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February 11, 2004

Mr. Thomas M. Dorman
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602

Re: Review of Federal Communications Commission's Triennial Review Order Regarding Unbundling Requirements for Individual Network Elements
PSC 2003-00379

Dear Mr. Dorman:

Enclosed for filing is the Direct Testimony of BellSouth's witnesses in this case. The witnesses are: Kenneth L. Ainsworth; Debra J. Aron; Randall S. Billingsley; Kathy K. Blake; A. Wayne Gray; Alfred A. Heartley; Milton McElroy, Jr.; W. Keith Milner; Ronald M. Pate; Christopher J. Pleatsikas; James W. Stegeman; Pamela A. Tipton; and Alphonso J. Varner.

Portions of BellSouth's Testimony contain confidential, commercial information and pursuant to 807 KAR 5:001, Section 7, enclosed is BellSouth's Confidentiality Petition. The following information is considered proprietary: Exhibit KLA-4 in Ainsworth Testimony; pages 31, 39 and 42 and Exhibit DJA-3 and DJA-4 in Aron's Testimony; Exhibits JWS-4 and JWS-5 in Stegeman's Testimony; and PAT-5 and PAT-7 in Tipton's Testimony.

The proprietary information, as well as an edited version of the information, is provided to the Commission. The proprietary information also is provided to parties who have signed the Regional Protective Agreement.

A paper copy of this letter, certificate of service, and service list are provided to parties of record and is forwarded via e-mail to parties for whom we have an e-mail

address. BellSouth will provide a paper copy or a copy on CD-ROM of the filing to anyone who advises they wish to be served in that manner.

Sincerely,

Cheryl R Winn

for Dorothy J. Chambers

Enclosures

cc: Parties of Record

526289

CERTIFICATION

I hereby certify that the electronic version of this filing made with the Commission this 11th day of February 2004 is a true and accurate copy of the documents filed herewith in paper form and that the electronic version of the filing has been transmitted to the Commission. I also certify that an electronic copy of the cover letter, certificate of service, and service list was sent via e-mail this 11th day of February 2004 to the parties on the service list who have provided an e-mail address for electronic service.

I certify that a paper copy of the cover letter, certificate of service, and service list are being served on the individuals on the Service List by U.S. Mail on the 12th day of February 2004.

for Cheryl R Winn

Dorothy J. Chambers

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