BELLSOUTH

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OFFICE OF THE
EXECUTIVE SECRETARY

July 22, 2002

VIA HAND DELIVERY

CONTAINS PROPRIETARY INFORMATION

Hon. Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *BellSouth Telecommunications, Inc.'s Entry Into Long Distance (InterLATA) Service in Tennessee Pursuant to Section 271 of the Telecommunications Act of 1996*
Docket No. 97-00309

Dear Chairman Kyle:

Enclosed are proprietary versions of BellSouth's Rebuttal Testimony for the following witnesses:

1. John Ruscilli
2. Ken Ainsworth

This testimony contains proprietary information and is being submitted subject to the terms of the Protective Order entered in this matter.

Also enclosed are proprietary portions of Exhibit RMP-1 attached to the Rebuttal Testimony of Ronald Pate. This Exhibit includes proprietary affidavits, which have been provided to the FCC in connection with BellSouth's recent five-state 271 application. This information is being submitted subject to the terms of the Protective Order entered in this matter.

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Copies of the enclosed are being provided to counsel of record with the exception of Andrew Isar who has requested that he not be provided with proprietary information.

Very truly yours,

Guy M. Hicks

GMH:ch