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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 ACCESS Integrated Networks, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 08-00087

Dear Chairman Roberson:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, ACCESS Integrated Networks, 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 October 10, 2004. The Amendment provides for Birch Telecom of the South, now a certified operating affiliate of Access Integrated Networks, to be added to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Tom Wright, ACCESS Integrated Networks, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and ACCESS Integrated Networks, 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 ACCESS INTEGRATED NETWORKS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, ACCESS Integrated Networks, Inc. ("ACCESS Integrated") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated October 10, 2004 (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, ACCESS Integrated and BellSouth state the following:

1. ACCESS Integrated 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 ACCESS Integrated. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on December 13, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which provides for Birch Telecom of the South, now a certified operating affiliate of Access Integrated Networks, to be added to the Agreement. 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, ACCESS Integrated and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is 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 ACCESS Integrated 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. ACCESS Integrated 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.

ACCESS Integrated 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:

Tom Wright
ACCESS Integrated Networks, Inc.
4885 Riverside Drive, Suite 202
Macon, GA 31210

Guy M. Hicks

**Amendment to the Agreement
Between
Access Integrated Networks, Inc.
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 October 10, 2004**

Pursuant to this Amendment, (the "Amendment"), Access Integrated Networks, Inc. ("Access Integrated"), 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," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 10, 2004 ("Agreement") to be effective ten (10) calendar days from the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, AT&T and Access Integrated entered into the Agreement on October 10, 2004, and;

NOW THEREFORE, in consideration of the mutual provisions 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 preamble in the Agreement is deleted and replaced with the following language:

THIS AGREEMENT is made 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"), a Georgia corporation, and Access Integrated Networks, Inc., a Georgia corporation, and its certified operating affiliates, Birch Telecom of the South, Inc. and Birch Telecom of the South, Inc. d/b/a Birch Telecom and d/b/a Birch, (collectively "Access Integrated/Birch"), and shall be effective on the Effective Date, as defined herein. This Agreement may refer to either AT&T or Access Integrated/Birch or both as a "Party" or "Parties".

2. The Parties agree that **AT&T-9STATE** shall be defined as the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

3. The contact information in Section 20.1 is revised as follows:

**Access Integrated Networks, Inc.
Birch Telecom of the South, Inc.**

Sharyl Fowler
Senior Regulatory Analyst
4885 Riverside Drive, Suite 107
Macon, GA 31210
Telephone: 478-476-1165
Facsimile: 478-405-3112

4. All of the other provisions of the Agreement, dated October 10, 2004, shall remain in full force and effect.
5. 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.
6. 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.

Access Integrated Networks, Inc.
 Birch Telecom of the South, Inc.
 Birch Telecom of the South, Inc. d/b/a Birch
 Telecom and d/b/a Birch

By: *V. M. Oddo*
 Name: Vincent M. Oddo
 Title: President & CEO
 Date: 4/7/08

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: 4/8/08

	<u>OCN #</u>	<u>ACNA</u>		<u>OCN #</u>	<u>ACNA</u>
ALABAMA	_____	_____	MISSISSIPPI	_____	_____
FLORIDA	_____	_____	NORTH CAROLINA	_____	_____
GEORGIA	_____	_____	SOUTH CAROLINA	_____	_____
KENTUCKY	_____	_____	TENNESSEE	_____	_____
LOUISIANA	_____	_____			