

AMENDMENT TO  
AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND CTC EXCHANGE SERVICES, INC.  
DATED JULY 18, 2000

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and CTC Exchange Services, Inc. ("CTES") hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Agreement between BellSouth and CTES dated July 18, 2000, as amended by those certain amendments dated August 9, 2000, August 29, 2000, October 6, 2000, and November 3, 2000 (the "Agreement").

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, BellSouth and CTES hereby covenant and agree as follows:

1. Attachment 2 of the Agreement is hereby amended by replacing Paragraph 2.1.5, Paragraph 2.1.6, Paragraph 2.1.10 and Paragraph 2.1.11 with the following Paragraph 2.1.5, Paragraph 2.1.6, Paragraph 2.1.10 and Paragraph 2.1.11 attached hereto as Exhibit A and by reference made a part of this Amendment.

2. Attachment 2, Exhibit C of the Agreement is hereby amended by replacing 2-Wire Analog VG Loop-SL1, 2-Wire Analog VG Loop-SL2 w/loop or ground start signaling, and 2-Wire Analog VG Loop-SL2 w/reverse battery signaling rates with the following rates attached hereto as Exhibit B, and by reference made a part of this Amendment.

3. All other provisions of the Agreement, dated July 18, 2000, shall remain in full force and effect.

4. The Parties agree that either or both of the Parties is 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.

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.**

**CTC Exchange Services, Inc.**

By: ON FILE

By: ON FILE

Title: Exec. Director

Title: Treasurer

Date: 2/12/01

Date: 1/31/01

# EXHIBIT B

## BELLSOUTH/CTES RATES NETWORK ELEMENTS AND OTHER SERVICES

Attachment 2  
Exhibit C  
Rates - Page 1

				RATES BY STATE									
DESCRIPTION				USOC	AL	FL	GA	KY	LA	MS	NC	SC	TN
2-Wire Analog VG Loop-SL1													
			RC - Statewide, per month	UEAL2	NA	NA	NA	NA	NA	NA	\$15.88	NA	NA
			RC - Zone 1, per month (Note 2)	UEAL2	\$15.24	\$13.75	\$14.21	\$14.79	\$14.96	\$15.58	TBD	\$18.48	\$15.92
			RC - Zone 2, per month (Note 2)	UEAL2	\$24.75	\$20.13	\$16.41	\$27.68	\$25.69	\$20.65	TBD	\$27.87	\$20.79
			RC - Zone 3, per month (Note 2)	UEAL2	\$44.85	\$44.40	\$26.08	\$47.78	\$52.47	\$29.51	TBD	\$36.91	\$27.18
			RC - Zone 4, per month (Note 2)	UEAL2	NA	NA	NA	NA	NA	\$38.94	NA	NA	NA
			NRC - 1st	UEAL2	\$59.03	\$83.20	\$42.54	\$86.08	\$40.69	\$59.25	\$57.99	\$70.44	\$78.93
			NRC - Add'l	UEAL2	\$43.14	\$35.12	\$31.33	\$58.57	\$29.96	\$43.67	\$42.37	\$44.05	\$50.98
			NRC - Disconnect Charge - 1st	UEAL2	\$15.21	\$55.97	NA	NA	\$11.48	\$16.35	NA	NA	NA
			NRC - Disconnect Charge - Add'l	UEAL2	\$3.22	\$10.35	NA	NA	\$3.36	\$4.06	NA	NA	NA
			NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
			NRC - Setvice Order submitted Electronically, per LSR - Disconnect	SOMECE	NA	\$0.42	NA	NA	NA	NA	NA	NA	TBD
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA	\$21.56	NA	\$29.24	NA	NA	NA	NA	\$19.99
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA	\$3.84	NA	\$3.94	NA	NA	NA	NA	TBD
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.22	NA
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
			NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$16.06	NA	NA	NA
			NRC - Incremental Charge - Order Coordination for SL1 loops (per loop)	UEAMC	\$51.29	16.31*	\$36.46	16.31*	\$34.90	\$50.29	\$61.38	\$62.10	36.46 *
			NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$45.99	23.24 *	\$34.22	36.18 *	\$32.77	\$45.27	\$45.34	\$45.43	34.22 *
			NRC - Engineering Information (EI) - interim rates until cost study is prepared based on inputs that reflect the work required to extract the Engineering Information.	UEANM	\$25.00	\$40.00	\$20.00	\$40.00	\$20.00	\$25.00	\$20.00	\$25.00	\$40.00
2-Wire Analog VG Loop-SL2 w/loop or ground start signaling													
			RC - Statewide, per month	UEAL2	NA	NA	NA	NA	NA	NA	\$19.50	NA	NA
			RC - Zone 1, per month (Note 2)	UEAL2	\$17.95	\$18.48	\$16.84	\$17.27	\$17.65	\$18.35	TBD	\$21.57	\$15.92
			RC - Zone 2, per month (Note 2)	UEAL2	\$29.16	\$22.43	\$19.45	\$32.32	\$30.32	\$24.33	TBD	\$32.53	\$20.79
			RC - Zone 3, per month (Note 2)	UEAL2	\$52.84	\$27.87	\$30.92	\$55.78	\$61.93	\$34.77	TBD	\$43.08	\$27.18
			RC - Zone 4, per month (Note 2)	UEAL2	NA	NA	NA	NA	NA	\$45.88	NA	NA	NA
			NRC - 1st	UEAL2	\$145.46	\$218.96	\$104.17	\$236.75	\$99.69	\$144.01	\$142.97	\$178.12	\$192.97
			NRC - Add'l	UEAL2	\$108.40	\$136.44	\$78.10	\$177.10	\$74.73	\$107.70	\$106.56	\$128.80	\$140.72
			NRC - Disconnect Charge - 1st	UEAL2	\$40.31	\$113.41	NA	NA	\$28.73	\$40.98	NA	NA	NA
			NRC - Disconnect Charge - Add'l	UEAL2	\$26.01	\$20.58	NA	NA	\$18.87	\$26.95	NA	NA	NA
			NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
			NRC - Setvice Order submitted Electronically, per LSR - Disconnect	SOMECE	NA	\$0.42	NA	NA	NA	NA	NA	NA	TBD
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA	\$21.56	NA	\$29.24	NA	NA	NA	NA	\$19.99
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA	\$3.84	NA	\$3.94	NA	NA	NA	NA	TBD
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
			NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$26.95	NA	NA	NA
			NRC - Incremental Charge - Order Coordination - Time Specific (per LSR) (subject to change pending state ordered rates)	OCOSL	\$45.99	\$23.24	\$34.22	36.18 *	\$32.77	\$45.27	\$45.34	\$45.43	34.22 *
2-Wire Analog VG Loop-SL2 w/ reverse battery signaling													
			RC - Statewide, per month	UEAR2	NA	NA	NA	NA	NA	NA	\$19.50	NA	NA
			RC - Zone 1, per month (Note 2)	UEAR2	\$17.95	\$18.48	\$16.84	\$17.27	\$17.65	\$18.35	TBD	\$21.57	\$15.92
			RC - Zone 2, per month (Note 2)	UEAR2	\$29.16	\$22.43	\$19.45	\$32.32	\$30.32	\$24.33	TBD	\$32.53	\$20.79
			RC - Zone 3, per month (Note 2)	UEAR2	\$52.84	\$27.87	\$30.92	\$55.78	\$61.93	\$34.77	TBD	\$43.08	\$27.18
			RC - Zone 4, per month (Note 2)	UEAR2	NA	NA	NA	NA	NA	\$45.88	NA	NA	NA
			NRC - 1st	UEAR2	\$145.46	\$218.96	\$104.17	\$236.75	\$99.69	\$144.01	\$142.97	\$178.12	\$192.97
			NRC - Add'l	UEAR2	\$108.40	\$136.44	\$78.10	\$177.10	\$74.73	\$107.70	\$106.56	\$128.80	\$140.72
			NRC - Disconnect Charge - 1st	UEAR2	\$40.31	\$113.41	NA	NA	\$28.73	\$40.98	NA	NA	NA

# EXHIBIT B

## BELLSOUTH/CTES RATES NETWORK ELEMENTS AND OTHER SERVICES

Attachment 2  
Exhibit C  
Rates - Page 2

			NRC - Disconnect Charge - Add'l	UEAR2	\$26.01	\$20.58	NA	NA	\$18.87	\$26.95	NA	NA	NA
			NRC - Service Order submitted Electronically, per LSR	SOMEK	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
			NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEK	NA	\$0.42	NA	NA	NA	NA	NA	NA	TBD
			NRC - Service Order submitted Manually, per LSR	SOMAN	NA	\$21.56	NA	\$29.24	NA	NA	NA	NA	\$19.99
			NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA	\$3.84	NA	\$3.94	NA	NA	NA	NA	TBD
			NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
			NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
			NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$26.95	NA	NA	NA
			NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOCL	\$45.99	\$23.24	\$34.22	36.18 *	\$32.77	\$45.27	\$45.34	\$45.43	34.22*
			* Subject to change pending cost study filings and/or state ordered rates										