

**BellSouth Telecommunications, Inc.**  
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OFFICE OF THE  
EXECUTIVE SECRETARY  
April 12, 2001

**Guy M. Hicks**  
General Counsel

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**VIA HAND DELIVERY**

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

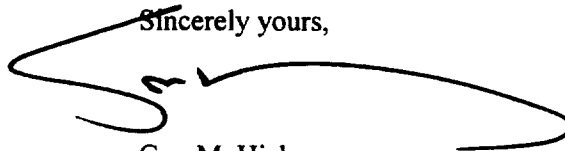
Re: *Approval of the Combination Agreement and Amendment Thereto Negotiated by BellSouth Telecommunications, Inc. and NewSouth Communication, Corp. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. ~~98-00465~~ *01-00338*

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, NewSouth Communication, Corp. 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 Combination Agreement and Amendment Thereto.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Amy Garner, NewSouth Communication, Corp.  
Legal Counsel, NewSouth Communication, Corp.