

BELLSOUTH® / CLEC Agreement

Customer Name: XO Long Distance Services, Inc.

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By and Between
BellSouth Telecommunications, Inc.
And
XO Long Distance Services, Inc.

AGREEMENT

This Agreement, which shall become effective thirty (30) days following the date of the last signature of both Parties (Effective Date), is entered into by and between XO Long Distance Services, Inc. (XO Long Distance), a Washington corporation on behalf of itself, and BellSouth Telecommunications, Inc., (BellSouth), a Georgia corporation, having an office at 675 W. Peachtree Street, Atlanta, Georgia, 30375, on behalf of itself and its successors and assigns.

WHEREAS, the Telecommunications Act of 1996 (the "Act") was signed into law on February 8, 1996; and

WHEREAS, section 252(i) of the Act requires BellSouth to make available any interconnection, service, or network element provided under an agreement approved by the appropriate state regulatory body to any other requesting telecommunications carrier upon the same terms and conditions as those provided in the agreement in its entirety; and

WHEREAS, XO Long Distance has requested that BellSouth make available the interconnection agreement in its entirety executed between BellSouth and Network Telephone Corporation dated June 20, 2003 for the state(s) of Alabama, Kentucky, Louisiana and South Carolina.

NOW, THEREFORE, in consideration of the promises and mutual covenants of this Agreement, XO Long Distance and BellSouth hereby agree as follows:

1. XO Long Distance and BellSouth shall adopt in its entirety the Network Telephone Corporation Interconnection Agreement dated June 20, 2003 and any and all amendments to said agreement executed and approved by the appropriate state regulatory commission as of the date of the execution of this Agreement. The Network Telephone Corporation Interconnection Agreement and all amendments are attached hereto as Exhibit 1 and incorporated herein by this reference. The adoption of this agreement with amendment(s) consists of the following:

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TOTAL	987

2. In the event that XO Long Distance consists of two (2) or more separate entities as set forth in the preamble to this Agreement, all such entities shall be jointly and severally liable for the obligations of XO Long Distance under this Agreement.

3. The term of this Agreement shall be from the Effective Date as set forth above and shall expire as set forth in Section 2.1 of the Network Telephone Corporation Interconnection Agreement. For the purposes of determining the expiration date of this Agreement pursuant to Section 2.1 of the Network Telephone Corporation Interconnection Agreement, the effective date shall be June 20, 2003.

4. Every notice, consent, approval, or other communications required or contemplated by this Agreement shall be in writing and shall be delivered in person or given by postage prepaid mail, address to:

BellSouth Telecommunications, Inc.

BellSouth Local Contract Manager
600 North 19th St., 8th floor
Birmingham, AL 35203

and

ICS Attorney
Suite 4300
675 W. Peachtree St.
Atlanta, GA 30375

XO Long Distance Services, Inc.

Dana Shaffer
Vice President, Regulatory Counsel
105 Molloy Street
Suite 300
Nashville, TN 3720

Telephone: (615) 777-7700
Facsimile: (615) 345-1564

And

Alaine Miller
XO Communications, Inc.
1633 Westlake Avenue North
Suite 200
Seattle, WA 98109-6124
Telephone: (206) 315-6358
Facsimile: (206) 315-6400

or at such other address as the intended recipient previously shall have designated by written notice to the other Party. Where specifically required, notices shall be by certified or registered mail. Unless otherwise provided in this Agreement, notice by mail shall be effective on the date it is officially recorded as delivered by return receipt or equivalent, and in the absence of such record of delivery, it shall be presumed to have been delivered the fifth day, or next business day after the fifth day, after it was deposited in the mails.

XO Long Distance Services, Inc.
Adoption Paper Signature Page

IN WITNESS WHEREOF, the Parties have executed this Agreement through their authorized representatives.

BellSouth Telecommunications, Inc.

By: Pat C. Fink

Name: PATRICK C. FINK

Title: Asst Director

Date: 8/01/03

XO Long Distance Services, Inc.

By: Douglas W. Kunkopf

Name: Douglas W. Kunkopf

Title: Vice President Regulatory

Date: 7/31/03

**Network Telephone Corporation
Interconnection Agreement
June 20, 2003**