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August 8, 2011

VIA HAND DELIVERY      filed electronically in docket office on 08/08/11

Hon. Eddie Roberson, Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37238

Re:    *Approval of the Amendment to the Interconnection Agreement Negotiated by  
BellSouth Telecommunications, LLC dba AT&T Tennessee and TW Telecom of  
Tennessee, LLC*  
Docket No. 11-00130

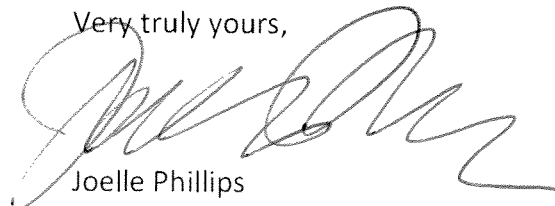
Dear Chairman Roberson:

Enclosed for filing in the referenced docket are the original and one copy of the *Petition for Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, LLC d/b/a AT&T Tennessee and TW Telecom of Tennessee, LLC*.

The Amendment reflects a name change for BellSouth Telecommunications, Inc. to BellSouth Telecommunications, LLC.

AT&T Tennessee respectfully requests that the Authority approve the Agreement.

Very truly yours,



Joelle Phillips

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, LLC dba AT&T Tennessee and TW Telecom of Tennessee LLC*

Docket No. \_\_\_\_\_

**PETITION FOR APPROVAL OF THE INTERCONNECTION AGREEMENT NEGOTIATED  
BETWEEN BELL SOUTH TELECOMMUNICATIONS, LLC  
DBA AT&T TENNESSEE AND TW TELECOM OF TENNESSEE LLC**

COME NOW, TW Telecom of Tennessee LLC ("TW Telecom") and BellSouth Telecommunications, LLC, dba AT&T Tennessee ("AT&T"), and file this request for approval of the Interconnection Agreement (the "Agreement") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, TW Telecom and AT&T state the following:

1. The parties have recently negotiated an Amendment to the Agreement which reflects a name change for BellSouth Telecommunications, Inc. to BellSouth Telecommunications, LLC. A copy of the Amendment is attached hereto and incorporated herein by reference.

2. Pursuant to Section 252(e) of the Telecommunications Act of 1996, TW Telecom and AT&T are submitting their Agreement to the TRA for its consideration and approval.

3. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Agreement between AT&T and TW Telecom 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.

4. TW Telecom and AT&T aver that the Agreement is consistent with the standards for approval.

5. 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.

TW Telecom and AT&T respectfully request that the TRA approve the Agreement negotiated between the parties.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, LLC  
DBA AT&T TENNESSEE

By: 

Joelle Phillips

333 Commerce Street, Suite 2101

Nashville, Tennessee 37201-3300

(615) 214-6311

Attorney for AT&T

**AMENDMENT TO THE AGREEMENT  
BETWEEN  
TW TELECOM OF TENNESSEE LLC  
AND  
BELL SOUTH TELECOMMUNICATIONS, INC. d/b/a AT&T TENNESSEE**

This Amendment (the "Amendment") amends the Interconnection Agreement by and between BellSouth Telecommunications, Inc. d/b/a AT&T Tennessee ("AT&T Tennessee") and tw telecom of tennessee llc ("CLEC").

**WHEREAS**, AT&T Tennessee and CLEC are Parties to an Interconnection Agreement under Sections 251 and 252 of the Communications Act of 1934, as amended (the "Act"), approved February 11, 2008 and as subsequently amended (the "Agreement"); and

**WHEREAS**, BellSouth Telecommunications, Inc. will change its form of organization from a Georgia Corporation to a Georgia Limited Liability Company and wishes to reflect that change as set forth herein.

**NOW, THEREFORE**, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Agreement as follows:

1. The Agreement is hereby amended to reflect the organizational change from BellSouth Telecommunications, Inc. to BellSouth Telecommunications, LLC, which is incorporated herein by this reference into the Agreement.
2. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
3. 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.
4. This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.
5. This Amendment shall be filed with and is subject to approval by the Tennessee Regulatory Authority and shall become effective ten (10) days following approval by such Commission.

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

BellSouth Telecommunications, LLC d/b/a  
AT&T TENNESSEE by AT&T Services, Inc., its  
authorized agent

By: Tina Davis

By: Patrick Doherty

Printed: Tina Davis  
**Senior Vice President**  
**Deputy General Counsel**

Printed: Patrick Doherty

Title: \_\_\_\_\_  
(Print or Type)

Title: Director - Regulatory  
(Print or Type)

Date: 7-21-11

Date: JUL 26 2011

State	Resale OCN	ULEC OCN	CLEC OCN
TENNESSEE	7065	8994	8994

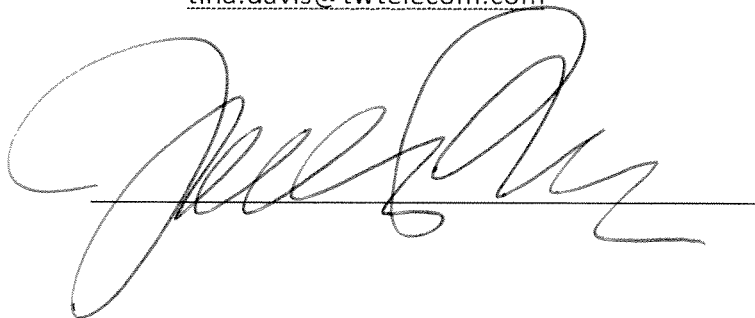
Description	ACNA Code(s)
ACNA(s)	LUW XPC

**CERTIFICATE OF SERVICE**

I hereby certify that on August 8, 2011, a copy of the foregoing document was served on the following, via the method indicated:

- ☐ Hand
- ☐ Mail
- ☐ Facsimile
- ☐ Overnight
- ☒ Electronic

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TW Telecom  
10475 Park Meadows Dr.  
Littleton, CO 80124  
[tina.davis@twtelecom.com](mailto:tina.davis@twtelecom.com)

A handwritten signature in black ink, appearing to read 'Tina Davis', is written over a horizontal line.