BELLSOUTH

BellSouth Telecommunications, Inc.
Suite 2101
333 Commerce Street
Nashville, Tennessee 37201-3300

615 214-6301
Fax 615 214-7406

Guy M. Hicks
General Counsel

REC'D TN
REGULATORY AUTH.
'99 JUL 1 PM 4 03
OFFICE OF THE
EXECUTIVE SECRETARY

June 15, 1999

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

Re: Approval of the Amendment to Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and BlueStar Networks, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. ~~99-00339~~ 99-00478

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, BlueStar Networks, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated October 30, 1998. The Amendment provides for a one-time installation fee for a physical collocation arrangement.

Thank you for your attention to this matter.

Sincerely yours,

BLUESTAR NETWORKS, INC.

BY: _____
Fredjoseph Goldner
131 Second Avenue, N.
Nashville, Tennessee 37201

BELLSOUTH TELECOMMUNICATIONS, INC.

BY: _____
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

166644

BELLSOUTH

BellSouth Telecommunications, Inc.
Suite 2101
333 Commerce Street
Nashville, Tennessee 37201-3300

615 214-6301
Fax 615 214-7406

Guy M. Hicks
General Counsel

June 15, 1999

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

Re: Approval of the Amendment to Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and BlueStar Networks, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.
Docket No. ~~99-00339~~ 99-00478

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, BlueStar Networks, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated October 30, 1998. The Amendment provides for a one-time installation fee for a physical collocation arrangement.

Thank you for your attention to this matter.

Sincerely yours,

BLUESTAR NETWORKS, INC.

BY: _____
Fredjoseph Goldner
131 Second Avenue, N.
Nashville, Tennessee 37201

BELLSOUTH TELECOMMUNICATIONS, INC.

BY: _____
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, TN 37201-3300

166644

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and BlueStar Networks, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. ~~99-00339~~ 99-00478

PETITION FOR APPROVAL OF THE AMENDMENT TO THE INTERCONNECTION AGREEMENT NEGOTIATED BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC. AND BLUESTAR NETWORKS, INC. PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, BlueStar Networks, Inc. ("BlueStar") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement (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, BlueStar and BellSouth state the following:

1. BlueStar has adopted the DeltaCom, Inc. Interconnection Agreement in its entirety, including the amendments thereto. The Tennessee Regulatory Authority (the "Authority") approved BlueStar's petition to adopt the DeltaCom Agreement on June 8, 1999.

2. The parties have recently negotiated an Amendment to the Agreement which provides for a one-time installation fee for a physical collocation arrangement. 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, BlueStar and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and BlueStar 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. BlueStar and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

BlueStar and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 15th day of June, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By:_____

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

BLUESTAR NETWORKS, INC.

By:_____

Fredjoseph Goldner
131 Second Avenue, N.
Nashville, Tennessee 37201
(615) 255-2100
Chief Executive Officer for BlueStar

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and BlueStar 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. BlueStar and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

BlueStar and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 15th day of JUNE, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: _____
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

BLUESTAR NETWORKS, INC.

By: _____
Fredjoseph Goldner
131 Second Avenue, N.
Nashville, Tennessee 37201
(615) 255-2100
Chief [redacted] Officer for BlueStar
OPERATIONS

#166640

AMENDMENT
TO THE
AGREEMENT BETWEEN
BLUESTAR NETWORKS AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED OCTOBER 30, 1998

Pursuant to this Agreement, (the "Amendment") BlueStar Networks, Inc., ("BlueStar") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement between the Parties dated October 30, 1998 ("Agreement") wherein BlueStar adopted the Interconnection Agreement between BellSouth and DeltaCom, Inc.

WHEREAS, BellSouth and BlueStar entered into an Interconnection Agreement on October 30, 1998; and

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. The Agreement entered into between BellSouth and BlueStar, is hereby amended to reflect a one-time Installation Fee of twenty-six thousand dollars ($26,000.00) to be charged for the enclosed Physical Collocation arrangement in the amount of 132 square feet, to cover a portion of the Space Preparation Fee and the total Space Construction Fee for the following central office location:

NSVLTNMT – Nashville Main

2. All of the other provisions of the Agreement, dated October 30, 1998, shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to the Tennessee Regulatory Authority for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BlueStar Networks, Inc.	**BellSouth Telecommunications, Inc.**
By: [signature]	By: [signature]
Name: Fredjoseph Goldrich	Name: Jerry Hendrix
Title: COO	Title: Senior Director
Date: 5/10/99	Date: 5/11/99