



BellSouth Telecommunications, Inc.
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March 2, 2001

REC'D TN
REGULATORY AUTH.
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VIA HAND DELIVERY

Mr. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: *Approval of the Interconnection Agreement and Amendments Thereto between BellSouth Telecommunications, Inc. and Level 3 Communications, LLC pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*
Docket No. 01-00209

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, BellSouth Telecommunications, Inc. ("BellSouth") and Level 3 Communications, LLC ("Level 3") are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and thirteen copies of the attached Petition for Approval of the Interconnection Agreement and Amendments Thereto (the "Agreement"). Level 3 has adopted the XO Tennessee, Inc. f/k/a Nextlink Tennessee, Inc. Interconnection agreement in its entirety. The term of the agreement began on November 4, 1999. The TRA approved the XO Agreement by written order dated August 29, 2000. XO and BellSouth have recently filed an Amendment to the Interconnection Agreement as ordered by the TRA which addresses the definition of Local Traffic. The Amendment was approved by the TRA by voice vote on February 21, 2001. Pursuant to the letter attached hereto from Level 3's attorney dated February 27, 2001, Level 3 also desires to adopt the Amendment.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

GMH/jem

Enclosure

cc: Michael R. Romano, Level 3 Communications, LLC
Tamar E. Finn, Attorney for Level 3 Communications, LLC

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