

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
Navigator Telecommunications, LLC AND
BELL SOUTH TELECOMMUNICATIONS, INC.**

Pursuant to this Amendment, (the "Amendment"), Navigator Telecommunications ("Navigator") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 10 , 2002 ("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, the Parties hereby covenant and agree as follows:

1. USOCs for the state of Georgia Kentucky, Louisiana, Mississippi, South Carolina, and Tennessee. In North Carolina, the statewide for both cost based and market based rates for 2-Wire VG Loop/Port Combo and 2-Wire Voice Grade Loop (SL1) for Residence and Business are deleted and replaced with Deaveraged cost based and marketed rates in Exhibit B3 for North Carolina for UNE Port/Loop Combination rates and UNE Loop rates for Residence and Business.
2. All of the other provisions of the Agreement, dated August 10, 2002, shall remain in full force and effect.
3. 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 and shall be deemed effective the date the last Party signs the amendment.

Navigator Telecommunications, LLC

BellSouth Telecommunications, Inc.

Signature on File
Signature

Signature on File
Signature

Kenrick LeDoux
Name

Elizabeth R. A. Shiroishi
Name

VP – Engineering & CTO
Title

Director
Title

05/13/2003
Date

5/13/2003
Date

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2		Exhibit: B3	
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	SOME C	SOMAN	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 LOCAL EXCHANGE SWITCHING(PORTS)																	
Exchange Ports																	
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																	
2-WIRE VOICE GRADE LINE PORT RATES (RES)																	
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPSR	UEPWC	1.85	17.16	17.16					18.94	8.42			
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPSR	UEPWQ	1.85	17.16	17.16					18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPSR	UEPWR	1.85	17.16	17.16					18.94	8.42			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.85	17.16	17.16					18.94	8.42			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																	
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPSB	UEPWD	1.85	17.16	17.16					18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPSB	UEPWP	1.85	17.16	17.16					18.94	8.42			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.85	17.16	17.16					18.94	8.42			
EXCHANGE PORT RATES (DID & PBX)																	
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPSE	UEPPQ	1.85	17.16	17.16					18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPSP	UEPWS	1.85	17.16	17.16					18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPSP	UEPWT	1.85	17.16	17.16					18.94	8.42			
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. Additional NRCs may apply also and are categorized accordingly.																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port Rates (Res)																	
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPRX	UEPWC	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91	
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	1.79	22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91	

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: B3									
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		SOMEK	SOMAN	SOMAN	SOMAN	
													First	Add'l	First	Add'l						
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																					
	2-Wire Voice Grade Line Port (Bus)																					
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPBX	UEPWD	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																					
	2-Wire Voice Grade Line Port Rates (RES - PBX)																					
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPRG	UEPPQ	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																					
	2-Wire Voice Grade Line Port Rates (BUS - PBX)																					
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPPX	UEPWS	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	1.79							22.14	15.25	8.45	3.91			33.67	7.88	11.17	3.91
	UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																					
	> Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																					
	This includes unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																					
	> The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																					
	> BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																					
	> The Market Rate for unbundled ports includes all available features in all states.																					
	> 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 which have a flat rate usage charge																					
	> For Not Currently Combined scenarios where Market Rates apply, the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.																					
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																					
	2-Wire Voice Grade Line Port (Res)																					
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPRX	UEPWC	14.00							90.00	90.00					33.67	7.88	11.17	3.91
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	14.00							90.00	90.00					33.67	7.88	11.17	3.91

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: B3		
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	14.00	90.00	90.00				33.67	7.88	11.17	3.91
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00				33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)														
	2-Wire Voice Grade Line Port (Bus)														
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPBX	UEPWD	14.00	90.00	90.00				33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	14.00	90.00	90.00				33.67	7.88	11.17	3.91
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00				33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)														
	2-Wire Voice Grade Line Port Rates (RES - PBX)														
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPRG	UEPPQ	14.00	90.00	90.00				33.67	7.88	11.17	3.91
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)														
	2-Wire Voice Grade Line Port Rates (BUS - PBX)														
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPPX	UEPWS	14.00	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	14.00	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: B3		
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
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 LOCAL EXCHANGE SWITCHING(PORTS)															
Exchange Ports															
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWE	1.49	3.74	3.63	2.23	2.13		7.86			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.49	3.74	3.63	2.23	2.13		7.86			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWF	1.49	3.74	3.63	2.23	2.13		7.86			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.49	3.74	3.63	2.23	2.13		7.86			
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.															
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2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
2-Wire Voice Grade Line Port Rates (Res)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWE	1.15	21.29	15.49	2.85	2.67		7.86			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.15	21.29	15.49	2.85	2.67		7.86			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
2-Wire Voice Grade Line Port (Bus)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWF	1.15	21.29	15.49	2.85	2.67		7.86			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.15	21.29	15.49	2.85	2.67		7.86			

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment: 2		Exhibit: B3		
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(\$)					
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UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																		
Exchange Ports																		
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																		
2-WIRE VOICE GRADE LINE PORT RATES (RES)																		
	Louisiana Extended Local Dialing Port without Caller ID			UEPSR	UEPWG	1.52	2.31	2.21				15.20						
	Louisiana Calling Plan Port without Caller ID capability			UEPSR	UEPRQ	1.52	2.31	2.21				15.20						
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.52	2.31	2.21				15.20						
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																		
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWH	1.52	2.31	2.21				15.20						
	Louisiana Business Area Calling Port without Caller ID capability			UEPSB	UEPBA	1.52	2.31	2.21				15.20						
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.52	2.31	2.21				15.20						
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.																		
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2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																		
2-Wire Voice Grade Line Port Rates (Res)																		
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWG	1.36	38.85	19.08				15.20						
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	1.36	38.85	19.08				15.20						
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.36	38.85	19.08				15.20						
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																		
2-Wire Voice Grade Line Port (Bus)																		
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWH	1.36	38.85	19.08				15.20						
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	1.36	38.85	19.08				15.20						
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.36	38.85	19.08				15.20						

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: B3						
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UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																			
<p>> Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.</p> <p>This includes unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAS in BellSouth's region for end users with 4 or more DS0 equivalent lines.</p> <p>> The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).</p> <p>> BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.</p> <p>> The Market Rate for unbundled ports includes all available features in all states.</p> <p>> 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 which have a flat rate usage charge</p> <p>> For Not Currently Combined scenarios where Market Rates apply, the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.</p>																			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																			
2-Wire Voice Grade Line Port (Res)																			
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWG	14.00	90.00	90.00			31.92	7.32							
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	14.00	90.00	90.00			31.92	7.32							
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00			31.92	7.32							
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																			
2-Wire Voice Grade Line Port (Bus)																			
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWH	14.00	90.00	90.00			31.92	7.32							
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	14.00	90.00	90.00			31.92	7.32							
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00			31.92	7.32							

UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment: 2		Exhibit: B3	
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						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)	
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Exchange Ports																	
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																	
2-WIRE VOICE GRADE LINE PORT RATES (RES)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWJ	1.41	2.39	2.29	1.42	1.33		15.75					
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.41	2.39	2.29	1.42	1.33		15.75					
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWK	1.41	2.39	2.29	1.42	1.33		15.75					
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.41	2.39	2.29	1.42	1.33		15.75					
EXCHANGE PORT RATES (DID & PBX)																	
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPSP	UEPA5	1.41	31.45	14.93	14.38	0.92		15.75					
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.																	
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2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port Rates (Res)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWJ	1.23	40.31	19.84	24.90	6.58		15.75					
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.23	40.31	19.84	24.90	6.58		15.75					
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
2-Wire Voice Grade Line Port (Bus)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWK	1.23	40.31	19.84	24.90	6.58		15.75					
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.23	40.31	19.84	24.90	6.58		15.75					

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment: 2		Exhibit: B3			
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(\$)	
														SOME C	SOMAN	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 LOCAL EXCHANGE SWITCHING(PORTS)																			
Exchange Ports																			
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																			
2-WIRE VOICE GRADE LINE PORT RATES (RES)																			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.19	21.60	21.60						26.94	12.76				
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.19	21.60	21.60						26.94	12.76				
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. Additional NRCs may apply also and are categorized accordingly.																			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																			
UNE Port/Loop Combination Rates																			
	2-Wire VG Loop/Port Combo - Zone 1		1			13.03													
	2-Wire VG Loop/Port Combo - Zone 2		2			21.33													
	2-Wire VG Loop/Port Combo - Zone 3		3			32.61													
UNE Loop Rates																			
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.75													
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	19.05													
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	30.33													
2-Wire Voice Grade Line Port Rates (Res)																			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.28	79.59	63.97						40.18	9.45				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																			
UNE Port/Loop Combination Rates																			
	2-Wire VG Loop/Port Combo - Zone 1		1			13.03													
	2-Wire VG Loop/Port Combo - Zone 2		2			21.33													
	2-Wire VG Loop/Port Combo - Zone 3		3			32.61													
UNE Loop Rates																			

UNBUNDLED NETWORK ELEMENTS - North Carolina														Attachment: 2		Exhibit: B3																					
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																				
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.75																															
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	19.05																															
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	30.33																															
	2-Wire Voice Grade Line Port (Bus)																																				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	2.28	79.59	63.97			40.18	9.45																									
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																																					
> Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																																					
This includes unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAs in BellSouth's region for end users with 4 or more DS0 equivalent lines.																																					
> The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																																					
> BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																																					
> The Market Rate for unbundled ports includes all available features in all states.																																					
> 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 which have a flat rate usage charge																																					
> For Not Currently Combined scenarios where Market Rates apply, the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.																																					
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																																				
	UNE Port/Loop Combination Rates																																				
	2-Wire VG Loop/Port Combo - Zone 1		1			24.75																															
	2-Wire VG Loop/Port Combo - Zone 2		2			33.05																															
	2-Wire VG Loop/Port Combo - Zone 3		3			44.33																															
	UNE Loop Rates																																				
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPRX	UEPLX	10.75																															
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPRX	UEPLX	19.05																															
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPRX	UEPLX	30.33																															
	2-Wire Voice Grade Line Port (Res)																																				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00			40.18	9.45																									
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																																				
	UNE Port/Loop Combination Rates																																				
	2-Wire VG Loop/Port Combo - Zone 1		1			24.75																															
	2-Wire VG Loop/Port Combo - Zone 2		2			33.05																															
	2-Wire VG Loop/Port Combo - Zone 3		3			44.33																															
	UNE Loop Rates																																				
	2-Wire Voice Grade Loop (SL1) - Zone 1		1	UEPBX	UEPLX	10.75																															
	2-Wire Voice Grade Loop (SL1) - Zone 2		2	UEPBX	UEPLX	19.05																															
	2-Wire Voice Grade Loop (SL1) - Zone 3		3	UEPBX	UEPLX	30.33																															
	2-Wire Voice Grade Line Port (Bus)																																				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00			40.18	9.45																									

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: B3		
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	SOME C	SOMAN	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 LOCAL EXCHANGE SWITCHING(PORTS)															
Exchange Ports															
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWL	1.65	2.38	2.28	1.42	1.33		15.69			
	South Carolina Area Calling Port without Caller ID capability			UEPSR	UEPRS	1.65	2.38	2.28	1.42	1.33		15.69			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.65	2.38	2.28	1.42	1.33		15.69			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWM	1.65	2.38	2.28	1.42	1.33		15.69			
	South Carolina Business Area Calling Port without Caller ID capability			UEPSB	UEPBB	1.65	2.38	2.28	1.42	1.33		15.69			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.65	2.38	2.28	1.42	1.33		15.69			
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. Additional NRCs may apply also and are categorized accordingly.															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
2-Wire Voice Grade Line Port Rates (Res)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWL	1.13	37.93	16.72				15.69			
	South Carolina Area Calling Port without Caller ID capability			UEPRX	UEPRS	1.13	37.93	16.72				15.69			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.13	37.93	16.72				15.69			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
2-Wire Voice Grade Line Port (Bus)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWM	1.13	37.93	16.72				15.69			
	South Carolina Business Area Calling Port without Caller ID capability			UEPBX	UEPBB	1.13	37.93	16.72				15.69			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.13	37.93	16.72				15.69			

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment: 2		Exhibit: B3					
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							Add'l	OSS Rates(\$)				
																SOMEK	SOMAN	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 LOCAL EXCHANGE SWITCHING(PORTS)																					
Exchange Ports																					
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																					
2-WIRE VOICE GRADE LINE PORT RATES (RES)																					
	Tennessee Area Plus Port without Caller ID capability			UEPSR	UEPRR	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWN	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																					
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWO	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPSB	UEPB2	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPSB	UEPB3	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
EXCHANGE PORT RATES (DID & PBX)																					
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPSP	UEPA6	1.79	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPSP	UEPA7	1.79	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40						
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. Additional NRCs may apply also and are categorized accordingly.																					
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																					
2-Wire Voice Grade Line Port Rates (Res)																					
	Tennessee Area Plus Port without Caller ID capability			UEPRX	UEPRR	1.70	22.14	15.25	8.45	3.91		30.89	7.03								
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	1.70	22.14	15.25	8.45	3.91		30.89	7.03								
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.70	22.14	15.25	8.45	3.91		30.89	7.03								
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																					

UNBUNDLED NETWORK ELEMENTS - Tennessee										Attachment: 2		Exhibit: B3					
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							Disconnect Add'l	OSS Rates(\$)
												SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
2-Wire Voice Grade Line Port (Bus)																	
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWO	1.70	22.14	15.25	8.45	3.91			30.89	7.03			
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	1.70	22.14	15.25	8.45	3.91			30.89	7.03			
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	1.70	22.14	15.25	8.45	3.91			30.89	7.03			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.70	22.14	15.25	8.45	3.91			30.89	7.03			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
2-Wire Voice Grade Line Port Rates (BUS - PBX)																	
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPPX	UEPA6	1.70	22.14	15.25	8.45	3.91			30.89	7.03			
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	1.70	22.14	15.25	8.45	3.91			30.89	7.03			
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																	
> Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.																	
This includes unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAS in BellSouth's region for end users with 4 or more DS0 equivalent lines.																	
> The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).																	
> BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.																	
> The Market Rate for unbundled ports includes all available features in all states.																	
> 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 which have a flat rate usage charge																	
> For Not Currently Combined scenarios where Market Rates apply, the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port (Res)																	
	Tennessee Area Plus Port without Caller ID capability			UEPRX	UEPRR	14.00	90.00	90.00					30.89	7.03			
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	14.00	90.00	90.00					30.89	7.03			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					30.89	7.03			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
2-Wire Voice Grade Line Port (Bus)																	
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWO	14.00	90.00	90.00					30.89	7.03			
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	14.00	90.00	90.00					30.89	7.03			
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	14.00	90.00	90.00					30.89	7.03			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					30.89	7.03			

UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2		Exhibit: B3		
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	Nonrecurring Add'l	Nonrecurring Disconnect First						
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)														
	2-Wire Voice Grade Line Port Rates (BUS - PBX)														
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPPX	UEPA6	14.00	90.00	90.00				30.89	7.03		
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	14.00	90.00	90.00				30.89	7.03		