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June 8, 2004

Ms. Beth O'Donnell
Executive Director
Public Service Commission
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RECEIVED

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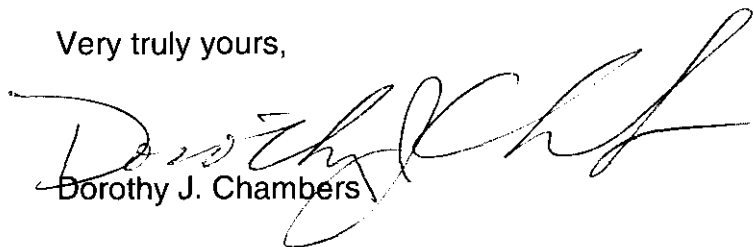
PUBLIC SERVICE
COMMISSION

Re: Petition of Level 3 Communications, LLC, for Arbitration Pursuant to Section 252(b) of the Communications Act of 1934, As Amended By The Telecommunications Act of 1996, For Rates, Terms and Conditions of Its Interconnection Agreement with BellSouth Telecommunications, Inc. PSC 2004-00055

Dear Ms. O'Donnell:

Enclosed for filing in the above-captioned case is a copy of the Renegotiated Interconnection Agreement negotiated between BellSouth and Level 3 Communications, LLC. Also attached is a CD-ROM containing a copy of the Agreement.

Very truly yours,



Dorothy J. Chambers

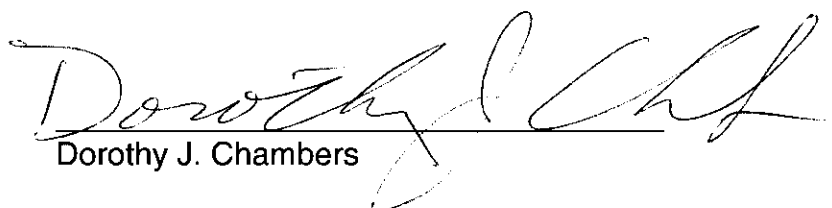
Enclosures

cc: Parties of Record

540639

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing was served on the individuals on the attached Service List by electronically mailing a copy thereof, this 8th day of June 2004.


Dorothy J. Chambers

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BELLSOUTH® / CLEC Agreement

Customer Name: Level 3 Communications, L.L.C.

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By and Between
BellSouth Telecommunications, Inc.
And
Level 3 Communications, L.L.C.

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**AGREEMENT
GENERAL TERMS AND CONDITIONS**

THIS AGREEMENT is made by and between BellSouth Telecommunications, Inc., (BellSouth), a Georgia corporation, and Level 3 Communications, LLC (“Level 3”), a Delaware limited liability company, and shall be effective on the Effective Date, as defined herein. This Agreement may refer to either BellSouth or Level 3 or both as a “Party” or “Parties.”

WITNESSETH

WHEREAS, BellSouth is a local exchange telecommunications company authorized to provide telecommunications services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and

WHEREAS, Level 3 is or seeks to become a CLEC authorized to provide telecommunications services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee; and

WHEREAS, Level 3 wishes to resell BellSouth’s telecommunications services and purchase network elements and other services, and, solely in connection therewith, may wish to utilize collocation space as set forth in Attachment 4 of this Agreement; and

WHEREAS, the Parties wish to interconnect their facilities and exchange traffic pursuant to Sections 251 and 252 of the Act.

NOW THEREFORE, in consideration of the mutual agreements contained herein, BellSouth and Level 3 agree as follows:

Definitions

In the event a modification occurs pursuant to an effective change in law to the definitions set forth below in this Agreement during the term of this Agreement, the Parties will modify the Agreement as provided forth in Section 14.3 of the Agreement.

Affiliate is defined as a person that (directly or indirectly) owns or controls, is owned or controlled by, or is under common ownership or control with, another person. For purposes of this paragraph, the term “own” means to own an equity interest (or equivalent thereof) of more than 10 percent.

Commission is defined as the appropriate regulatory agency in each state of BellSouth’s nine-state region (Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee).