BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

July 17, 2009

| IN RE: |) | |
|---|---|------------|
| |) | |
| PETITION FOR APPROVAL OF THE AMENDMENT |) | DOCKET NO. |
| TO THE PAGING INTERCONNECTION AGREEMENT |) | 09-00085 |
| BETWEEN BELLSOUTH TELECOMMUNICATIONS, |) | |
| INC. D/B/A AT&T TENNESSEE AND METROCALL, INC. |) | |
| | | |

ORDER APPROVING AMENDMENT TO THE PAGING INTERCONNECTION AGREEMENT

This matter came before Chairman Sara Kyle, Director Eddie Roberson and Director Mary W. Freeman of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on July 13, 2009 to consider the Petition for approval of the Amendment to the Paging Interconnection Agreement negotiated between BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee¹ and Metrocall, Inc.² filed on June 16, $2009.^{3}$

Based upon a review of the amendment, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors made findings consistent with those in the Order Approving the Paging Interconnection Agreement issued on January 4, 2006 in Docket No. 05-00280 and unanimously granted the Petition.

IT IS SO ORDERED.

Sara Kyle, Chairman

Eddie Roberson, Director

Mary W. Freeman, Director

¹ The original interconnection agreement was filed with the name BellSouth Telecommunications, Inc. A name change to BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee was approved by the Authority on January 23, 2007 in Docket No. 07-00001.

This amendment modifies the agreement to reflect the name change of the company to USA Mobility Wireless, Inc.

³ The original interconnection agreement was filed and approved in Docket No. 05-00280.