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October 12, 2012

Mr. Jeff Derouen  
Executive Director  
Public Service Commission  
211 Sower Boulevard  
P. O. Box 615  
Frankfort, KY 40602

Re: Filing of Amendment

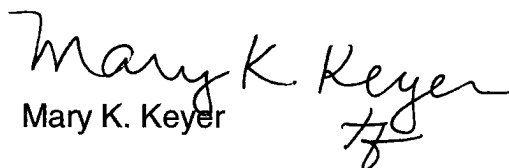
Dear Mr. Derouen:

Enclosed for filing is a CD-ROM containing the following Amendment. The document has been electronically filed with the Commission.

Level 3 Communications, LLC  
Interconnection Amendment  
Case No. 00711

Should you have any questions, please do not hesitate to contact me.

Sincerely,

  
Mary K. Keyer

Enclosure

1048296

**AMENDMENT TO THE AGREEMENT  
BETWEEN  
LEVEL 3 COMMUNICATIONS, LLC  
AND  
BELLSOUTH TELECOMMUNICATIONS, LLC d/b/a AT&T KENTUCKY**

This Amendment (the "Amendment") amends the Interconnection Agreement by and between BellSouth Telecommunications, LLC d/b/a AT&T Kentucky ("AT&T Kentucky") and Level 3 Communications, LLC ("CLEC"). AT&T Kentucky and CLEC are hereinafter referred to collectively as the "Parties" and individually as a "Party".

**WHEREAS**, AT&T Kentucky and CLEC are parties to an Interconnection Agreement under Sections 251 and 252 of the Communications Act of 1934, as amended (the "Act"), effective June 23, 2004 and as subsequently amended (the "Agreement"); and

**WHEREAS**, the Parties have realized certain rates and rate elements are missing from the Agreement, which the Parties now desire to add to allow ordering;

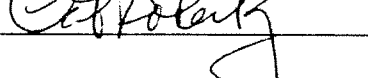
**NOW, THEREFORE**, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Agreement as follows:

1. Add Class of Service "NTCD1", USOCs "USLXX", "UC1D1" AND "CCOEF", and the corresponding rate elements and rates to Attachment 2, Exhibit A, for the State of Kentucky, as set forth in Attachment A hereto.
2. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
3. This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.
4. This Amendment shall be filed with and is subject to approval by the Kentucky Public Service Commission and shall become effective ten (10) days following approval by such Commission.

Level 3 Communications, LLC

BellSouth Telecommunications, LLC d/b/a  
AT&T Kentucky by AT&T Services, Inc., its  
authorized agent

By: 

By: 

Printed: Andrea Pierantozzi

Printed: Patrick Doherty

Title: VP Product Management  
(Print or Type)

Title: Director - Regulatory  
(Print or Type)

Date: 9/26/12

Date: 10-1-12

CLEC OCN

KENTUCKY

4369, 8824

ACNA -

LVC

## PRICING SHEETS

ATT Kentucky/Level 3  
Attachment A to Amendment - Add DS1 Loop Elements

| Attachment | State | Product                                | Rate Element Description   | COS (Class of Service) | USOC  | Zone | Monthly<br>Recurring<br>Charge (MRC) | Non-<br>Recurring<br>Charge (NRC)<br>First | Non-<br>Recurring<br>Charge (NRC)<br>Additional | Per Unit |
|------------|-------|--|--|------------------------|-------|------|--------------------------------------|--|---|----------|
| 13         | KY    | UNE LOOP COMMINGLING                   | 4-Wire DS1 Digital Loop - Zone 1                                 | NTCD1                  | USLXX | 1    | 86.47                                | 306.69                                     | 174.44  |          |
| 13         | KY    | UNE LOOP COMMINGLING                   | 4-Wire DS1 Digital Loop - Zone 1 [DISCONNECT]                    | NTCD1                  | USLXX | 1    |                                      | 65.83                                      | 14.55   |          |
| 13         | KY    | UNE LOOP COMMINGLING                   | 4-Wire DS1 Digital Loop - Zone 2                                 | NTCD1                  | USLXX | 2    | 114.10                               | 306.69                                     | 174.44  |          |
| 13         | KY    | UNE LOOP COMMINGLING                   | 4-Wire DS1 Digital Loop - Zone 2 [DISCONNECT]                    | NTCD1                  | USLXX | 2    |                                      | 65.83                                      | 14.55   |          |
| 13         | KY    | UNE LOOP COMMINGLING                   | 4-Wire DS1 Digital Loop - Zone 3                                 | NTCD1                  | USLXX | 3    | 297.76                               | 306.69                                     | 174.44  |          |
| 13         | KY    | UNE LOOP COMMINGLING                   | 4-Wire DS1 Digital Loop - Zone 3 [DISCONNECT]                    | NTCD1                  | USLXX | 3    |                                      | 65.83                                      | 14.55   |          |
| 13         | KY    | UNE OTHER, PROVISIONING ONLY - NO RATE | Unbundled DS1 Loop - Expanded Superframe Format option - no rate | USL, NTCD1             | CCOEF |      |                                      | 0.00                                       |   |          |
| 13         | KY    | ADDITIONAL NETWORK ELEMENTS            | Optional Features & Functions: DS1 COCI - for DS1 Local Loop     | USL, NTCD1             | UC1D1 |      | 11.80                                | 6.71                                       | 4.84  |          |