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September 5, 2008

VIA HAND DELIVERY

electronically filed 9/5/08

Chairman Tre Hargett  
c/o Sharla Dillon, Dockets  
and Records Manager  
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. d/b/a AT&T Tennessee and Time Warner Telecom of the Mid-South LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 08-00167

Dear Chairman Hargett:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Time Warner Telecom of the Mid-South LLC ("Time Warner") and BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee ("AT&T") 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 December 2, 2007. The Amendment changes the name of Time Warner to tw telecom of Tennessee llc (tw telecom).

AT&T and Time Warner respectfully request that the Petition and Amendment be filed, reviewed and considered for approval as expeditiously as possible.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Tina Davis, Vice President and Deputy General Counsel, Time Warner Telecom  
Carolyn Ridley, Vice President Regulatory, Southeast, Time Warner Telecom

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee and Time Warner Telecom of the Mid-South 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.**  
**D/B/A AT&T TENNESSEE AND TIME WARNER TELECOM OF THE MID-**  
**SOUTH LLC PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Time Warner Telecom of the Mid-South LLC ("Time Warner") and BellSouth Telecommunications, Inc., d/b/a AT&T Tennessee ("AT&T"), and file this request for approval of the Amendment to the Interconnection Agreement dated December 2, 2007 (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, Time Warner and AT&T state the following:

1. Time Warner and AT&T have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by AT&T and the resale of AT&T's telecommunications services to Time Warner. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on February 11, 2008.

2. The parties have recently negotiated an Amendment to the Agreement which changes the name of Time Warner to tw telecom of Tennessee llc (tw telecom). 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, Time Warner and AT&T 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 AT&T and Time Warner 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. Time Warner and AT&T aver that the Amendment is consistent with the standards for approval.

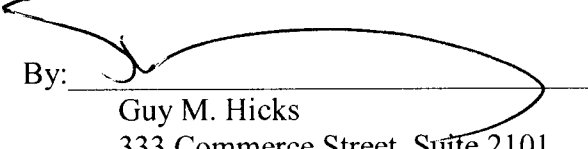
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, AT&T shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

Time Warner and AT&T respectfully request that the TRA approve the Amendment negotiated between the parties.

This 5<sup>th</sup> day of Sept., 2008.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.  
D/B/A AT&T TENNESSEE

By: 

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

#### 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 5<sup>th</sup> day of Sept., 2008:

Tina Davis  
Sr. Vice President and Deputy General Counsel  
Time Warner Telecom  
10475 Park Meadow Drive  
Littleton, CO 80124

Carolyn Ridley  
Vice President Regulatory, Southeast  
Time Warner Telecom  
555 Church Street, Suite 2300  
Nashville, TN 37069

  
Guy M. Hicks

**Amendment to the Interconnection Agreement  
Between  
Time Warner Telecom of the Mid-South 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 02, 2007**

This Amendment is entered into by and between Time Warner Telecom of the Mid-South LLC (TWTC) 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 02, 2007 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment.

WHEREAS, TWTC has changed the name of said business to tw telecom of tennessee llc (tw telecom), a Delaware limited liability company.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct 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 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. The name of Time Warner Telecom of the Mid-South LLC (TWTC) in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with tw telecom of tennessee llc (tw telecom).
3. All of the other provisions of the Interconnection Agreement, dated December 02, 2007, shall remain in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.
5. 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.

tw telecom of tennessee llc  
By: tw telecom holdings inc., its sole member

BellSouth Telecommunications, Inc. d/b/a  
AT&T Tennessee

By: [Signature]

By: [Signature]

Name: [Signature]  
Senior Vice President  
Title: Deputy General Counsel

Name: Kristen E. Shore  
Title: Director

Date: JUL 23 2008

Date: [Signature]

TENNESSEE      OCN #      ACNA