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June 23, 2008

VIA HAND DELIVERY

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

filed electronically in docket office on 06/24/08

Re:

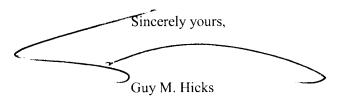
Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.

Docket No. 08-00105

Dear Chairman Roberson:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, BellSouth Long Distance, 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 Amendments to the Interconnection Agreement dated August 17, 2005. The first Amendment relates to Collocation and the second Amendment extends the term of the Agreement.

Thank you for your attention to this matter.



Robert D. Eison, President, BellSouth Long Distance, Inc.

cc:

BEFORE THE TENNESSEE REGULATORY AUTHORITY Nashville, Tennessee

In re:

Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and BellSouth Long Distance, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Docket	No.		
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PETITION FOR APPROVAL OF THE AMENDMENTS TO THE INTERCONNECTION AGREEMENT NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC. AND BELLSOUTH LONG DISTANCE, INC. PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, BellSouth Long Distance, Inc. ("BSLD") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendments to the Interconnection Agreement dated August 17, 2005 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, BSLD and BellSouth state the following:

- 1. BSLD 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 BSLD. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on September 26, 2005.
- 2. The parties have recently negotiated two Amendments to the Agreement. The first amendment relates to collocation and the second amendment extends the term of the Agreement. Copies of the Amendments are attached hereto.
- 3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, BSLD and BellSouth are submitting their Amendments to the TRA for its consideration and

approval. The Amendments provide that either or both of the parties are authorized to submit the Amendments 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 between BellSouth and BSLD 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. BSLD and BellSouth aver that the Amendments 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.

BSLD and BellSouth respectfully request that the TRA approve the Amendments negotiated between the parties.

This 231 day of _______. 2008.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

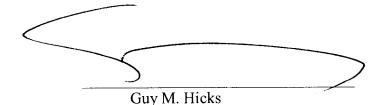
By:

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 Amendments to the Interconnection Agreement on the following via United States Mail on the 23 day of 2008:

Robert D. Eison President BellSouth Long Distance, Inc. 400 Permieter Center Terrace Suite 350 Atlanta, GA 30346



AMENDMENT TO EXTEND TERM DATE/AT&T-9STATE

PAGE 1 of 1 BSLD VERSION - 03/05/08

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
BELLSOUTH LONG DISTANCE, INC.

The Interconnection Agreement dated August 17, 2005 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 BellSouth Long Distance, Inc. ("BSLD") ("Agreement") effective in the state(s) of Alabama, Florida Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee is hereby amended as follows:

- 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.
- 2. Section 2.1 of the General Terms and Conditions is amended by adding the following section:
 - 2.1.1 Notwithstanding anything to the contrary in this section 2.1, the original expiration date of this Agreement, as modified by this Amendment, will be extended for a period of three (3) years from August 16, 2008 until August 16, 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 BSLD, by AT&T pursuant to the Agreement's early termination provisions, or by mutual agreement of the parties.
- 3. BSLD acknowledges and agrees that it will promptly amend the Agreement to reflect future changes of law as and when they may arise.
- 4. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
- 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.
- 6. 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/AT&T-9STATE SIGNATURE PAGE BSLD VERSION - 03/05/08

	ng Distance, Inc.	£	BellSouth Telecommunications, Inc. AT&T Alabama, AT&T Florida, AT&T G AT&T Kentucky, AT&T Louisiana, Mississippi, AT&T North Carolina, AT&T Carolina and AT&T Tennessee By:	eorgia, AT&T
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Date: 4	(Print or Type) 1 23 J ບ &		Date: 5/6/08	····
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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
BELLSOUTH LONG DISTANCE, INC.

The Interconnection Agreement dated August 17, 2005 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 BellSouth Long Distance, Inc. ("BSLD") ("Agreement") effective in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee is hereby amended as follows and will be effective 10 days after the date of the last signature executing the Amendment:

- Attachment 4, Section 5.6 of the interconnection agreement dated August 17, 2005 is amended by adding the following section:
 - 5.6.3 Bits Timing (per circuit) (Optional) AT&T will provide a single sign BSLD from an AT&T timing source to provide synchronization between BSLD's single Network Element and AT&T's equipment.
 - 5.6.4 Timing Interconnection Arrangement (Optional) AT&T will provided Timing leads (1 pair of wires) to the BSLD's dedicated Physical Collocation space.
- 2. Attachment 4, Exhibit E is hereby amended to add the rates in Exhibit 1 attached.
- 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).

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

BellSouth Long Distance, 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: Knot E Show	By: Gill Schil
Name: Kristen Shore	Name: William Schneider
Title: Director	Title: Director - Accounting
Date: 4/24/08	Date: April 16,2008

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Page 3 of 9

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Page 4 of 9

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Version: 09/13/04

Page 5 of 9

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Version: 09/13/04

Page 6 of 9

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Page 7 of 9

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Page 8 of 9

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Page 9 of 9

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Page 2 of 9

Version: 09/13/04

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Page 3 of 9

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VIRTUAL COLLOCATION Entrance Cable

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Page 4 of 9

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Page 5 of 9

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Page 6 of 9

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Page 8 of 9

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VIRTUAL COLLOCATION Entrance Cable

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Page 9 of 9