

BellSouth Telecommunications, Inc.
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Dorothy J. Chambers
General Counsel/Kentucky

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May 19, 2005

RECEIVED

MAY 19 2005

PUBLIC SERVICE
COMMISSION

Ms. Beth O'Donnell
Executive Director
Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, KY 40602

Re: Petition to Establish Docket to Consider Amendments to Interconnection
Agreements Resulting from Change of Law, Kentucky Broadband Act
KPSC 2004-00501

Dear Ms. O'Donnell:

The Commission's April 29, 2005, Order requires parties to submit today amendments to their interconnection agreements reflecting recent changes in Kentucky law with respect to the Kentucky Broadband Act,¹ and the FCC's recent order regarding BellSouth's request that state commissions be prohibited from regulating broadband.²

With respect to Momentum, BellSouth encloses the amendment signed by BellSouth and Momentum. ITC^DeltaCom has advised BellSouth that ITC^DeltaCom will sign the amendment but it could not be processed in time to file today so that amendment will be filed shortly. Since Aero, Cinergy and SouthEast have not signed the amendment as of today, BellSouth is filing a matrix setting out its efforts to obtain signatures of Aero, Cinergy and Southeast.³

BellSouth respectfully requests the Commission to enforce its Order requiring Aero, Cinergy, and SouthEast to execute the Amendment.

¹ KRS 278.5462

² Memorandum Opinion and Order and Notice of Inquiry, BellSouth Telecommunications, Inc. Request for Declaratory Ruling that State Commissions May Not Regulate Broadband Internet Access Services by Requiring BellSouth to Provide Wholesale or Retail Broadband Services to Competitive LEC UNE Voice Customers, WC Docket No. 03-251, FCC 05-78 (rel. March 25, 2005) ("FCC Order")

³ The amendment with EveryCall Communications, Inc., was signed in January 2005 and was filed with the Commission on January 21, 2005.

Ms. Beth O'Donnell
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Requisite copies of the documents are enclosed for filing.

Sincerely,

A handwritten signature in black ink, appearing to read "Dorothy J. Chambers". The signature is fluid and cursive, with a large initial "D" and "C".

Dorothy J. Chambers

Enclosures

cc: Parties of Record

586164

**AMENDMENT
TO THE
AGREEMENT BETWEEN
Momentum Business Solutions, Inc. (GA, LA, NC) and Momentum Telecom, Inc. (AL, FL,
KY, MS, SC, TN)
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 12, 2002**

Pursuant to this Amendment, (the "Amendment"), Momentum Business Solutions, Inc. (GA, LA, NC) and Momentum Telecom, Inc. (AL, FL, KY, MS, SC, TN) (collectively known as "Momentum"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 12, 2002 ("Agreement").

WHEREAS, the Parties executed an amendment on June 9, 2003 to add provisions to the Agreement for the adoption of Section 2.10.1 in Attachment 2 of the Cinergy Communications Company's Interconnection Agreement dated March 20, 2003, for the state of Kentucky, and

WHEREAS, the Parties desire to add provisions to the Agreement consistent with the obligations of the Kentucky Statute KRS 278.546; Chapter 167 of the ACTS ("Kentucky Statute") and the Kentucky Public Service Commission's April 29, 2005 Order in Case No. 2004-00501 ("Kentucky Order");

NOW THEREFORE, in consideration of the mutual provisions 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. Consistent with the Kentucky Statute and the Kentucky Order, the Parties hereby delete Sections 2.10.1 through 2.10.1.8 of Attachment 2 of the Agreement, titled DSL Transport Service on UNE-P, and replace such Sections with the following:

2.10.1 Momentum shall not place, and BellSouth shall have no obligation to accept, any orders for wholesale DSL on UNE-P lines on or after the Effective Date hereof. To the extent Momentum provisions service to any End Users using BellSouth's wholesale DSL service over resold lines ("Embedded Base") and BellSouth is providing such resold lines to Momentum at the rate Momentum would otherwise pay for a UNE-P loop/port combination in the pertinent UNE Zone under this Agreement (the "UNE-P Rate"), BellSouth will continue to provision its wholesale DSL service to the Embedded Base, but after the Effective Date Momentum shall pay for such resold lines in accordance with Attachment 1 of the Agreement, and BellSouth shall have no obligation to issue a credit to Momentum for the difference between the resale rate and the UNE-P Rate, nor shall BellSouth be obligated to remit to Momentum, or to issue a credit for, a surrogate for access charges. In the event Momentum requests DSL on a resold line after the Effective Date, Momentum shall purchase such lines pursuant to Attachment 1 of the Party's Interconnection Agreement.

2. This Amendment shall be deemed effective on the date of last signature executing the Amendment ("Effective Date").
3. All of the other provisions of the Agreement shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.


Signature Page

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

BellSouth Telecommunications, Inc.

Momentum Business Solutions, Inc. (GA, LA, NC) and Momentum Telecom, Inc. (AL, FL, KY, MS, SC, TN)

By: *Kristen Rowe*
Name: Kristen Rowe
Title: Director
Date: 5/19/05

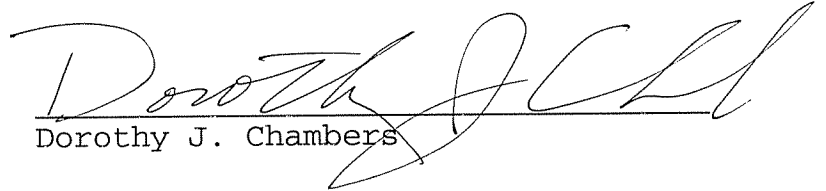
By: *Alan L. Creighton* 
Name: Alan L. Creighton
Title: President & CEO
Date: May 18, 2005

PSC 2004-00501
Status Matrix
Filed: May 19, 2005

CLEC	Date Letter & Amendment Sent to CLEC	Date(s) & Types (Calls, Letters, etc.) of Follow-up by BellSouth	Current Status of Amendment
Aero	5/4/05	Call with Kris Twomey 5/11/05, E-mail on 5/18/05 and 5/19/05, Voice mail to Kris Twomey on 5/18/05 and 5/19/05	Not signed
Cinergy	5/4/05	E-mail 5/3/05, Call 5/5/05, E-mail 5/13/05	Not signed.
EveryCall	N/A	N/A	Signed 1/10/05
ITC^DeltaCom	5/5/05	5/11/05 Sent copy of KY order upon request by DeltaCom who said they would respond by 5/13, 5/15/05 E-mail from DeltaCom with proposed changes, 5/18/05 BellSouth response sent to DeltaCom including revised amendment with accepted changes, 5/18/05 Call and DeltaCom advises still have concerns with indemnification and reservation of rights language	Have agreement, waiting on signature pages from DeltaCom who says that they may or may not get them to us today but will by COB Friday.
Momentum	5/4/05	5/4/05 Voice mail from Momentum saying they will sign, 5/10/05 Call with Momentum saying they will sign, 5/18/05 E-mail and voice mail	Signed 5/19/05
SouthEast	5/4/05	E-mail 5/11/05	No response

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served on the individuals on the attached Service List by mailing a copy thereof, this 19th day of May 2005.


Dorothy J. Chambers

SERVICE LIST – PSC 2004-00501

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