

**Amendment to the Agreement
Between
Grande Communications Networks, Inc.
and
BellSouth Telecommunications, Inc.
Dated 6/29/2003**

Pursuant to this Amendment, (the "Amendment"), Grande Communications Networks, Inc. ("Grande"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated 6/29/2003 ("Agreement") to be effective 10 (ten) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Grande entered into the Agreement on 6/29/2003,
and;

WHEREAS, the Parties desire to amend the Agreement to reflect other changes as agreed upon by the parties;

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 agree to delete the following Sections in Attachment 3 of Grande's Interconnection Agreement effective on 6/29/2003:
 - 7.1.4 In all states except for Georgia, the Parties will compensate each other on mutual and reciprocal basis for the per minute of use rate elements associated with Call Transport and Termination of Local Traffic at the elemental rates set forth in Exhibit A of this Attachment. Neither Party shall compensate the other for the per minute of use rate elements associated with Call Transport and Termination of ISP-bound Traffic.
 - 7.1.4.1 In the state of Georgia, the Parties will compensate each other on mutual and reciprocal basis for the Call Transport and Termination of Local Traffic and ISP-bound Traffic at the single rate set forth in Exhibit A, subject to the terms and conditions set forth in Section 7.1.4.1 below.
 - 7.1.4.2 Notwithstanding anything to the contrary in this Agreement, the volumes of ISP-bound Traffic for which one Party may bill the other shall be capped as follows:
 - 7.1.4.3 For ISP-bound Traffic exchanged during the year 2003, compensation, at the rates set forth in Exhibit A of this Agreement, shall be billed by the terminating Party and paid by the originating Party on ISP-bound Traffic minutes up to a ceiling equal to a ten percent growth factor added to, on an annualized basis, the number of ISP-bound Traffic minutes exchanged during the first quarter of 2001 plus an additional 10 percent growth.

7.1.4.4 Any ISP-bound Traffic that exceeds the minutes of use caps described above shall be exchanged on a bill and keep basis, and no compensation shall be paid to the terminating Party therefore.

And replace them with the following Section:

7.1.4 Each Party shall pay compensation to the other Party for Call Transport and Termination of Local Traffic or ISP-bound Traffic at the composite rate set forth in Exhibit A of Attachment 3.

2. The Parties agree delete the rates in Attachment 3, Exhibit A in the interconnection agreement that was effective on 6/29/2003 and replace them with the rates herein attached Attachment 3, Exhibit A:
3. All of the other provisions of the Agreement dated 6/29/2003 shall remain unchanged and 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.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 2/28/06

Grande Communications Networks, Inc.

By: Brady Adams

Name: Brady Adams

Title: VP Network Operations

Date: 3/27/06

LOCAL INTERCONNECTION - Alabama											Attachment: 3		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	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC																
	Rate for ISP-bound and Local Traffic					0.0007000										
TANDEM SWITCHING																
	Tandem Switching Function Per MOU					0.000498										
	Multiple Tandem Switching, per MOU (applies to intial tandem only)					0.000498										
	Tandem Intermediary Charge, per MOU*					0.0015										
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																
TRUNK CHARGE																
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.56	8.12								
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.56	8.12								
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00										
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00										
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00										
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00										
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																
COMMON TRANSPORT (Shared)																
	Common Transport - Per Mile, Per MOU					0.0000023										
	Common Transport - Facilities Termination Per MOU					0.0003224										
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.008838										
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	21.13	40.54	27.41	16.74	6.90						
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.008838										
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	15.12	40.54	27.41	16.74	6.90						
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.008838										
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	15.12	40.54	27.41	16.74	6.90						
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.18										
	Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	60.16	89.27	81.81	16.35	14.44						
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	4.09										
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	703.52	278.75	162.76	60.20	58.46						
LOCAL CHANNEL - DEDICATED TRANSPORT																
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	13.97	193.10	33.17	36.64	3.20						
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	14.93	193.53	33.60	37.11	3.67						
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	35.76	177.47	153.72	22.19	15.26						
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	416.54	451.52	263.94	119.49	83.58						
LOCAL INTERCONNECTION MID-SPAN MEET																
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00		0.00								
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00		0.00								
MULTIPLEXERS																
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	101.06	91.04	62.57	10.54	9.79						
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	166.13	178.14	93.97	33.26	31.63						
	DS3 Interface Unit (DS1 COCI) per month			OH1, OH1MS	SATCO	12.70	6.58	4.72								
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.																

LOCAL INTERCONNECTION - Florida										Attachment: 3		Exhibit: A				
CATEGORY	RATE ELEMENTS			Interi m	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 (\$)			
									SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC																
		Rate for ISP-bound and Local Traffic						0.0007000								
TANDEM SWITCHING																
		Tandem Switching Function Per MOU						0.0006019								
		Multiple Tandem Switching, per MOU (applies to intial tandem only)						0.0006019								
		Tandem Intermediary Charge, per MOU*						0.0015								
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																
TRUNK CHARGE																
		Installation Trunk Side Service - per DS0				OHD	TPP6X		21.73	8.19						
		Installation Trunk Side Service - per DS0				OHD	TPP9X		21.73	8.19						
		Dedicated End Office Trunk Port Service-per DS0**				OHD	TDEOP	0.00								
		Dedicated End Office Trunk Port Service-per DS1**				OH1 OH1MS	TDE1P	0.00								
		Dedicated Tandem Trunk Port Service-per DS0**				OHD	TDWOP	0.00								
		Dedicated Tandem Trunk Port Service-per DS1**				OH1 OH1MS	TDW1P	0.00								
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																
COMMON TRANSPORT (Shared)																
		Common Transport - Per Mile, Per MOU						0.0000035								
		Common Transport - Facilities Termination Per MOU						0.0004372								
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month				OHM	1L5NF	0.0091								
		Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month				OHM	1L5NF	25.32	47.35	31.78	18.31	7.03				
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month				OHM	1L5NK	0.0091								
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month				OHM	1L5NK	18.44	47.35	31.78	18.31	7.03				
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month				OHM	1L5NK	0.0091								
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month				OHM	1L5NK	18.44	47.35	31.78	18.31	7.03				
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month				OH1, OH1MS	1L5NL	0.1856								
		Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month				OH1, OH1MS	1L5NL	88.44	105.54	98.47	21.47	19.05				
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month				OH3, OH3MS	1L5NM	3.87								
		Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month				OH3, OH3MS	1L5NM	1,071.00	335.46	219.28	72.03	70.56				
LOCAL CHANNEL - DEDICATED TRANSPORT																
		Local Channel - Dedicated - 2-Wire Voice Grade per month				OHM	TEFV2	19.66	265.84	46.97	37.63	4.00				
		Local Channel - Dedicated - 4-Wire Voice Grade per month				OHM	TEFV4	20.45	266.54	47.67	44.22	5.33				
		Local Channel - Dedicated - DS1 per month				OH1	TEFHG	36.49	216.65	183.54	24.30	16.95				
		Local Channel - Dedicated - DS3 Facility Termination per month				OH3	TEFHJ	531.91	556.37	343.01	139.13	96.84				
LOCAL INTERCONNECTION MID-SPAN MEET																
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																
		Local Channel - Dedicated - DS1 per month				OH1MS	TEFHG	0.00	0.00							
		Local Channel - Dedicated - DS3 per month				OH3MS	TEFHJ	0.00	0.00							
MULTIPLEXERS																
		Channelization - DS1 to DS0 Channel System				OH1, OH1MS	SATN1	146.77	101.42	71.62	11.09	10.49				
		DS3 to DS1 Channel System per month				OH3, OH3MS	SATNS	211.19	199.28	118.64	40.34	39.07				
		DS3 Interface Unit (DS1 COCI) per month				OH1, OH1MS	SATCO	13.76	10.07	7.08						
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.																

LOCAL INTERCONNECTION - Kentucky											Attachment: 3		Exhibit: A			
CATEGORY	RATE ELEMENTS		Interi m	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	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC																
		Rate for ISP-bound and Local Traffic					0.0007000									
TANDEM SWITCHING																
		Tandem Switching Function Per MOU					0.0006772									
		Multiple Tandem Switching, per MOU (applies to intial tandem only)					0.0006772									
		Tandem Intermediary Charge, per MOU*					0.0015									
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																
TRUNK CHARGE																
		Installation Trunk Side Service - per DS0			OHD	TPP6X		21.58	8.13							
		Installation Trunk Side Service - per DS0			OHD	TPP9X		21.58	8.13							
		Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00									
		Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00									
		Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00									
		Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00									
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																
COMMON TRANSPORT (Shared)																
		Common Transport - Per Mile, Per MOU					0.000003									
		Common Transport - Facilities Termination Per MOU					0.0007466									
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.01									
		Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	29.11	47.34	31.78	22.77	8.75					
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.0115									
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	20.97	47.35	31.78	22.77	8.75					
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.0115									
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	20.97	47.35	31.78	22.77	8.75					
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.23									
		Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	96.04	105.52	98.46	23.09	20.49					
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	4.97									
		Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	1,175.15	335.40	219.24	89.57	87.75					
LOCAL CHANNEL - DEDICATED TRANSPORT																
		Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	18.57	265.78	46.96	46.79	4.98					
		Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	19.86	266.48	47.65	47.54	5.73					
		Local Channel - Dedicated - DS1 per month			OH1	TEFHG	40.46	209.60	176.51	30.21	21.07					
		Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	576.05	551.38	338.08	173.00	120.42					
LOCAL INTERCONNECTION MID-SPAN MEET																
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																
		Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00								
		Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00								
MULTIPLEXERS																
		Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	113.33	101.40	71.60	13.79	13.04					
		DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	158.20	199.23	118.62	50.16	48.59					
		DS3 Interface Unit (DS1 COCI) per month			OH1, OH1MS	SATCO	11.80	10.07	7.08							
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.																

LOCAL INTERCONNECTION - Louisiana											Attachment: 3		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	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
	INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC															
	Rate for ISP-bound and Local Traffic					0.0007000										
	TANDEM SWITCHING															
	Tandem Switching Function Per MOU					0.0005507										
	Multiple Tandem Switching, per MOU (applies to intial tandem only)					0.0005507										
	Tandem Intermediary Charge, per MOU*					0.0015										
	* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.															
	TRUNK CHARGE															
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.64	8.15								
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.64	8.15								
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00										
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00										
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00										
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00										
	** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements															
	COMMON TRANSPORT (Shared)															
	Common Transport - Per Mile, Per MOU					0.0000032										
	Common Transport - Facilities Termination Per MOU					0.0003748										
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																
	INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.013										
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	22.60	39.36	26.62								
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.013										
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	15.61	39.37	26.62								
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.013										
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	15.61	39.37	26.62								
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.2652										
	Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	70.47	86.69	79.44								
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	6.04										
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	850.45	270.69	158.05								
LOCAL CHANNEL - DEDICATED TRANSPORT																
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	18.32	187.51	32.21								
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	19.41	187.94	32.63								
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	39.18	172.34	149.27								
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	469.44	438.46	256.30								
LOCAL INTERCONNECTION MID-SPAN MEET																
	NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.															
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00									
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00									
MULTIPLEXERS																
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	105.09	88.41	60.76								
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	201.48	172.99	91.25								
	DS3 Interface Unit (DS1 COCI) per month			OH1, OH1MS	SATCO	11.78	6.39	4.58								
	Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.															

LOCAL INTERCONNECTION - Mississippi										Attachment: 3		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	SOMEc	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)															
INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC															
		Rate for ISP-bound and Local Traffic						0.0007000							
TANDEM SWITCHING															
		Tandem Switching Function Per MOU						0.0005379							
		Multiple Tandem Switching, per MOU (applies to intial tandem only)						0.0005379							
		Tandem Intermediary Charge, per MOU*						0.0015							
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.															
TRUNK CHARGE															
		Installation Trunk Side Service - per DS0				OHD	TPP6X		21.58	8.13					
		Installation Trunk Side Service - per DS0				OHD	TPP9X		21.58	8.13					
		Dedicated End Office Trunk Port Service-per DS0**				OHD	TDEOP	0.00							
		Dedicated End Office Trunk Port Service-per DS1**				OH1 OH1MS	TDE1P	0.00							
		Dedicated Tandem Trunk Port Service-per DS0**				OHD	TDWOP	0.00							
		Dedicated Tandem Trunk Port Service-per DS1**				OH1 OH1MS	TDW1P	0.00							
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements															
COMMON TRANSPORT (Shared)															
		Common Transport - Per Mile, Per MOU						0.0000026							
		Common Transport - Facilities Termination Per MOU						0.0004541							
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)															
INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month				OHM	1L5NF	0.0098							
		Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month				OHM	1L5NF	22.52	40.77	27.57	17.26	7.11			
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month				OHM	1L5NK	0.0098							
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month				OHM	1L5NK	15.68	40.78	27.57	17.26	7.11			
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month				OHM	1L5NK	0.0098							
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month				OHM	1L5NK	15.68	40.78	27.57	17.26	7.11			
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month				OH1, OH1MS	1L5NL	0.201							
		Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month				OH1, OH1MS	1L5NL	57.33	89.79	82.28	16.86	14.90			
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month				OH3, OH3MS	1L5NM	4.76							
		Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month				OH3, OH3MS	1L5NM	641.90	280.37	163.70	62.08	60.29			
LOCAL CHANNEL - DEDICATED TRANSPORT															
		Local Channel - Dedicated - 2-Wire Voice Grade per month				OHM	TEFV2	14.91	194.22	33.36	37.79	3.30			
		Local Channel - Dedicated - 4-Wire Voice Grade per month				OHM	TEFV4	15.99	194.66	33.80	38.27	3.78			
		Local Channel - Dedicated - DS1 per month				OH1	TEFHG	36.83	178.50	154.61	22.89	15.74			
		Local Channel - Dedicated - DS3 Facility Termination per month				OH3	TEFHJ	413.87	454.13	264.47	123.23	86.19			
LOCAL INTERCONNECTION MID-SPAN MEET															
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.															
		Local Channel - Dedicated - DS1 per month				OH1MS	TEFHG	0.00	0.00						
		Local Channel - Dedicated - DS3 per month				OH3MS	TEFHJ	0.00	0.00						
MULTIPLEXERS															
		Channelization - DS1 to DS0 Channel System				OH1, OH1MS	SATN1	102.85	91.57	62.94	10.87	10.10			
		DS3 to DS1 Channel System per month				OH3, OH3MS	SATNS	170.63	179.17	94.52	34.30	32.82			
		DS3 Interface Unit (DS1 COC) per month				OH1, OH1MS	SATCO	12.96	6.62	4.74					
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.															

LOCAL INTERCONNECTION - North Carolina											Attachment: 3		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	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
	INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC															
	Rate for ISP-bound and Local Traffic					0.0007000										
	TANDEM SWITCHING															
	Tandem Switching Function Per MOU					0.0012										
	Multiple Tandem Switching, per MOU (applies to intial tandem only)					0.0012										
	Tandem Intermediary Charge, per MOU*					0.0015										
	* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.															
	TRUNK CHARGE															
	Installation Trunk Side Service - per DS0			OHD	TPP6X		21.55	8.12								
	Installation Trunk Side Service - per DS0			OHD	TPP9X		21.55	8.12								
	Dedicated End Office Trunk Port Service-per DS0**			OHD	TDEOP	0.00										
	Dedicated End Office Trunk Port Service-per DS1**			OH1 OH1MS	TDE1P	0.00										
	Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDWOP	0.00										
	Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00										
	** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements															
	COMMON TRANSPORT (Shared)															
	Common Transport - Per Mile, Per MOU					0.00001										
	Common Transport - Facilities Termination Per MOU					0.00034										
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																
	INTEROFFICE CHANNEL - DEDICATED TRANSPORT															
	Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month			OHM	1L5NF	0.0282										
	Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month			OHM	1L5NF	18.00	137.48	52.58								
	Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month			OHM	1L5NK	0.0282										
	Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month			OHM	1L5NK	17.40	137.48	52.58								
	Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month			OHM	1L5NK	0.0282										
	Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month			OHM	1L5NK	17.40	137.48	52.58								
	Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month			OH1, OH1MS	1L5NL	0.5753										
	Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	71.29	217.17	163.75								
	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month			OH3, OH3MS	1L5NM	12.98										
	Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month			OH3, OH3MS	1L5NM	720.38	794.94	579.55								
LOCAL CHANNEL - DEDICATED TRANSPORT																
	Local Channel - Dedicated - 2-Wire Voice Grade per month			OHM	TEFV2	11.24	553.80	89.69								
	Local Channel - Dedicated - 4-Wire Voice Grade per month			OHM	TEFV4	12.03	562.23	92.67								
	Local Channel - Dedicated - DS1 per month			OH1	TEFHG	27.05	534.48	462.69								
	Local Channel - Dedicated - DS3 Facility Termination per month			OH3	TEFHJ	298.92	438.46	256.30								
LOCAL INTERCONNECTION MID-SPAN MEET																
	NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.															
	Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00									
	Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00									
MULTIPLEXERS																
	Channelization - DS1 to DS0 Channel System			OH1, OH1MS	SATN1	146.69	197.78	140.06								
	DS3 to DS1 Channel System per month			OH3, OH3MS	SATNS	233.10	403.97	234.40								
	DS3 Interface Unit (DS1 COCI) per month			OH1, OH1MS	SATCO	16.07	13.09	9.38								
	Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.															

LOCAL INTERCONNECTION - South Carolina										Attachment: 3		Exhibit: A					
CATEGORY	RATE ELEMENTS				Interi m	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	SOMEc	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																	
INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC																	
		Rate for ISP-bound and Local Traffic							0.0007000								
TANDEM SWITCHING																	
		Tandem Switching Function Per MOU							0.000736								
		Multiple Tandem Switching, per MOU (applies to intial tandem only)							0.000736								
		Tandem Intermediary Charge, per MOU*							0.0015								
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																	
TRUNK CHARGE																	
		Installation Trunk Side Service - per DS0						OHD	TPP6X		21.65	8.16					
		Installation Trunk Side Service - per DS0						OHD	TPP9X		21.65	8.16					
		Dedicated End Office Trunk Port Service-per DS0**						OHD	TDEOP	0.00							
		Dedicated End Office Trunk Port Service-per DS1**						OH1 OH1MS	TDE1P	0.00							
		Dedicated Tandem Trunk Port Service-per DS0**						OHD	TDWOP	0.00							
		Dedicated Tandem Trunk Port Service-per DS1**						OH1 OH1MS	TDW1P	0.00							
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																	
COMMON TRANSPORT (Shared)																	
		Common Transport - Per Mile, Per MOU								0.0000045							
		Common Transport - Facilities Termination Per MOU								0.0004095							
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																	
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																	
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month						OHM	1L5NF	0.0167							
		Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month						OHM	1L5NF	24.30	40.63	27.47	16.77	6.91			
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month						OHM	1L5NK	0.0167							
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month						OHM	1L5NK	16.76	40.63	27.47	16.77	6.91			
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month						OHM	1L5NK	0.0167							
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month						OHM	1L5NK	16.76	40.63	27.47	16.77	6.91			
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month						OH1, OH1MS	1L5NL	0.3415							
		Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month						OH1, OH1MS	1L5NL	77.14	89.47	81.99	16.39	14.48			
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month						OH3, OH3MS	1L5NM	8.02							
		Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month						OH3, OH3MS	1L5NM	880.65	279.37	163.12	60.33	58.59			
LOCAL CHANNEL - DEDICATED TRANSPORT																	
		Local Channel - Dedicated - 2-Wire Voice Grade per month						OHM	TEFV2	15.33	193.53	33.24	36.72	3.21			
		Local Channel - Dedicated - 4-Wire Voice Grade per month						OHM	TEFV4	16.54	193.97	33.68	37.19	3.68			
		Local Channel - Dedicated - DS1 per month						OH1	TEFHG	42.62	177.87	154.06	22.24	15.30			
		Local Channel - Dedicated - DS3 Facility Termination per month						OH3	TEFHJ	446.00	452.52	264.53	119.75	83.77			
LOCAL INTERCONNECTION MID-SPAN MEET																	
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																	
		Local Channel - Dedicated - DS1 per month						OH1MS	TEFHG	0.00	0.00						
		Local Channel - Dedicated - DS3 per month						OH3MS	TEFHJ	0.00	0.00						
MULTIPLEXERS																	
		Channelization - DS1 to DS0 Channel System						OH1, OH1MS	SATN1	107.57	91.24	62.71	10.56	9.81			
		DS3 to DS1 Channel System per month						OH3, OH3MS	SATNS	144.02	178.54	94.18	33.33	31.90			
		DS3 Interface Unit (DS1 COCI) per month						OH1, OH1MS	SATCO	8.64	6.59	4.73					
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.																	

LOCAL INTERCONNECTION - Tennessee										Attachment: 3		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	Add'l	OSS Rates (\$)			
												SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR ISP-BOUND and Local TRAFFIC																
		Rate for ISP-bound and Local Traffic						0.0007000								
TANDEM SWITCHING																
		Tandem Switching Function Per MOU						0.0009778								
		Multiple Tandem Switching, per MOU (applies to intial tandem only)						0.0009778								
		Tandem Intermediary Charge, per MOU*						0.0015								
* This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.																
TRUNK CHARGE																
		Installation Trunk Side Service - per DS0				OHD	TPP6X		21.59	8.09						
		Installation Trunk Side Service - per DS0				OHD	TPP9X		21.59	8.09						
		Dedicated End Office Trunk Port Service-per DS0**				OHD	TDEOP	0.00								
		Dedicated End Office Trunk Port Service-per DS1**				OH1 OH1MS	TDE1P	0.00								
		Dedicated Tandem Trunk Port Service-per DS0**				OHD	TDWOP	0.00								
		Dedicated Tandem Trunk Port Service-per DS1**				OH1 OH1MS	TDW1P	0.00								
** This rate element is recovered on a per MOU basis and is included in the End Office Switching and Tandem Switching, per MOU rate elements																
COMMON TRANSPORT (Shared)																
		Common Transport - Per Mile, Per MOU						0.0000064								
		Common Transport - Facilities Termination Per MOU						0.0003871								
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade - Per Mile per month				OHM	1L5NF	0.0174								
		Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade - Facility Termination per month				OHM	1L5NF	18.58	55.39	17.37	27.96	3.51				
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month				OHM	1L5NK	0.0174								
		Interoffice Channel - Dedicated Transport - 56 kbps - Facility Termination per month				OHM	1L5NK	17.98	55.39	17.37	27.96	3.51				
		Interoffice Channel - Dedicated Transport - 64 kbps - per mile per month				OHM	1L5NK	0.0174								
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility Termination per month				OHM	1L5NK	17.98	55.39	17.37	27.96	3.51				
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month				OH1, OH1MS	1L5NL	0.3562								
		Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month				OH1, OH1MS	1L5NL	77.86	112.40	76.27	19.55	14.99				
		Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month				OH3, OH3MS	1L5NM	2.34								
		Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month				OH3, OH3MS	1L5NM	848.99	395.29	176.56	109.04	105.91				
LOCAL CHANNEL - DEDICATED TRANSPORT																
		Local Channel - Dedicated - 2-Wire Voice Grade per month				OHM	TEFV2	19.43	199.33	24.16	54.81	4.80				
		Local Channel - Dedicated - 4-Wire Voice Grade per month				OHM	TEFV4	20.56	201.53	24.83	55.52	5.51				
		Local Channel - Dedicated - DS1 per month				OH1	TEFHG	40.99	277.35	233.26	33.18	22.30				
		Local Channel - Dedicated - DS3 Facility Termination per month				OH3	TEFHJ	611.30	595.37	304.50	215.82	151.15				
LOCAL INTERCONNECTION MID-SPAN MEET																
NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable.																
		Local Channel - Dedicated - DS1 per month				OH1MS	TEFHG	0.00	0.00							
		Local Channel - Dedicated - DS3 per month				OH3MS	TEFHJ	0.00	0.00							
MULTIPLEXERS																
		Channelization - DS1 to DS0 Channel System				OH1, OH1MS	SATN1	80.77	141.87	77.11	44.47	42.62				
		DS3 to DS1 Channel System per month				OH3, OH3MS	SATNS	222.98	308.03	108.47	6.34	4.23				
		DS3 Interface Unit (DS1 COC) per month				OH1, OH1MS	SATCO	17.58	6.07	4.66						
Notes: If no rate is identified in the contract, the rates, terms, and conditions for the specific service or function will be as set forth in applicable BellSouth tariff.																