove Operations, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated
by BellSouth Telecommunications, Inc. and TelCove Operations, 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 TELCOVE OPERATIONS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

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

1. TelCove 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 TelCove. 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 extends the term of the agreement through December 29, 2011. 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, TelCove 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 TelCove 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. TelCove 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.

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

This 22 day of May, 2008.

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 22 day of May, 2008:

James E. Means, Esq,
Vice President & General Counsel
TelCove Operations, Inc.
121 Champion Way
Canonsburg, PA 15317


Guy M. Hicks

**AMENDMENT TO EXTEND TERM DATE/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")
AT&T/TELCOVE OPERATIONS, INC.
022908**

**AMENDMENT TO
INTERCONNECTION AGREEMENT UNDER SECTIONS 251 AND 252 OF THE TELECOMMUNICATIONS ACT
OF 1996
BETWEEN
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
AND
TELCOVE OPERATIONS, INC.**

The Interconnection Agreement dated March 30, 2006 by and between 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") and TelCove Operations, Inc. ("TelCove") ("Agreement") effective in the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee is hereby amended as follows:

1. Section 3.1 of the General Terms and Conditions is amended by adding the following section:
 - 3.1.1 Notwithstanding anything to the contrary in this section 3.1, the original expiration date of this Agreement, as modified by this Amendment, will be extended for a period of three (3) years from December 29, 2008 until December 29, 2011 (the "Extended Expiration Date"). The Agreement shall expire on the Extended Expiration Date; provided, however, that during the period from the effective date of this Amendment until the Extended Expiration Date, the Agreement may be terminated earlier either by written notice from TelCove, by AT&T pursuant to the Agreement's early termination provisions, or by mutual agreement of the parties.
2. TelCove acknowledges and agrees that it will promptly amend the Agreement to reflect future changes of law as and when they may arise.
3. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
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.
5. This Amendment shall be filed with and is subject to approval by the Commission(s) and shall become effective on the date of the last signature executing the Amendment.

AMENDMENT TO EXTEND TERM DATE/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")
AT&T/TELCOVE OPERATIONS, INC.
022908

TelCove Operations, Inc.

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: _____	By: _____
Name: <u>Jamie Mayer</u> (Print or Type)	Name: Kristen E. Shore
Title: <u>Senior Director, Interconnection Services</u> (Print or Type)	Title: Director
Date: <u>3-10-08</u>	Date: _____

FACILITIES-BASED OCN # _____

ACNA _____

Version: 10/18/07