

**Amendment to the Agreement
Between
Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC
and
BellSouth Telecommunications, Inc.
Dated November 17, 2005**

Pursuant to this Amendment, (the “Amendment”), Tennessee Telephone Service, LLC d/b/a Freedom Communications USA, LLC (“Freedom Communications”), and BellSouth Telecommunications, Inc. (“BellSouth”), hereinafter referred to collectively as the “Parties,” hereby agree to amend that certain Interconnection Agreement between the Parties dated November 17, 2005 (“Agreement”) to be effective November 17, 2005 (“Effective Date”).

WHEREAS, BellSouth and Freedom Communications entered into the Agreement on November 17, 2005, and;

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

1. The Parties agree to delete Regional OSS Resale Rates in Exhibit D of Attachment 1 and replace with State OSS Resale Rates set forth in Exhibit 1, attached hereto.
2. The Parties agree to delete Regional OSS UNE Rates in Exhibit A of Attachment 2 and replace with State OSS UNE Rates set forth in Exhibit 2, attached hereto.
3. All of the other provisions of the Agreement, dated November 17, 2005, shall remain in full force and effect.
4. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Shore

Title: Director

Date: 2/13/08

**Tennessee Telephone Service, LLC
d/b/a Freedom Communications USA,
LLC**

By: 

Name: MATTHEW T. DAVIS

Title: CEO

Date: 2/9/06

RESALE DISCOUNTS AND RATES - Alabama												Attachment: 1		Exhibit: D			
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	SOMECEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																	
		NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states															
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECEC		3.95	0.00	3.33	0.00						
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		18.82	0.00	18.82	0.00						

RESALE DISCOUNTS AND RATES - Florida												Attachment: 1		Exhibit: D											
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
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																									
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states																								
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only											SOMEc		10.80	0.00	10.80	0.00							
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only											SOMAN		22.00	0.00	22.00	0.00							

RESALE DISCOUNTS AND RATES - Georgia												Attachment: 1		Exhibit: D	
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	SOMECA	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states														
	NOTE: (2) OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only = \$110.00 Per Each Additional 1000 Orders Per Month														
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only Per First 1000 Orders Per Month				SOMGA	550.00									
	Service Establishment Charge For OSS Interfaces (GA)			SYS	SYSLL		200.00	0.00	0.00	0.00					
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECA		0.00	0.00	0.00	0.00					
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		21.99	0.00	21.99	0.00					

RESALE DISCOUNTS AND RATES - Kentucky											Attachment: 1		Exhibit: D	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)			
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"														
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states													
	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMEK		6.94	0.00	6.63	0.00				
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		9.44	0.00	9.44	0.00				

RESALE DISCOUNTS AND RATES - Louisiana												Attachment: 1		Exhibit: D									
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	SOMECEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																							
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states																						
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECEC		2.28	0.00	2.28	0.00												
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		18.27	0.00	18.27	0.00												

RESALE DISCOUNTS AND RATES - Mississippi												Attachment: 1		Exhibit: D										
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	SOMECEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																								
		NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states																						
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECEC		3.80	0.00	3.19	0.00													
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		18.93	0.00	18.93	0.00													

RESALE DISCOUNTS AND RATES - North Carolina											Attachment: 1		Exhibit: D								
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	SOMECEC	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																					
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states																				
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECEC		2.98	0.00	2.98	0.00											
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		15.20	0.00	15.20	0.00											

RESALE DISCOUNTS AND RATES - South Carolina												Attachment: 1		Exhibit: D			
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	SOMECEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																	
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states																
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECEC		4.03	0.00	3.41	0.00						
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		18.86	0.00	18.86	0.00						

RESALE DISCOUNTS AND RATES - Tennessee												Attachment: 1		Exhibit: D		
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						
												OSS Rates(\$)				
												SOMECEC	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
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		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECEC		10.80	0.00	10.80	0.00					
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		22.00	0.00	22.00	0.00					

UNBUNDLED NETWORK ELEMENTS - Alabama												Attachment: 2		Exhibit: A	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.														
	NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEc rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMEc rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLECs bill when it submits an LSR to BellSouth.														
	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMEc		5.83	0.00	3.72	0.00					
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.66	0.00	1.97	0.00					

UNBUNDLED NETWORK ELEMENTS - Florida												Attachment: 2		Exhibit: A								
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l							
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates (\$)						
							First	Add'l	First							Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																						
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	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMEc		1.52	0.00	0.20	0.00												
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		11.90	0.00	1.83	0.00												

UNBUNDLED NETWORK ELEMENTS - Georgia											Attachment: 2		Exhibit: A					
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
									First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																		
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NOTE: (3) OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only = \$110.00 Per Each Additional 1000 Orders Per Month																		
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only Per First 1000 Orders Per Month						SOMGA	550.00									
		Service Establishment Charge For OSS Interfaces (GA)						SYS	SYSLL		200.00	0.00	0.00	0.00				
		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only						SOMEc		0.00	0.00	0.00	0.00					
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only						SOMAN		11.73	0.00	6.13	0.00					

UNBUNDLED NETWORK ELEMENTS - Kentucky												Attachment: 2		Exhibit: A				
CATEGORY	RATE ELEMENTS				Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
									First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																		
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																		
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		OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only								SOMEc		7.88	0.00	6.82	0.00			
		OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only								SOMAN		7.86	0.00	0.99	0.00			

UNBUNDLED NETWORK ELEMENTS - Louisiana											Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
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	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMEc		2.98	0.00	2.98	0.00						
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.20	0.00	15.20	0.00						

UNBUNDLED NETWORK ELEMENTS - Mississippi											Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																
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	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMEc		5.70	0.00	3.57	0.00						
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.75	0.00	1.97	0.00						

UNBUNDLED NETWORK ELEMENTS - North Carolina											Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.															
	NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEc rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMEc rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLECs bill when it submits an LSR to BellSouth.															
	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMEc		2.98	0.00	2.98	0.00						
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.20	0.00	15.20	0.00						

UNBUNDLED NETWORK ELEMENTS - South Carolina											Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
	NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.															
	NOTE: (2) Any element that can be ordered electronically will be billed according to the SOMEc rate listed in this category. Please refer to BellSouth's Local Ordering Handbook (LOH) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the LOH, the listed SOMEc rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be applied to a CLECs bill when it submits an LSR to BellSouth.															
	OSS - <u>Electronic</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMEc		5.92	0.00	3.80	0.00						
	OSS - <u>Manual</u> Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.69	0.00	1.97	0.00						

UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2		Exhibit: A			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First							Add'l
											SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONS SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"																
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																
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NOTE: (3) OSS - Manual Service Order Charge, Per Element - UNE Only **Please see applicable rate element for OSS charge																
NOTE: (4) The actual state specific electronic OSS rate ordered by the Tennessee Regulatory Authority is \$0.00. Recovery of OSS interfaces is built into the recurring charges of the elements ordered.																
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only					SOMEc		0.00	0.00	0.00	0.00					
	OSS - Manual Service Order Charge, Per Element - UNE Only **Please see applicable rate element for OSS charge					SOMAN										