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BellSouth Telecommunications, Inc
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T.R.A. DOCKET ROOM

Guy M. Hicks
General Counsel

615 214 6301
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September 3, 2004

VIA HAND DELIVERY

Hon. Pat Miller
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

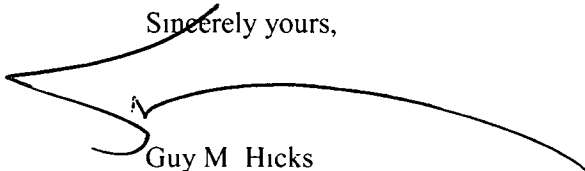
Re *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc and Level 3 Communications, LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No 04-00280

Dear Chairman Miller

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Level 3 Communications, LLC and BellSouth Telecommunications, Inc are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated June 23, 2004. The Amendment modifies Attachment 3 Local Interconnection, Exhibit A, Rates.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc. Director of Interconnection Services, Level 3 Communications, LLC
Vice President – Public Policy and Government Affairs, 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, L L C Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

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

COME NOW, Level 3 Communications, L.L.C. ("Level 3") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated June 23, 2004 (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 filed with the Tennessee Regulatory Authority ("TRA") on June 10, 2004.

2. The parties have recently negotiated an Amendment to the Agreement which modifies Attachment 3, Exhibit A, Rates. 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, Level 3 and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for 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 Level 3 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. Level 3 and BellSouth aver that the Amendment is consistent with the standards for approval.

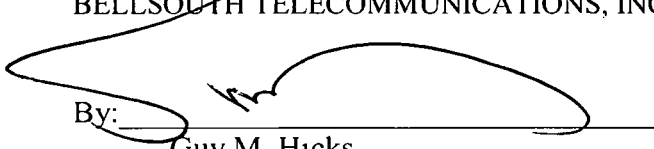
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Level 3 and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 31st day of Sept., 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

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

**AMENDMENT
TO THE
AGREEMENT BETWEEN
LEVEL 3 COMMUNICATIONS, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
EFFECTIVE JUNE 23, 2004**

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 certain rates to be agreed to under the Interconnection Agreement dated June 23, 2004 ("Agreement") to be effective upon the date of the last signature executing the Amendment

WHEREAS, BellSouth and Level 3 entered into the Agreement with an effective date June 23, 2004, and,

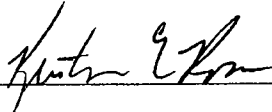
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows.

1. Attachment 3, Exhibit A, Rates to the Agreement are 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 The parties agree these rates are to be effective June 23, 2004
- 3 All of the other provisions of the Agreement, effective June 23, 2004, shall remain in full force and effect
- 4 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 have executed this Agreement the day and year written below

BellSouth Telecommunications, Inc.

By



Name Kristen E Rowe

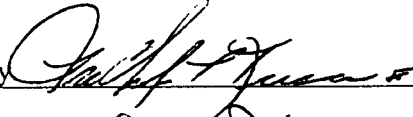
Title Director

Date

7/14/04

Level 3 Communications, L.L.C.

By



Name: L. Charles P. Keese II

Title

Vice President

Date

July 13, 2004

Level 3 Communications, L.L.C. Amendment

[CCCS Amendment 2 of 11]

[CCCS Amendment 2 of 11]

LOCAL INTERCONNECTION - Alabama										Attachment 3		Exhibit A	
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Elec per LSR	Incremental Charge - Manual Svc Order vs Electronic- 1st Add'l	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st Add'l
						Rac	Nonrecurring First	Add'l	Nonrecurring Disconnect First	SOMEK	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 pursuant to the terms and conditions in Attachment 3													
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC													
Single Rate for ISP-Bound Traffic and Local Traffic per MOU						0.0007							
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC													
TANDEM SWITCHING													
Tandem Switching Function Per MOU													
Multiple Tandem Switching per MOU (applies to initial tandem only)													
Tandem Intermediary Charge, per MOU*						0.000498							
Tandem OHD						0.0015							
* 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													
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													
Common Transport - Facilities Termination Per MOU													
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)													
INTEROFFICE CHANNEL - DEDICATED TRANSPORT													
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 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 - Per Mile per month													
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month													
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 rate 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													
MULTIPLEXERS													
Channelization - DS1 to DS0 Channel System													
DS3 to DS1 Channel System per month													
DS3 Interface Unit (DS1 GOC) per month													

LOCAL INTERCONNECTION - Florida										Svc Order Submitted Manually per LSR		Attachment 3		Exhibit A	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Manually per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l
						Nonrecurring First	Nonrecurring Add'l	First	Add'l	SOME	SOMAN	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 pursuant to the terms and conditions in Attachment 3														
	INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC														
	INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA TRAFFIC														
	TANDER SWITCHING														
	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														
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)	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														
	Common Transport - Facilities Termination Per MOU														
LOCAL INTEROFFICE CHANNEL - DEDICATED TRANSPORT	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 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 Channel - DS1 - Per Mile per month														
	Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month														
	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 per month														
	Local Channel - Dedicated - DS3 Facility Termination per month														
	Local Channel - Dedicated - DS3 Facility Termination per month														
	Local Channel - Dedicated - DS3 Facility Termination per month														
	Local Channel - Dedicated - DS3 Facility Termination per month														
	Local Channel - Dedicated - DS3 Facility Termination per month														
	Local Channel - Dedicated - DS3 Facility Termination per month														
LOCAL INTERCONNECTION MID-SPAN MEET	NOTE If Access service nda Mid-Span Meet, one-half the tariff service Local Channel rate is applicable														
	Local Channel - Dedicated - DS1 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
	Local Channel - Dedicated - DS3 per month														
MULTIPLERS	Channelization - DS1 to DS0 Channel System														
	DS3 to DS1 Channel System per month														
	DS3 Interface Unit (DS1 COC) per month														
	Channelization - DS1 to DS0 Channel System														
	DS3 to DS1 Channel System per month														
	DS3 Interface Unit (DS1 COC) per month														
	Channelization - DS1 to DS0 Channel System														
	DS3 to DS1 Channel System per month														
	DS3 Interface Unit (DS1 COC) per month														
	Channelization - DS1 to DS0 Channel System														

LOCAL INTERCONNECTION - Georgia																	
CATEGORY	RATE ELEMENTS	Inter m	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 3	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- 1st	Exhibit A			
					Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN			

LOCAL INTERCONNECTION - Kentucky										
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES (\$)				
						Nonrecurring	First	Add'l	Nonrecurring Disconnect	
						Rec			First	Add'l
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)										
NOTE "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3										
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC										
Single Rate for ISP-Bound Traffic and Local Traffic, per MOU										
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND WTA TRAFFIC										
TANDEM SWITCHING										
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										
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 (DEDICATED TRANSPORT)										
INTEROFFICE CHANNEL - DEDICATED TRANSPORT										
Per Mile per month										
Interface Channel - Dedicated Transport - 2-Wire Voice Grade -										
Facility Termination per month										
Interface Channel - Dedicated Transport - 2-Wire Voice Grade -										
Facility Termination per month										
Interface Channel - Dedicated Transport - 56 kbps - per mile										
per month										
Interface Channel - Dedicated Transport - 56 kbps - Facility										
Termination per month										
Interface Channel - Dedicated Transport - 64 kbps - per mile										
per month										
Interface Channel - Dedicated Transport - 64 kbps - Facility										
Termination per month										
Interface Channel - Dedicated Channel - DS1 - Per Mile per month										
Interface Channel - Dedicated Transport - DS1 - Facility										
Termination per month										
Interface Channel - Dedicated Transport - DS3 - Per Mile per month										
Interface 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 - 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										
MULTIPLEXERS										
Channelization - DS1 to DS0 Channel System										
DS3 to DS1 Channel System per month										
DS3 Interface Unit (DS1 COC) per month										

LOCAL INTERCONNECTION - Louisiana										RATES (\$)		Attachment 3		Exhibit A	
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	Nonrecurring		Nonrecurring Disconnect		Svc Order Submitted 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
						First	Add'l	First	Add'l	SOWEC	SOWAN	SOWAN	SOWAN	SOWAN	SOWAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)															
NOTE "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3															
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC															
Single Rate for ISP-Bound Traffic and Local Traffic - per MOU							0.0007								
INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC															
TANDEM SWITCHING															
Tandem Switching Function Per MOU															
Multiple Tandem Switching - per MOU (applies to initial tandem only)							0.0005507								
Tandem Intermediary Charge, per MOU*							0.0005507								
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges							0.0015								
TRUNK CHARGE															
Installation Trunk Side Service - per DS0															
Installation Trunk Side Service - per DS0															
Dedicated End Office Trunk Port Service-per DS0**							0.00								
Dedicated End Office Trunk Port Service-per DS1**							0.00								
Dedicated Tandem Trunk Port Service-per DS0**							0.00								
Dedicated Tandem Trunk Port Service-per DS1**							0.00								
** 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							0.0000032								
Common Transport - Facilities Termination Per MOU							0.0003748								
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)															
INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
Per Mile per month															
Interface Channel - Dedicated Transport - 2-Wire Voice Grade -							0.013bk								
Interface Channel - Dedicated Transport - 2-Wire Voice Grade -															
Facility Termination per month							22.6bk								
Interface Channel - Dedicated Transport - 56 kbps - per mile per month							0.013bk								
Interface Channel - Dedicated Transport - 56 kbps - Facility Termination per month															
Interface Channel - Dedicated Transport - 64 kbps - per mile per month							15.61bk								
Interface Channel - Dedicated Transport - 64 kbps - Facility Termination per month							0.013bk								
Interface Channel - Dedicated Transport - 64 kbps - Facility Termination per month							15.61bk								
Interface Channel - Dedicated Channel - DS1 - Per Mile per month							0.2652bk								
Interface Channel - Dedicated Transport - DS1 - Facility Termination per month							70.47bk								
Interface Channel - Dedicated Transport - DS3 - Per Mile per month							6.04bk								
Interface Channel - Dedicated Transport - DS3 - Facility Termination per month							850.45bk								
LOCAL CHANNEL - DEDICATED TRANSPORT															
Local Channel - Dedicated - 2-Wire Voice Grade per month							18.32bk								
Local Channel - Dedicated - 4-Wire Voice Grade per month							19.41bk								
Local Channel - Dedicated - DS1 per month							39.18bk								
Local Channel - Dedicated - DS3 per month							469.44bk								
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							0.00								
Local Channel - Dedicated - DS3 per month							0.00								
MULTIPLEXERS															
Channelization - DS1 to DS0 Channel System							105.09bk								
DS3 to DS1 Channel System per month							201.48bk								
DS3 Interface Unit (DS1 COU) per month							11.78bk								

LOCAL INTERCONNECTION - Mississippi										Svc Order Submitted		Svc Order Submitted		Attachment 3		Exhibit A	
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES (\$)				Submitted Elec per LSR	Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- 1st
						Rec	First	Add'l	Nonrecurring Disconnect								
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																	
NOTE "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3																	
INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC																	
SINGLE RATE FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC, per MOU																	
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA TRAFFIC																	
TANDEM SWITCHING																	
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																	
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																	
COMMON TRANSPORT (Dedicated)																	
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 kbps - per mile per month																	
Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month																	
Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month																	
Interoffice Channel - Dedicated Transport - DS1 - Per Mile per month																	
Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month																	
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 TRANSPORT																	
Local Channel - Dedicated - DS3 Facility Termination per month																	
LOCAL INTERCONNECTION MID-SPAN MEET																	
NOTE If Access service rde 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																	
MULTIPLEXERS																	
Channelization - DS1 to DS0 Channel System																	
DS3 to DS1 Channel System per month																	
DS3 Interface Unit (DS1 COC) per month																	

LOCAL INTERCONNECTION - North Carolina													
CATEGORY	RATE ELEMENTS	Interf m	BCS	USOC	RATES (\$)			Svc Order Submitted Eloc per LSR	Svc Order Submitted Manually per LSR	Attachment 3		Exhibit A	
					Nonrecurring	First	Add'l			OSS Rates (\$)		SOMAN	SOMAN
					First	Add'l							
	LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)												
	NOTE "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3												
	INTERCARRIER COMPENSATION FOR ISP-BOUND TRAFFIC AND LOCAL TRAFFIC												
	Single Rate for ISP-Bound Traffic and Local Traffic per MOU				0.0007								
	TANDEM SWITCHING												
	Tandem Switching Function Per MOU												
	Multiple Tandem Switching per MOU (applies to initial tandem only)			OHD									
	Tandem Intermediary Charge per MOU*			OHD									
	* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges			OHD									
	TRUNK CHARGE												
	Installation Trunk Side Service - per DS0			TPP6X				21.55bk	8.12bk				
	Installation Trunk Side Service - per DS0			TPP9X				21.55bk	8.12bk				
	Dedicated End Office Trunk Port Service-per DS0**			TDEOP		0.00							
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS		0.00							
	Dedicated Tandem Trunk Port Service-per DS0**			TDWOP		0.00							
	Dedicated Tandem Trunk Port Service-per DS1**			TDWIP		0.00							
	** 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			OHD				0.00001					
	Common Transport - Facilities Termination Per MOU			OHD				0.00034					
	LOCAL INTERCONNECTION (DEDICATED TRANSPORT)												
	INTEROFFICE CHANNEL - DEDICATED TRANSPORT												
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM									
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Facility Termination per month			OHM									
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM				18bk	137.48bk	52.58bk			
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM				0.0282bk					
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM				17.4bk	137.48bk	52.58bk			
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM				0.0282bk					
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM				17.4bk	137.48bk	52.58bk			
	Interoffice Channel - Dedicated Transport - DS1 - Per Mile per month			OH1, OH1MS				0.5753bk					
	Interoffice Channel - Dedicated Transport - DS1 - Facility Termination per month			OH1 OH1MS				71.29bk	217.17bk	163.75bk			
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3 OH3MS				12.98bk					
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3 OH3MS				720.38bk	794.94bk	579.55bk			
	LOCAL CHANNEL - DEDICATED TRANSPORT												
	Local Channel - Dedicated - 2-Wire Voice Grade per month			TEFV2				11.24bk	553.8bk	89.69bk			
	Local Channel - Dedicated - 4-Wire Voice Grade per month			TEFV4				12.03bk	562.23bk	92.67bk			
	Local Channel - Dedicated - DS1 per month			TEFHG				27.05bk	534.48bk	482.69bk			
	Local Channel - Dedicated - DS3 Facility Termination per month			TEFHJ				298.92bk	438.46bk	256.3bk			
	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			OH1MS				0.00	0.00				
	Local Channel - Dedicated - DS3 per month			OH3MS				0.00	0.00				
	MULTIPLERS												
	Channelization - DS1 to DS0 Channel System			SATN1				146.69bk	197.78bk	140.06bk			
	DS3 to DS1 Channel System per month			SATNS				233.1bk	403.97bk	234.4bk			
	DS3 Interface Unit (DS1 COCU) per month			SATCO				16.07bk	13.09bk	9.38bk			

LOCAL INTERCONNECTION - South Carolina															
CATEGORY	RATE ELEMENTS	Interf m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 3		Exhibit A	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First	Add'l	SOME	SOMAN	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

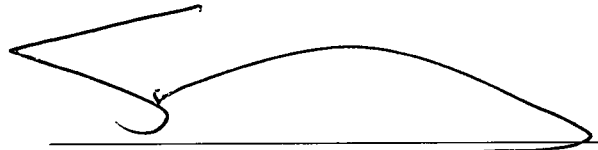
Does Intended Service Cost More per Month	Cost Difference	Cost Difference	Cost Difference	Cost Difference
If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.				

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 31st day of Sept, 2004:

Director of Interconnection Services
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

Vice President – Public Policy and Government Affairs
Level 3 Communications, LLC
1025 Eldorado Blvd.
Broomfield, CO 80021

A handwritten signature in black ink, appearing to be 'Guy M. Hicks', written over a horizontal line.

Guy M. Hicks