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.	Tennessee Telephone Service, LLC d/b/a Freedom Communications USA,
/	LLC
By: Thit 9. Show	By: Math TC
Name: Kristen E. Shore	Name: MATTHEN T. DAVS
Title: Director	Title: CEO
Date: 2/13/0 5	Date: 2/9/06

RES	LE DIS	COUNTS AND RATES - Alabama												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
-	Page Nonrecurring Nonrecurring Disconnect OSS Rates(\$)																
																SOMAN	SOMAN
OPER	ATIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		CLEC should contact its contract negotiator if it prefers the "reportering charge, however, CLEC can not obtain a mixture of the transfer.								exhibit are the	PSC state orde	ered "state s	pecificl" servi	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		3.95	0.00	3.33	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - Resale Only				SOMAN		18.82	0.00	18.82	0.00						

RES	LE DIS	COUNTS AND RATES - Florida												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
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OPER	ATIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		CLEC should contact its contract negotiator if it prefers the "re- ordering charge, however, CLEC can not obtain a mixture of the tree.								exhibit are the	PSC state orde	ered "state s	pecificl" servi	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		10.80	0.00	10.80	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - Resale Only				SOMAN		22.00	0.00	22.00	0.00						

RES/	ALE DIS	COUNTS AND RATES - Georgia												Attach	ment: 1	Exhi	oit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
				1			D	Nonrec	urring	Nonrecurring	Disconnect		1	oss	Rates(\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		(1) CLEC should contact its contract negotiator if it prefers the "re ordering charge, however, CLEC can not obtain a mixture of the t								e exhibit are the	PSC state orde	ered "state s	pecificl" servi	ice ordering ch	arges. CLEC	may elect the	regional
	NOTE:	(2) OSS - Electronic Service Order Charge, Per Local Service Re	quest (l	LSR) - R	esale Only = \$110.00	0 Per Each Ad	dditional 1000 Or	ders Per Month	1								
		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	330.00	200.00	0.00	0.00	0.00	1	1				
		OSS - Electronic Service Order Charge, Per Local Service			010	OTOLL		200.00	0.00	0.00	0.00						
		Request (LSR) - Resale Only				SOMEC		0.00	0.00	0.00	0.00						
		Request (LSR) - Resale Only						0.00									
		OSS - Manual Service Order Charge, Per Local Service Request		1 1		0020		0.00	0.00	0.00	0.00						

RES	ALE DIS	COUNTS AND RATES - Kentucky												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates(\$)																
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								FIRST	Addi	FIRST	Addi	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		CLEC should contact its contract negotiator if it prefers the "reportering charge, however, CLEC can not obtain a mixture of the transfer.								exhibit are the	PSC state orde	ered "state s	pecificl" serv	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		6.94	0.00	6.63	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - Resale Only				SOMAN		9.44	0.00	9.44	0.00						

RES.	LE DIS	COUNTS AND RATES - Louisiana												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
		_	Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates(\$)																
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		(1) CLEC should contact its contract negotiator if it prefers the "re ordering charge, however, CLEC can not obtain a mixture of the t								exhibit are the	PSC state orde	ered "state s	pecificl" servi	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		2.28	0.00	2.28	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - Resale Only				SOMAN		18.27	0.00	18.27	0.00						

RES	ALE DIS	COUNTS AND RATES - Mississippi												Attach	ment: 1	Exhil	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates(\$)																
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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OPER	ATIONS :	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															i
		(1) CLEC should contact its contract negotiator if it prefers the "re ordering charge, however, CLEC can not obtain a mixture of the t								exhibit are the	PSC state orde	ered "state s	oecificl" servi	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															i
		Request (LSR) - Resale Only				SOMEC		3.80	0.00	3.19	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															i l
		(LSR) - Resale Only				SOMAN		18.93	0.00	18.93	0.00						

RES/	LE DIS	COUNTS AND RATES - North Carolina												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates(\$) First Add'I First Add'I SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN																
	Rec Nonrecurring Nonrecurring Disconnect First Add'l First Add'l SOMEC														SOMAN	SOMAN	SOMAN
OPER.	TIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		CLEC should contact its contract negotiator if it prefers the "re hed in each of the 9 states	gional"	OSS ch	arges as offered by B	ellSouth. CL	EC may elect the	ne regional serv	ice ordering cha	arge, however, (CLEC can not o	btain a mixt	ure of the tw	o regardless if	CLEC has a ir	nterconnection	contract
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		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						

RES	ALE DIS	COUNTS AND RATES - South Carolina												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates(\$)																
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								FIRST	Addi	FIrst	Addi	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		(1) CLEC should contact its contract negotiator if it prefers the "re ordering charge, however, CLEC can not obtain a mixture of the t								exhibit are the	PSC state orde	red "state s	oecificl" servi	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		4.03	0.00	3.41	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - Resale Only				SOMAN		18.86	0.00	18.86	0.00						1

RES	ALE DIS	COUNTS AND RATES - Tennessee												Attach	ment: 1	Exhi	bit: D
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates(\$)															!	
															SOMAN	SOMAN	SOMAN
OPER	ATIONS S	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		(1) CLEC should contact its contract negotiator if it prefers the "re ordering charge, however, CLEC can not obtain a mixture of the t								exhibit are the	PSC state orde	ered "state s	oecificl" servi	ce ordering ch	arges. CLEC	may elect the	regional
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - Resale Only				SOMEC		10.80	0.00	10.80	0.00						
1		OSS - Manual Service Order Charge, Per Local Service Request															1
		(LSR) - Resale Only				SOMAN		22.00	0.00	22.00	0.00						

UNB	UNDLE	D NETWORK ELEMENTS - Alabama												Attach	ment: 2	Exhil	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	Rec Nonrecurring Nonrecurring Disconnect OSS Rates (\$) First Add'l First Add'l SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN																
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OPER	RATIONS	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE:	(1) CLEC should contact its contract negotiator if it prefers the "re	gional"	OSS ch	arges as offered by B	ellSouth. The	e OSS charges	currently conta	ined in this rate	exhibit are the	PSC state orde	ered "state sp	pecificl" serv	ice ordering ch	arges. CLEC	may elect eith	er the state
	specific	Commission ordered rates for the service ordering charges, or Cl	_EC ma	y elect t	he regional service or	dering charge	e, however, CLE	C can not obta	in a mixture of t	he two regardle	ess if CLEC has	a interconn	ection contra	ct established	in each of the	9 states.	
	NOTE:	(2) Any element that can be ordered electronically will be billed a	ccordin	g to the	SOMEC rate listed in	this category	. Please refer t	o BellSouth's L	ocal Ordering H	Handbook (LOH	l) to determine i	f a product of	an be order	ed electronical	ly. For those	elements that	cannot be
		electronically at present per the LOH, the listed SOMEC rate in t	his cate	gory ref	lects the charge that v	would be bille	d to a CLEC on	ice electronic o	dering capabili	ties come on-lir	e for that eleme	ent. Otherw	ise, the man	ual ordering ch	narge, SOMAN	i, will be applie	d to a CLECs
	bill whe	n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - UNE Only				SOMEC		5.83	0.00	3.72	0.00					L	
		OSS - Manual Service Order Charge, Per Local Service Request														1	
	1	(LSR) - UNE Only				SOMAN		15.66	0.00	1.97	0.00	1				1	

UNB	JNDLE	D NETWORK ELEMENTS - Florida												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted		Charge -	Charge -	Charge -
			Interi	_								Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
Nonrecurring Nonrecurring Disconnect														1st	Add'l	Disc 1st	Disc Add'l
		1st Add'l Disc 1st Disc Add'l															
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
																	l
OPER	ATIONS	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															1
	NOTE:	(1) CLEC should contact its contract negotiator if it prefers the "re	gional"	OSS ch	arges as offered by B	ellSouth. Th	e OSS charges	currently conta	ined in this rate	exhibit are the	PSC state orde	ered "state sp	pecificl" servi	ice ordering ch	narges. CLEC	may elect eith	er the state
	specific	Commission ordered rates for the service ordering charges, or CL	LEC may	y elect t	he regional service or	dering charge	e, however, CLE	C can not obta	in a mixture of t	he two regardle	ss if CLEC has	a interconne	ection contra	ct established	in each of the	9 states.	
	NOTE:	(2) Any element that can be ordered electronically will be billed a	ccordin	g to the	SOMEC rate listed in	this category	. Please refer t	to BellSouth's L	ocal Ordering F	landbook (LOH	to determine i	f a product of	an be ordere	ed electronical	ly. For those	elements that	cannot be
		electronically at present per the LOH, the listed SOMEC rate in the	his cate	gory ref	lects the charge that v	would be bille	ed to a CLEC on	nce electronic o	rdering capabili	ties come on-lin	e for that elem	ent. Otherwi	ise, the man	ual ordering cl	narge, SOMAN	l, will be applie	d to a CLECs
	bill whe	n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service															1 1
		Request (LSR) - UNE Only				SOMEC		1.52	0.00	0.20	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															1 1
		(LSR) - UNE Only				SOMAN		11.90	0.00	1.83	0.00						i

UNBU	JNDLE	D NETWORK ELEMENTS - Georgia												Attach	ment: 2	Exhi	bit: A
CATE	CATEGORY RATE ELEMENTS			Interi m Zone BCS		usoc		RATES (\$)					Submitted	Manual Svc Manual Sv		Charge -	Charge -
							_ 1	Nonred	urring	Nonrecurring	Disconnect		1	oss	Rates (\$)	1	1
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	NOTE: specific NOTE: ordered bill whe	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES" (1) CLEC should contact its contract negotiator if it prefers the "re; Commission ordered rates for the service ordering charges, or CL (2) Any element that can be ordered electronically will be billed a delectronically at present per the LOH, the listed SOMEC rate in the it submits an LSR to BellSouth. (3) OSS - Electronic Service Order Charge, Per Local Service Retermine the support of	EC may	y elect t g to the gory ref	the regional service of SOMEC rate listed in flects the charge that	rdering charg n this categor would be bill	e, however, CLE y. Please refer t ed to a CLEC on	C can not obtain o BellSouth's Lice electronic or	n a mixture of to	he two regardle landbook (LOH)	ss if CLEC has to determine i	a interconne a product o	ection contra	act established ed electronical	in each of the	9 states. elements that	cannot be
		OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only Per First 1000 Orders Per Month Service Establishment Charge For OSS Interfaces (GA) OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only			SYS	SOMGA SYSLL SOMEC	550.00	200.00	0.00	0.00	0.00						

UNB	JNDLE	NETWORK ELEMENTS - Kentucky												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
										Submitted	Submitted		Charge -	Charge -	Charge -		
		5	Interi	l_										Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC		RATES (\$)						Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
															Add'l	Disc 1st	Disc Add'l
							Dee	Nonre	curring	Nonrecurring	Disconnect			oss	Rates (\$)		ı
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS :	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE:	(1) CLEC should contact its contract negotiator if it prefers the "re	gional"	OSS ch	arges as offered by B	ellSouth. Th	e OSS charges	currently conta	ined in this rate	exhibit are the	PSC state orde	ered "state sp	ecificl" servi	ce ordering ch	arges. CLEC	may elect eith	er the state
	specific	Commission ordered rates for the service ordering charges, or Cl	LEC may	y elect t	he regional service or	dering charge	e, however, CLE	C can not obta	in a mixture of t	he two regardle	ss if CLEC has	a interconne	ection contra	ct established	in each of the	9 states.	
		(2) Any element that can be ordered electronically will be billed a															
		electronically at present per the LOH, the listed SOMEC rate in t	his cate	gory ref	lects the charge that v	would be bille	ed to a CLEC on	nce electronic o	dering capabili	ties come on-lin	e for that eleme	ent. Otherwi	se, the man	ual ordering ch	narge, SOMAN	l, will be applie	ed to a CLECs
	bill whe	n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - UNE Only				SOMEC		7.88	0.00	6.82	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - UNE Only				SOMAN		7.86	0.00	0.99	0.00		1				

UNB	UNDLE	D NETWORK ELEMENTS - Louisiana												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi	_								Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC		RATES (\$)					per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrec	urring	Nonrecurring	Disconnect		1	oss	Rates (\$)		-
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	RATIONS	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															1
		(1) CLEC should contact its contract negotiator if it prefers the "re															er the state
	specific	Commission ordered rates for the service ordering charges, or CL	_EC ma	y elect tl	he regional service or	dering charge	e, however, CLE	C can not obtai	n a mixture of t	he two regardle	ss if CLEC has	a interconn	ection contra	ct established	in each of the	9 states.	
	NOTE:	(2) Any element that can be ordered electronically will be billed a	ccordin	g to the	SOMEC rate listed in	this category	. Please refer t	to BellSouth's L	ocal Ordering H	landbook (LOH) to determine i	f a product of	an be ordere	ed electronical	ly. For those	elements that of	cannot be
		I electronically at present per the LOH, the listed SOMEC rate in the	his cate	gory refl	lects the charge that v	would be bille	ed to a CLEC on	nce electronic or	dering capabilit	ies come on-lin	e for that elem	ent. Otherw	se, the man	ual ordering ch	narge, SOMAN	I, will be applie	d to a CLECs
		n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service														1	i l
		Request (LSR) - UNE Only				SOMEC		2.98	0.00	2.98	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		15.20	0.00	15.20	0.00						

UNBI	JNDLEI	D NETWORK ELEMENTS - Mississippi												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
1			Interi	_				w						Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	SORY	RATE ELEMENTS	m	m Zone	BCS	USOC		RATES (\$)						Order vs.	Order vs.	Order vs.	Order vs.
												Electronic-	Electronic-	Electronic-	Electronic-		
											1st	Add'l	Disc 1st	Disc Add'l			
							Rec	Nonre	curring	Nonrecurring	Disconnect			oss	Rates (\$)		I
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS :	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE:	(1) CLEC should contact its contract negotiator if it prefers the "re	gional"	OSS ch	arges as offered by B	ellSouth. Th	e OSS charges	currently conta	ined in this rate	exhibit are the	PSC state orde	ered "state sp	pecificl" servi	ice ordering ch	narges. CLEC	may elect eith	er the state
L	specific	Commission ordered rates for the service ordering charges, or CL	_EC may	y elect t	he regional service or	dering charge	e, however, CLE	C can not obta	in a mixture of t	he two regardle	ss if CLEC has	a interconne	ection contra	ct established	in each of the	9 states.	
	NOTE:	(2) Any element that can be ordered electronically will be billed a	ccordin	g to the	SOMEC rate listed in	this category	. Please refer t	o BellSouth's L	ocal Ordering F	landbook (LOH) to determine	f a product of	an be ordere	ed electronical	ly. For those	elements that	cannot be
		electronically at present per the LOH, the listed SOMEC rate in the	his cate	gory ref	lects the charge that v	would be bille	ed to a CLEC on	ice electronic o	dering capabili	ties come on-lin	e for that elem	ent. Otherwi	se, the man	ual ordering ch	narge, SOMAN	1, will be applie	ed to a CLECs
	bill whe	n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - UNE Only				SOMEC		5.70	0.00	3.57	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
	1	(LSR) - UNE Only	1			SOMAN		15.75	0.00	1.97	0.00	1					

UNBUNDLED NETWORK ELEMENTS - North Carolina												Attach	ment: 2	Exhi	ibit: A		
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi	1_ 1								Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
														Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonre	curring	Nonrecurring	g Disconnect		1	oss	Rates (\$)		4
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER		SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE:	(1) CLEC should contact its contract negotiator if it prefers the "re	gional" (OSS ch	arges as offered by B	ellSouth. The	e OSS charges	currently conta	ined in this rate	exhibit are the	PSC state orde	ered "state sp	pecificl" serv	ice ordering ch	arges. CLEC	may elect eith	er the state
	specific	Commission ordered rates for the service ordering charges, or CL	LEC may	y elect tl	he regional service or	dering charge	e, however, CLE	C can not obta	in a mixture of t	he two regardle	ess if CLEC has	a interconn	ection contra	ct established	in each of the	9 states.	
		(2) Any element that can be ordered electronically will be billed a															
	ordered	electronically at present per the LOH, the listed SOMEC rate in the	his cate	gory refl	lects the charge that	would be bille	d to a CLEC on	ice electronic o	dering capabili	ties come on-lin	e for that elem-	ent. Otherw	ise, the man	ual ordering cl	narge, SOMAN	l, will be applie	ed to a CLECs
	bill whe	n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - UNE Only				SOMEC		2.98	0.00	2.98	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request															
		(LSR) - UNE Only				SOMAN		15.20	0.00	15.20	0.00	1					

UNB	JNDLE	D NETWORK ELEMENTS - South Carolina												Attach	ment: 2	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
														Charge -	Charge -	Charge -	Charge -
			Interi											Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATE	GORY	RATE ELEMENTS	m	Zone	BCS	USOC		RATES (\$)						Order vs.	Order vs.	Order vs.	Order vs.
													Electronic-	Electronic-	Electronic-	Electronic-	
											1st	Add'l	Disc 1st	Disc Add'l			
Rec Nonrecurring Nonrecurring Disconnect OSS Rates (\$)													I				
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
OPER	ATIONS	SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
	NOTE:	(1) CLEC should contact its contract negotiator if it prefers the "re	gional" (OSS ch	arges as offered by B	ellSouth. Th	e OSS charges	currently conta	ined in this rate	exhibit are the	PSC state orde	ered "state sp	ecificl" servi	ce ordering ch	arges. CLEC	may elect eith	er the state
	specific	Commission ordered rates for the service ordering charges, or CL	EC may	y elect t	he regional service or	dering charge	e, however, CLE	C can not obta	in a mixture of t	he two regardle	ss if CLEC has	a interconne	ection contra	ct established	in each of the	9 states.	
		(2) Any element that can be ordered electronically will be billed a															
	ordered	electronically at present per the LOH, the listed SOMEC rate in the	his cate	gory ref	lects the charge that	would be bille	ed to a CLEC on	ice electronic o	dering capabili	ties come on-lin	e for that elem	ent. Otherwi	se, the man	ual ordering ch	narge, SOMAN	i, will be applic	ed to a CLECs
		n it submits an LSR to BellSouth.															
		OSS - Electronic Service Order Charge, Per Local Service															
		Request (LSR) - UNE Only				SOMEC		5.92	0.00	3.80	0.00						
		OSS - Manual Service Order Charge, Per Local Service Request	1			_											
		(LSR) - UNE Only				SOMAN		15.69	0.00	1.97	0.00						

UNBU	INDLE	D NETWORK ELEMENTS - Tennessee												Attach	ment: 2	Exhi	bit: A
CATEG		RATE ELEMENTS	Interi m	Zone	BCS	USOC							Submitted	Incremental Charge -	Incremental Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec Nonrecurring Nonrecurring Disconnect OSS Rates (\$)										
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		SUPPORT SYSTEMS (OSS) - "STATE SPECIFIC RATES"															
		(1) CLEC should contact its contract negotiator if it prefers the "re commission ordered rates for the service ordering charges, or CL															er the state
	ordered	(2) Any element that can be ordered electronically will be billed a d electronically at present per the LOH, the listed SOMEC rate in t en it submits an LSR to BellSouth.															
		(3) OSS - Manual Service Order Charge, Per Element - UNE Only															
	NOTE:	(4) The actual state specific electronic OSS rate ordered by the T	ennesse	ee Regu	ulatory Authority is \$0.	.00. Recover	y of OSS interfa	aces is built into	the recurring cl	narges of the el	ements ordered	l					
		OSS - <u>Electronic</u> 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											