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REGULATORY AUTH. May 7, 1999
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OFFICE OF THE
EXECUTIVE SECRETARY

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

VIA HAND DELIVERY

RE: *BellSouth Telecommunications, Inc.'s Tariff to Offer Contract
Service Arrangement TN98-2766-00 for Maximum 13% Discount
on Eligible Tariffed Services*
TRA Docket No. 99-00210

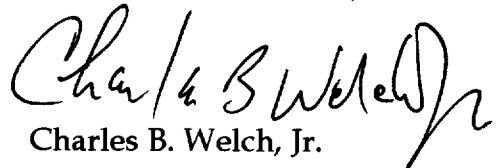
Dear Mr. Waddell:

Enclosed for filing, please find the original plus thirteen (13) copies of the Amended Petition to Intervene and Complaint for a Contested Case Proceeding filed on behalf Time Warner Telecom of the Mid-South, L.P. Copies are being served on parties of record.

If you have any questions or concerns with regard to this filing, please do not hesitate to contact me.

Very truly yours,

FARRIS, MATHEWS,
BRANAN & HELLEN, P.L.C.


Charles B. Welch, Jr.

CBWjr:cg

cc: Guy Hicks

Henry Walker

Carolyn M. Marek

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

**BELLSOUTH TELECOMMUNICATIONS, INC.'S
TARIFF TO OFFER CONTRACT SERVICE
ARRANGEMENT TN98-2766-00**

**DOCKET NO.
99-00210**

**AMENDED PETITION TO INTERVENE AND COMPLAINT
FOR CONTESTED CASE PROCEEDING FILED ON BEHALF OF
TIME WARNER TELECOM OF THE MID-SOUTH, L.P.**

Time Warner Telecom of the Mid-South, L.P. ("Time Warner"), pursuant to T.C.A. §4-5-310, and the Rules of the Tennessee Department of State Administrative Procedures Division, Chapter 1360-4-1-.12, file this amended petition to intervene in the referenced docket consistent with the instructions of the Tennessee Regulatory Authority ("TRA") at its conference on Tuesday, May 4, 1999, and in support of its Petition states as follows:

1. Time Warner holds a Certificate of Public Convenience and Necessity to provide intrastate private line and special access service, local exchange and exchange access telecommunications services, as a facilities and a non-facilities-based provider, throughout the State of Tennessee in all geographic locations permitted by law, and is a Competing Telecommunications Services Provider pursuant to Tennessee Code Annotated §65-4-201.

2. As a certificated entity authorized to provide telecommunications services, Time Warner's legal rights, duties, privileges, immunities or other legal interests or responsibilities will be affected by the approval of the BellSouth Telecommunications, Inc. ("BST") proposed tariff to offer telecommunications services pursuant to the contract service arrangement filed in this docket.

3. Time Warner's intervention will not impair the interests of justice or the orderly and

prompt conduct of the Authority's proceeding.

4. On information and belief, Time Warner submits that the prices offered pursuant to this CSA by BST to its business customer is lower than the statutory price floor permitted by Tennessee Code Annotated §65-5-209.

5. On information and belief, Time Warner contends that the CSA proposed within this docket is an attempt to implement a BST business plan or policy adopted in 1995 or 1996 for the purpose of obtaining long-term commitments from its business customers in order to frustrate the efforts of competing telecommunications service providers to gain market share and, therefore, is contrary to the spirit and the express intent of state and federal law.

6. On information and belief, Time Warner believes that the CSA filed by BellSouth is discriminatory because it is not offered to those business customers who are similarly situated and, denies these customers access to such telecommunication services at comparable rates and on the same terms and conditions.

7. Time Warner further submits that all BST CSAs are negotiated, executed, filed and approved under a veil of secrecy which prevents Time Warner's review of any CSAs which are filed on a continuing basis and not made a part of the generic contested case proceeding, Docket Number 98-0059. Time Warner's petition to intervene and initiate a contested case proceeding is necessary to ensure that Time Warner is afforded an opportunity to be heard on its complaint before TRA approval.

8. This Petition to Intervene is being filed at least seven (7) days before the hearing of this cause.

WHEREFORE, Time Warner prays that:

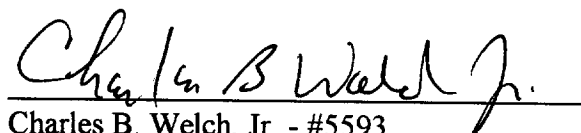
1. the TRA grant Time Warner's petition to intervene and allow it to participate as its

interests may appear;

2. the TRA convene a contested case proceeding to determine whether tariff number TN98-2766-00 complies with applicable laws and rules;
3. consolidate docket numbers 99-00210 and 99-00244 for a hearing; and
4. grant Time Warner such other specific and general relief it may be entitled to under the premises.

Respectfully submitted,

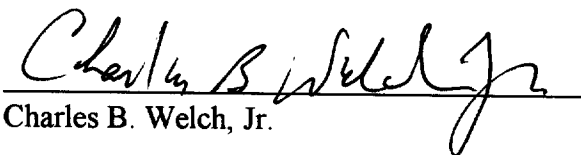
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(615) 726-1200

CERTIFICATE OF SERVICE

I, Charles B. Welch, Jr., hereby certify that I have served a true and correct copy of the foregoing Amended Petition for Leave to Intervene on Guy M. Hicks, BellSouth Telecommunications, Inc. Suite 2101, 333 Commerce Street, Nashville, Tennessee 37201-3300, and Henry Walker, Boulton Cummings, Connors & Berry, 414 Union Ave. #1600, P.O. Box 198062, Nashville, Tennessee 37219-8062, and by depositing a copy of same in the U.S. Mail, postage prepaid this the 7th day of May, 1999.



Charles B. Welch, Jr.