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July 29, 2002

TN REGULATORY AUTHORITY
DOCKET ROOM

VIA HAND DELIVERY

Hon. Sarah Kyle
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Level 3 Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. ~~01-00404~~ 02-00822

Dear Chairman Kyle:

Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and thirteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated April 25, 2001 and effective January 1, 2001. The Amendment replaces the rates in Attachment 3, Exhibit A.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

GMH/dt

Enclosure

cc: Director of Access Planning, Level 3 Communications, LLC
Michael R. Romano, Attorney, Level 3 Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Level 3 Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 01-00404

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND LEVEL 3 COMMUNICATIONS, LLC
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated April 25, 2001 and effective January 1, 2001 (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, Level 3 and BellSouth state the following:

1. Level 3 and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Level 3. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 10, 2001.

2. The parties have recently negotiated an amendment to the Interconnection Agreement. The Amendment replaces the rates in Attachment 3, Exhibit A. 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, Level 3 and BellSouth are submitting the Amendment to the TRA for its consideration and approval.

**AMENDMENT
TO THE
AGREEMENT BETWEEN
LEVEL 3 COMMUNICATIONS, LLC
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
EFFECTIVE JANUARY 1, 2001**

Pursuant to this Amendment, (the "Amendment") Level 3 Communications, LLC ("Level 3") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement with an effective date of January 1, 2001 ("Agreement").

WHEREAS, BellSouth and Level 3 entered into the Agreement with an effective date January 1, 2001, 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. Attachment 3, Exhibit A, Rates, is hereby deleted in its entirety and replaced with a new Attachment 3, Exhibit A, Rates, as set forth in Exhibit 1 attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, effective January 1, 2001, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Communications Act of 1934 as amended by 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 and shall be deemed effective thirty (30) calendar days following the date of the last signature of both Parties.

BellSouth Telecommunications, Inc.

By: *Greg Follensbee*

Name: Greg Follensbee

Title: Senior Director

Date: May 8, 2002

Level 3 Communications, LLC

By: *Kevin Paul*

Name: Kevin Paul

Title: Vice President - Global Softswitch Deployment

Date: May 6, 2002

LOCAL INTERCONNECTION - Alabama										Attachment: 3			Exhibit: A		
CATE GORY	NOTES	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)		Svc Order Submitted per LSR	Elec Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l
						Roc	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)															
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3.															
NOTE: The Parties will report a Percent Local Facility ("PLF") factor to one another to represent the percentage of switched dedicated facilities utilized for local traffic															
COMPENSATION															
		Single Rate for Local and ISP-bound Traffic (1/1/02 - 12/31/02)													
		Single Rate for Local and ISP-bound Traffic (1/1/03 - 12/31/03)													
		COMPENSATION FOR TRANSIT AND MTA TRAFFIC													
		Tandem Switching Function Per MOU													
		Multiple Tandem Switching, per MOU (applies to initial tandem only)													
		Tandem Intermediary Charge, per MOU*													
		* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.													
		TRUNK CHARGE													
		Installation Trunk Side Service - per DS0													
		Dedicated End Office Trunk Port Service-per DS0**													
		Dedicated End Office Trunk Port Service-per DS1**													
		Dedicated Tandem Trunk Port Service-per DS0**													
		Dedicated Tandem Trunk Port Service-per DS1**													
		** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements													
		COMMON TRANSPORT (Shared)													
		Common Transport - Per Mile, Per MOU													
		Common Transport - Facilities Termination Per MOU													
		LOCAL INTERCONNECTION (TRANSPORT)													
		INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE													
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -													
		Facility Termination per month													
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -													
		Facility Termination per month													
		INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 KBPS													
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per													
		month													
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility													
		Termination per month													
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per													
		month													
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility													
		Termination per month													
		INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1													
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month													
		Interoffice Channel - Dedicated Transport - DS1 - Facility													
		Termination per month													
		INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3													
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per													
		month													
		Interoffice Channel - Dedicated Transport - DS3 - Facility													
		Termination per month													
		LOCAL CHANNEL - DEDICATED TRANSPORT													
		Local Channel - Dedicated - 2-Wire Voice Grade per month													
		Local Channel - Dedicated - 4-Wire Voice Grade per month													
		Local Channel - Dedicated - DS1 per month													
		Local Channel - Dedicated - DS3 Facility Termination per month													
		LOCAL INTERCONNECTION MID-SPAN MEET													
		NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.													
		Local Channel - Dedicated - DS1 per month													
		Local Channel - Dedicated - DS3 per month													
		MULTIPLERS													
		Local Channel - Dedicated - DS1 per month													
		Local Channel - Dedicated - DS3 per month													
		Channelization - DS1 to DS0 Channel System													
		DS3 to DS1 Channel System per month													
		DS3 Interface Unit (DS1 COC) per month													

LOCAL INTERCONNECTION - Alabama																
CATE GORY	NOTES	RATE ELEMENTS				Interim Zone	BCS	USOC	RATES(\$)				Attachment: 3		Exhibit: A	
									Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l		

LOCAL INTERCONNECTION - Georgia										Attachment: 3		Exhibit: A	
CATE GORY	NOTES	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES(\$)		Svc Order Submitted Manually per LSR	Elec Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Add'l
						Nonrecurring First	Nonrecurring Add'l			SOMEK	SOMAN	SOMAN	SOMAN
						Rec							
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)													
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element under certain circumstances pursuant to the terms and conditions in Attachment 3.													
NOTE: The Parties will report a Percent Local Facility ("PLF") factor to one another to represent the percentage of switched dedicated facilities utilized for local traffic.													
COMPENSATION													
		Single Rate for Local and ISP-bound Traffic (1/1/02 - 12/31/02)											
		Single Rate for Local and ISP-bound Traffic (1/1/03 - 12/31/03)											
		Tandem Switching Function Per MOU											
		Multiple Tandem Switching, per MOU (applies to initial tandem only)											
TRUNK CHARGE													
		Installation Trunk Side Service - per DS0											
		Dedicated End Office Trunk Port Service-per DS0**											
		Dedicated End Office Trunk Port Service-per DS1**											
		Dedicated Tandem Trunk Port Service-per DS0**											
		Dedicated Tandem Trunk Port Service-per DS1**											
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements													
COMMON TRANSPORT (Shared)													
		Common Transport - Per Mile, Per MOU											
		Common Transport - Facilities Termination Per MOU											
LOCAL INTERCONNECTION (TRANSPORT)													
INTEROFFICE CHANNEL - DEDICATED TRANSPORT - VOICE GRADE													
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month											
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month											
INTEROFFICE CHANNEL - DEDICATED TRANSPORT - 56/64 Kbps													
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month											
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month											
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month											
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month											
INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1													
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month											
		Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month											
INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3													
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month											
		Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month											
LOCAL CHANNEL - DEDICATED TRANSPORT													
		Local Channel - Dedicated - 2-Wire Voice Grade per month											
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		Local Channel - Dedicated - DS1 per month											
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		Channelization - DS1 to DS0 Channel System											
		DS3 to DS1 Channel System per month											
		DS3 Interface Unit (DS1 COC) per month											
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.													

LOCAL INTERCONNECTION - Louisiana																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																												
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LOCAL INTERCONNECTION - North Carolina											
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INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS1											
	Interface Channel - Dedicated Transport - DS1 - Per Mile per month										
	Interface Channel - Dedicated Transport - DS1 - Facility Termination per month										
INTEROFFICE CHANNEL - DEDICATED TRANSPORT - DS3											
	Interface Channel - Dedicated Transport - DS3 - Per Mile per month										
	Interface Channel - Dedicated Transport - DS3 - Facility Termination per month										
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