

**Amendment to the Agreement
Between
Business Telecom, Inc.
and
BellSouth Telecommunications, Inc.
Dated March 25, 2003**

Pursuant to this Amendment, (the "Amendment"), Business Telecom, Inc. (BTI), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated March 25, 2003 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and BTI entered into the Agreement on March 25, 2003, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties hereby agree to add tag loop USOCs for North Carolina to Exhibit B of Attachment 2 as set forth in Exhibit 1, attached hereto and incorporated herein by this reference
2. The Parties hereby agree to add tag loop USOCs associated with Loop/Port Combinations for all states to Exhibit B of Attachment 2 as set forth in Exhibit 2, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated March 25, 2003, shall remain in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

Business Telecom, Inc.

By: *Kristen E. Rowe*

By: *Tom Mullis*

Name: *Kristen E. Rowe*

Name: *Tom Mullis*

Title: *Director*

Title: *SVP*

Date: *01-13-04*

Date: *DEC 23, 2003*

UNBUNDLED NETWORK ELEMENTS - Alabama										Attachment: 2		Exhibit: A																							
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates (\$)																						
													Rec	Nonrecurring		Nonrecurring Disconnect		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN												
													First	Add'l	First	Add'l																			
5. Market Rates for Unbundled Centrex Port/Loop Combination will be negotiated on an Individual Case Basis, until further notice.																																			
UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)																																			
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																			
Additional Non-Recurring Charges (NRC)																																			
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP91	URETL	8.33	0.83																												
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP91	URETN	11.21	1.10																												
UNE-P CENTREX - 5ESS (Valid in All States)																																			
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	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL	8.33	0.83																												
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UNE-P CENTREX - DMS100 (Valid in All States)																																			
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																			
Additional Non-Recurring Charges (NRC)																																			
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL	8.33	0.83																												
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D	URETN	11.21	1.10																												
UNE-P CENTREX - EWSD (Valid in AL, FL, KY, LA, MS & TN)																																			
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						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
ADDITIONAL NRCs															
	PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						6.70	6.70							
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL		8.33	0.83							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN		11.19	1.10							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN		11.19	1.10							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFP	URETN		11.19	1.10							
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPX	URETN		11.19	1.10							
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPB	UEPPR	URETN	11.19	1.10							
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB	UEPPR	URETL	8.33	0.83							
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES															
1. Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
2. Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															

UNBUNDLED NETWORK ELEMENTS - Georgia										Attachment: 2		Exhibit: A				
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
													Rec	Nonrecurring		Nonrecurring Disconnect
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.																
5. Market Rates for Unbundled Centrex Port/Loop Combination will be negotiated on an Individual Case Basis, until further notice.																
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	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP91	URETL	8.33	0.83									
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UNE-P CENTREX - 5ESS (Valid in All States)																
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	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL	8.33	0.83									
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	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL	8.33	0.83									
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										First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
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2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL		8.33	0.83							
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NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
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2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
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UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: A			
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ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL		8.33	0.83							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL		8.33	0.83							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN		11.19	1.10							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN		11.19	1.10							
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFP	URETN		11.19	1.10							
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPX	URETN		11.19	1.10							
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPB	UEPPR	URETN	11.19	1.10							
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB	UEPPR	URETL	8.33	0.83							
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES															
1. Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
2. Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.															

UNBUNDLED NETWORK ELEMENTS - Mississippi										Attachment: 2		Exhibit: A																								
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates (\$)																							
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN													
													First	Add'l	First	Add'l																				
5. Market Rates for Unbundled Centrex Port/Loop Combination will be negotiated on an Individual Case Basis, until further notice.																																				
UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)																																				
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																				
Additional Non-Recurring Charges (NRC)																																				
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP91	URETL	8.33	0.83																													
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP91	URETN	11.19	1.10																													
UNE-P CENTREX - 5ESS (Valid in All States)																																				
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																				
Additional Non-Recurring Charges (NRC)																																				
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL	8.33	0.83																													
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95	URETN	11.19	1.10																													
UNE-P CENTREX - DMS100 (Valid in All States)																																				
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																				
Additional Non-Recurring Charges (NRC)																																				
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL	8.33	0.83																													
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D	URETN	11.19	1.10																													
UNE-P CENTREX - EWSD (Valid in AL, FL, KY, LA, MS & TN)																																				
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																				
Additional Non-Recurring Charges (NRC)																																				
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9E	URETL	8.33	0.83																													
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9E	URETN	11.19	1.10																													
UNE-P CENTREX - DCO - Valid in AL, KY, LA, MS, & TN)																																				
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																																				
Additional Non-Recurring Charges (NRC)																																				
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP93	URETL	8.33	0.83																													
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP93	URETN	11.19	1.10																													
Note 1 - Required Port for Centrex Control in 1AESS, 5ESS & EWSD																																				
Note 2 - Requires Interoffice Channel Mileage																																				
Note 3 - Installation is combination of Installation charge for SL2 Loop and Port																																				
Note 4 - Requires Specific Customer Premises Equipment																																				
Note: Rates displaying an "R" in Interim column are interim and subject to rate true-up as set forth in General Terms and Conditions.																																				

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
													Rec	Nonrecurring	
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL			8.33	0.83			26.94	12.76	0.00	0.00
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL			8.33	0.83			26.94	12.76	0.00	0.00
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL			8.33	0.83			26.94	12.76	0.00	0.00
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL			8.33	0.83			26.94	12.76	0.00	0.00
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL			8.33	0.83			26.94	12.76	0.00	0.00
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN			11.20	1.10			26.94	12.76	0.00	0.00
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN			11.20	1.10			26.94	12.76	0.00	0.00
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFP	URETN			11.20	1.10			26.94	12.76	0.00	0.00
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPX	URETN			11.20	1.10			26.94	12.76	0.00	0.00
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPB	UEPPR	URETN		11.20	1.10						
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB	UEPPR	URETL		8.33	0.83			26.94	12.76	0.00	0.00
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES															
1. Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
2. Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.															

UNBUNDLED NETWORK ELEMENTS - North Carolina										Attachment: 2		Exhibit: A	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
													Rec
5. Market Rates for Unbundled Centrex Port/Loop Combination will be negotiated on an Individual Case Basis, until further notice.													
UNE-P CENTREX - 5ESS (Valid in All States)													
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo													
Additional Non-Recurring Charges (NRC)													
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL	8.33	0.83						
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95	URETN	11.20	1.10						
UNE-P CENTREX - DMS100 (Valid in All States)													
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo													
Additional Non-Recurring Charges (NRC)													
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL	8.33	0.83						
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D	URETN	11.20	1.10						
Note 1 - Required Port for Centrex Control in 1AESS, 5ESS & EWSD													
Note 2 - Requires Interoffice Channel Mileage													
Note 3 - Installation is combination of Installation charge for SL2 Loop and Port													
Note 4 - Requires Specific Customer Premises Equipment													
Note: Rates displaying an "R" in Interim column are interim and subject to rate true-up as set forth in General Terms and Conditions.													

UNBUNDLED NETWORK ELEMENTS - South Carolina										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.															
5. Market Rates for Unbundled Centrex Port/Loop Combination will be negotiated on an Individual Case Basis, until further notice.															
UNE-P CENTREX - 5ESS (Valid in All States)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95	URETN		11.24	1.10							
UNE-P CENTREX - DMS100 (Valid in All States)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D	URETN		11.24	1.10							
Note 1 - Required Port for Centrex Control in 1AESS, 5ESS & EWSD															
Note 2 - Requires Interoffice Channel Mileage															
Note 3 - Installation is combination of Installation charge for SL2 Loop and Port															
Note 4 - Requires Specific Customer Premises Equipment															
Note: Rates displaying an "R" in Interim column are interim and subject to rate true-up as set forth in General Terms and Conditions.															

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First						
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRX	URETL		8.33	0.83				20.35	10.54	13.32	13.32
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPBX	URETL		8.33	0.83				20.35	10.54	13.32	13.32
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPRG	URETL		8.33	0.83				20.35	10.54	13.32	13.32
2-Wire Voice Grade Line Port Rates (BUS - PBX)															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPX	URETL		8.33	0.83				20.35	10.54	13.32	13.32
2-Wire Voice Grade Line Ports (COIN)															
ADDITIONAL UNE COIN PORT/LOOP (RC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPCO	URETL		8.33	0.83				20.35	10.54	13.32	13.32
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFR	URETN		11.23	1.10				20.35	10.54	13.32	13.32
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFB	URETN		11.23	1.10				20.35	10.54	13.32	13.32
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPFP	URETN		11.23	1.10				20.35	10.54	13.32	13.32
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
NONRECURRING CHARGES - CURRENTLY COMBINED															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPX	URETN		11.23	1.10							
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
ADDITIONAL NRCs															
	Unbundled Miscellaneous Rate Element, Tag Designed Loop at End User Premise			UEPPB	UEPPR	URETN	11.23	1.10							
	Unbundled Miscellaneous Rate Element, Tag Loop at End User Premise			UEPPB	UEPPR	URETL	8.33	0.83							
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES															
1. Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
2. Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.															

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Add'l	Nonrecurring First						
5. Market Rates for Unbundled Centrex Port/Loop Combination will be negotiated on an Individual Case Basis, until further notice.															
UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP91	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP91	URETN		11.23	1.10							
UNE-P CENTREX - 5ESS (Valid in All States)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP95	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP95	URETN		11.23	1.10							
UNE-P CENTREX - DMS100 (Valid in All States)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9D	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9D	URETN		11.23	1.10							
UNE-P CENTREX - EWSD (Valid in AL, FL, KY, LA, MS & TN)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP9E	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP9E	URETN		11.23	1.10							
UNE-P CENTREX - DCO - Valid in AL, KY, LA, MS, & TN)															
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
Additional Non-Recurring Charges (NRC)															
	Unbundled Miscellaneous Rate Element, Tag Loop at End Use Premise			UEP93	URETL		8.33	0.83							
	Unbundled Miscellaneous Rate Element, Tag Design Loop at End Use Premise			UEP93	URETN		11.23	1.10							
Note 1 - Required Port for Centrex Control in 1AESS, 5ESS & EWSD															
Note 2 - Requires Interoffice Channel Mileage															
Note 3 - Installation is combination of Installation charge for SL2 Loop and Port															
Note 4 - Requires Specific Customer Premises Equipment															
Note: Rates displaying an "R" in Interim column are interim and subject to rate true-up as set forth in General Terms and Conditions.															