

**AMENDMENT
TO THE
AGREEMENT BETWEEN**

**CENTURYTEL ACQUISITION, LLC d/b/a
KMC Telecom III, LLC**

AND

BELLSOUTH TELECOMMUNICATIONS, INC.

DATED June 30, 2005

Pursuant to this Amendment, (the "Amendment"), CenturyTel Acquisition, LLC d/b/a KMC Telecom III, LLC (CTA), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 30, 2005 (Agreement) to be effective June 30, 2005.

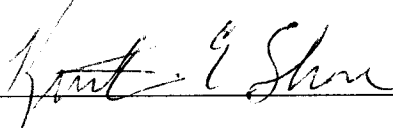
WHEREAS, BellSouth and CTA entered into the Agreement on June 30, 2005, and;

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 the rates for Signaling (CCS7) in Exhibit A, Attachment 2 in their entirety and replace with Exhibit 1 attached hereto and incorporated herein by this reference.
2. The Parties agree to delete Exhibit A, Attachment 3 in its entirety and replace with Exhibit 2 attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated June 30, 2005, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

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

BellSouth Telecommunications, Inc.

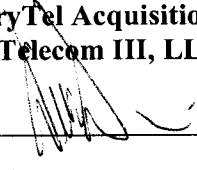
By: 

Name: Kristen E. Shore

Title: Director

Date: 11/3/06

**CenturyTel Acquisition, LLC dba
KMC Telecom III, LLC**

By: 

Name: Daniel A. Davis

Title: Asst. Secretary

Date: 12-10-05

[illegible]

Version: 2Q05 Standard ICA
07/22/05

Version: 2Q05 Standard ICA
07/22/05

[illegible]

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Version: 2Q05 Standard ICA
07/22/05

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07/22/05

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Version: 2Q05 Standard ICA
07/22/05

EXHIBIT 2

LOCAL INTERCONNECTION - Alabama														Attachment: 3 Exh A									
CATEGORY	RATE ELEMENTS						Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
											OSS Rates(\$)												
											Rec	Nonrecurring First	Add'l	NRC Disconnect First						Add'l	SOMEc	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																							
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																							
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																							
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU												0.0007										
TANDEM SWITCHING																							
	Multiple Tandem Switching, per MOU (applies to initial tandem only)												0.000498										
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)												0.0025										
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)												0.0030										
* 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			21.56bk	8.12bk									
	Installation Trunk Side Service-per DS0								OHD	TPP9X			21.56bk	8.12bk									
	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 per MOU rate elements																							
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																							
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																							
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo								OHM	1L5NF	0.008838bk												
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo								OHM	1L5NF	21.13bk	40.54bk	27.41bk	16.74bk	6.90bk								
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo								OHM	1L5NK	0.008838bk												
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo								OHM	1L5NK	15.12bk	40.54bk	27.41bk	16.74bk	6.90bk								
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo								OHM	1L5NK	0.008838bk												
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo								OHM	1L5NK	15.12bk	40.54bk	27.41bk	16.74bk	6.90bk								
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo								OH1, OH1MS	1L5NL	0.18bk												
	Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo								OH1, OH1MS	1L5NL	60.16bk	89.27bk	81.81bk	16.35bk	14.44bk								
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo								OH3, OH3MS	1L5NM	4.09bk												
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo								OH3, OH3MS	1L5NM	703.52bk	278.75bk	162.76bk	60.20bk	58.46bk								
LOCAL CHANNEL - DEDICATED TRANSPORT																							
	Local Channel-Dedicated-2W VG per mo								OHM	TEFV2	13.97bk	193.10bk	33.17bk	36.64bk	3.20bk								
	Local Channel-Dedicated-4W VG per mo								OHM	TEFV4	14.93bk	193.53bk	33.60bk	37.11bk	3.67bk								
	Local Channel-Dedicated-DS1 per mo								OH1	TEFHG	35.76bk	177.47bk	153.72bk	22.19bk	15.26bk								
	Local Channel-Dedicated-DS3 Facility Termination per mo								OH3	TEFHJ	416.54bk	451.52bk	263.94bk	119.49bk	83.58bk								
LOCAL INTERCONNECTION MID-SPAN MEET																							
	Local Channel-Dedicated-DS1 per mo								OH1MS	TEFHG	0.00	0.00											
	Local Channel-Dedicated-DS3 per mo								OH3MS	TEFHJ	0.00	0.00											
MULTIPLEXERS																							
	Channelization- DS1 to DS0 Channel System								OH1, OH1MS	SATN1	101.06bk	91.04bk	62.57bk	10.54bk	9.79bk								
	DS3 to DS1 Channel System per mo								OH3, OH3MS	SATNS	166.13bk	178.14bk	93.97bk	33.26bk	31.63bk								
	DS3 Interface Unit (DS1 COCI) per mo								OH1, OH1MS	SATCO	12.70bk	6.58bk	4.72bk										
SIGNALING (CCS7)																							
	CCS7 Signaling Termination, Per STP Port								UDB	PT8SX	130.83bk												
	CCS7 Signaling Connection, Per DS1 level link (A link)								UDB	TPP6A	15.46bk	35.53bk	35.53bk	16.44bk	16.44bk								
	CCS7 Signaling Connection, Per DS3 level link (A link)								UDB	TPP9A	15.46bk	35.53bk	35.53bk	16.44bk	16.44bk								
	CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)								UDB	TPP6B	15.46bk	35.53bk	35.53bk	16.44bk	16.44bk								
	CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)								UDB	TPP9B	15.46bk	35.53bk	35.53bk	16.44bk	16.44bk								
	CCS7 Signaling Usage Surrogate, per link per LATA								UDB	STU56	650.33bk												
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected								UDB	CCAPO		29.01bk	29.01bk	35.57bk	35.57bk								
	CCS7 Signaling Usage, Per TCAP Message										0.0000569bk												
	CCS7 Signaling Usage, Per ISUP Message										0.0000142bk												

EXHIBIT 2

LOCAL INTERCONNECTION - Florida														Attachment: 3 Exh 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-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Add'l							
						Rec	Nonrecurring		NRC Disconnect							OSS Rates(\$)						
							First	Add'l	First							Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																						
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																						
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																						
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU					0.0007																
TANDEM SWITCHING																						
	Multiple Tandem Switching, per MOU (applies to initial tandem only)					0.0006019																
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)					0.0025																
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)					0.0030																
* 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		21.73bk	8.19bk														
	Installation Trunk Side Service-per DS0			OHD	TPP9X		21.73bk	8.19bk														
	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 per MOU rate elements																						
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																						
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																						
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo			OHM	1L5NF	0.0091bk																
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo			OHM	1L5NF	25.32bk	47.35bk	31.78bk	18.31bk	7.03bk												
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo			OHM	1L5NK	0.0091bk																
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo			OHM	1L5NK	18.44bk	47.35bk	31.78bk	18.31bk	7.03bk												
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo			OHM	1L5NK	0.0091bk																
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo			OHM	1L5NK	18.44bk	47.35bk	31.78bk	18.31bk	7.03bk												
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo			OH1, OH1MS	1L5NL	0.1856bk																
	Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo			OH1, OH1MS	1L5NL	88.44bk	105.54bk	98.47bk	21.47bk	19.05bk												
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo			OH3, OH3MS	1L5NM	3.87bk																
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo			OH3, OH3MS	1L5NM	1071.00bk	335.46bk	219.28bk	72.03bk	70.56bk												
LOCAL CHANNEL - DEDICATED TRANSPORT																						
	Local Channel-Dedicated-2W VG per mo			OHM	TEFV2	19.66bk	265.84bk	46.97bk	37.63bk	4.00bk												
	Local Channel-Dedicated-4W VG per mo			OHM	TEFV4	20.45bk	266.54bk	47.67bk	44.22bk	5.33bk												
	Local Channel-Dedicated-DS1 per mo			OH1	TEFHG	36.49bk	216.65bk	183.54bk	24.30bk	16.95bk												
	Local Channel-Dedicated-DS3 Facility Termination per mo			OH3	TEFHJ	531.91bk	556.37bk	343.01bk	139.13bk	96.84bk												
LOCAL INTERCONNECTION MID-SPAN MEET																						
	Local Channel-Dedicated-DS1 per mo			OH1MS	TEFHG	0.00	0.00															
	Local Channel-Dedicated-DS3 per mo			OH3MS	TEFHJ	0.00	0.00															
MULTIPLEXERS																						
	Channelization- DS1 to DS0 Channel System			OH1, OH1MS	SATN1	146.77bk	101.42bk	71.62bk	11.09bk	10.49bk												
	DS3 to DS1 Channel System per mo			OH3, OH3MS	SATNS	211.19bk	199.28bk	118.64bk	40.34bk	39.07bk												
	DS3 Interface Unit (DS1 COC) per mo			OH1, OH1MS	SATCO	13.76bk	10.07bk	7.08bk														
SIGNALING (CCS7)																						
	CCS7 Signaling Termination, Per STP Port			UDB	PT8SX	135.05bk																
	CCS7 Signaling Connection, Per DS1 level link (A link)			UDB	TPP6A	17.93bk	43.57bk	43.57bk	18.31bk	18.31bk												
	CCS7 Signaling Connection, Per DS3 level link (A link)			UDB	TPP9A	17.93bk	43.57bk	43.57bk	18.31bk	18.31bk												
	CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)			UDB	TPP6B	17.93bk	43.57bk	43.57bk	18.31bk	18.31bk												
	CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)			UDB	TPP9B	17.93bk	43.57bk	43.57bk	18.31bk	18.31bk												
	CCS7 Signaling Usage Surrogate, per link per LATA			UDB	STU56	694.32bk																
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected			UDB	CCAPO		46.03bk	46.03bk	46.03bk	46.03bk												
	CCS7 Signaling Usage, Per TCAP Message					0.0000607bk																
	CCS7 Signaling Usage, Per ISUP Message					0.0000152bk																

EXHIBIT 2

LOCAL INTERCONNECTION - Georgia													Attachment: 3 Exh 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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
										Rec	Nonrecurring		NRC Disconnect		OSS Rates(\$)				
											First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																			
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																			
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																			
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU										0.0007								
TANDEM SWITCHING																			
	Multiple Tandem Switching, per MOU (applies to initial tandem only)										0.0004086								
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)										0.0025								
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)										0.0030								
* 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		21.53bk	8.11bk						
	Installation Trunk Side Service-per DS0								OHD	TPP9X		21.53bk	8.11bk						
	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 per MOU rate elements																			
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																			
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																			
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo								OHM	1L5NF	0.0057bk								
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo								OHM	1L5NF	12.87bk	48.45bk	19.48bk	16.57bk	4.99bk				
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo								OHM	1L5NK	0.0057bk								
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo								OHM	1L5NK	7.83bk	48.45bk	19.48bk	16.57bk	4.99bk				
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo								OHM	1L5NK	0.0057bk								
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo								OHM	1L5NK	7.83bk	48.45bk	19.48bk	16.57bk	4.99bk				
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo								OH1, OH1MS	1L5NL	0.1154bk								
	Interoffice Channel-Dedicated Tranport-DS1-Facility Termination per mo								OH1, OH1MS	1L5NL	34.19bk	111.025bk	80.28bk	31.35bk	21.73bk				
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo								OH3, OH3MS	1L5NM	2.53bk								
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo								OH3, OH3MS	1L5NM	342.02bk	320.47bk	86.32bk	66.77bk	52.81bk				
LOCAL CHANNEL - DEDICATED TRANSPORT																			
	Local Channel-Dedicated-2W VG per mo								OHM	TEFV2	7.74bk	121.06bk	53.29bk	46.39bk	13.36bk				
	Local Channel-Dedicated-4W VG per mo								OHM	TEFV4	8.72bk	125.62bk	54.43bk	46.39bk	13.36bk				
	Local Channel-Dedicated-DS1 per mo								OH1	TEFHG	18.47bk	149.46bk	111.19bk	40.35bk	26.11bk				
	Local Channel-Dedicated-DS3 Facility Termination per mo								OH3	TEFHJ	147.01bk	445.01bk	145.18bk	112.90bk	75.88bk				
LOCAL INTERCONNECTION MID-SPAN MEET																			
	Local Channel-Dedicated-DS1 per mo								OH1MS	TEFHG	0.00	0.00							
	Local Channel-Dedicated-DS3 per mo								OH3MS	TEFHJ	0.00	0.00							
MULTIPLEXERS																			
	Channelization- DS1 to DS0 Channel System								OH1, OH1MS	SATN1	69.75bk	105.67bk	41.58bk	23.75bk	4.19bk				
	DS3 to DS1 Channel System per mo								OH3, OH3MS	SATNS	121.90bk	224.47bk	71.83bk	40.00bk	31.05bk				
	DS3 Interface Unit (DS1 COC) per mo								OH1, OH1MS	SATCO	7.35bk	15.80bk	11.38bk	6.60bk	6.605bk				
SIGNALING (CCS7)																			
	CCS7 Signaling Connection, Per 56Kbps Facility A-Link DS1								UDB	TPP6A	17.05bk	131.96bk	131.96bk	16.91bk	16.91bk				
	CCS7 Signaling Connection, Per 56Kbps Facility A-Link DS3								UDB	TPP9A	17.05bk	131.96bk	131.96bk	16.91bk	16.91bk				
	CCS7 Signaling Connection, Per 56Kbps Facility B-Link DS1								UDB	TPP6B	17.05bk	131.96bk	131.96bk	16.91bk	16.91bk				
	CCS7 Signaling Connection, Per 56Kbps Facility B-Link DS3								UDB	TPP9B	17.05bk	131.96bk	131.96bk	16.91bk	16.91bk				
	CCS7 Signaling Termination, Per STP Port								UDB	PT8SX	133.99bk								
	CCS7 Signaling Usage Surrogate, per link								UDB	STU56	340.67bk								
	CCS7 Signaling Point Code, Establishment or Change, per STP affected								UDB	CCAPO		40.00bk	40.00bk	33.32bk	33.32bk				
	CCS7 Signaling Usage, Per TCAP Message										0.0000527bk								
	CCS7 Signaling Usage, Per ISUP Message										0.0000132bk								

EXHIBIT 2

LOCAL INTERCONNECTION - Kentucky														Attachment: 3 Exh A						
CATEGORY	RATE ELEMENTS					Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted per 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		NRC Disconnect		OSS Rates(\$)					
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																				
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																				

EXHIBIT 2

LOCAL INTERCONNECTION - Louisiana													Attachment: 3 Exh 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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l			
										Rec	Nonrecurring		NRC Disconnect		OSS Rates(\$)					
											First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																				
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																				
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU										0.0007									
TANDEM SWITCHING																				
	Multiple Tandem Switching, per MOU (applies to initial tandem only)										0.0005507									
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)										0.0025									
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)										0.0030									
* 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		21.64bk	8.15bk								
	Installation Trunk Side Service-per DS0							OHD	TPP9X		21.64bk	8.15bk								
	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 per MOU rate elements																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo							OHM	1L5NF	0.013bk										
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo							OHM	1L5NF	22.60bk	39.36bk	26.62bk								
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo							OHM	1L5NK	0.013bk										
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo							OHM	1L5NK	15.61bk	39.37bk	26.62bk								
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo							OHM	1L5NK	0.013bk										
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo							OHM	1L5NK	15.61bk	39.37bk	26.62bk								
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo							OH1, OH1MS	1L5NL	0.2652bk										
	Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo							OH1, OH1MS	1L5NL	70.47bk	86.69bk	79.44bk								
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo							OH3, OH3MS	1L5NM	6.04bk										
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo							OH3, OH3MS	1L5NM	850.45bk	270.69bk	158.05bk								
LOCAL CHANNEL - DEDICATED TRANSPORT																				
	Local Channel-Dedicated-2W VG per mo							OHM	TEFV2	18.32bk	187.51bk	32.21bk								
	Local Channel-Dedicated-4W VG per mo							OHM	TEFV4	19.41bk	187.94bk	32.63bk								
	Local Channel-Dedicated-DS1 per mo							OH1	TEFHG	39.18bk	172.34bk	149.27bk								
	Local Channel-Dedicated-DS3 Facility Termination per mo							OH3	TEFHJ	469.44bk	438.46bk	256.30bk								
LOCAL INTERCONNECTION MID-SPAN MEET																				
	Local Channel-Dedicated-DS1 per mo							OH1MS	TEFHG	0.00	0.00									
	Local Channel-Dedicated-DS3 per mo							OH3MS	TEFHJ	0.00	0.00									
MULTIPLEXERS																				
	Channelization- DS1 to DS0 Channel System							OH1, OH1MS	SATN1	105.09bk	88.41bk	60.76bk								
	DS3 to DS1 Channel System per mo							OH3, OH3MS	SATNS	201.48bk	172.99bk	91.25bk								
	DS3 Interface Unit (DS1 COC) per mo							OH1, OH1MS	SATCO	11.78bk	6.39bk	4.58bk								
SIGNALING (CCS7)																				
	CCS7 Signaling Termination, Per STP Port							UDB	PT8SX	147.60bk										
	CCS7 Signaling Connection, Per DS1 level link (A link)							UDB	TPP6A	15.77bk	34.5bk	34.5bk								
	CCS7 Signaling Connection, Per DS3 level link (A link)							UDB	TPP9A	15.77bk	34.5bk	34.5bk								
	CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)							UDB	TPP6B	15.77bk	34.5bk	34.5bk								
	CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)							UDB	TPP9B	15.77bk	34.5bk	34.5bk								
	CCS7 Signaling Usage Surrogate, per link per LATA							UDB	STU56	732.10bk										
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected							UDB	CCAPO		28.17bk	28.17bk								
	CCS7 Signaling Usage, Per TCAP Message									0.000064bk										
	CCS7 Signaling Usage, Per ISUP Message									0.000016bk										

EXHIBIT 2

LOCAL INTERCONNECTION - Mississippi														Attachment: 3 Exh 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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
										Rec	Nonrecurring		NRC Disconnect		OSS Rates(\$)					
											First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																				
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																				
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU										0.0007									
TANDEM SWITCHING																				
	Multiple Tandem Switching, per MOU (applies to initial tandem only)										0.0005379									
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)										0.0025									
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)										0.0030									
* 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		21.58bk	8.13bk								
	Installation Trunk Side Service-per DS0							OHD	TPP9X		21.58bk	8.13bk								
	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 per MOU rate elements																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo							OHM	1L5NF	0.0098bk										
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo							OHM	1L5NF	22.52bk	40.77bk	27.57bk	17.26bk	7.11bk						
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo							OHM	1L5NK	0.0098bk										
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo							OHM	1L5NK	15.68bk	40.78bk	27.57bk	17.26bk	7.11bk						
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo							OHM	1L5NK	0.0098bk										
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo							OHM	1L5NK	15.68bk	40.78bk	27.57bk	17.26bk	7.11bk						
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo							OH1, OH1MS	1L5NL	0.201bk										
	Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo							OH1, OH1MS	1L5NL	57.33bk	89.79bk	82.28bk	16.86bk	14.90bk						
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo							OH3, OH3MS	1L5NM	4.76bk										
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo							OH3, OH3MS	1L5NM	641.90bk	280.37bk	163.70bk	62.08bk	60.29bk						
LOCAL CHANNEL - DEDICATED TRANSPORT																				
	Local Channel-Dedicated-2W VG per mo							OHM	TEFV2	14.91bk	194.22bk	33.36bk	37.79bk	3.30bk						
	Local Channel-Dedicated-4W VG per mo							OHM	TEFV4	15.99bk	194.66bk	33.80bk	38.27bk	3.78bk						
	Local Channel-Dedicated-DS1 per mo							OH1	TEFHG	36.83bk	178.50bk	154.61bk	22.89bk	15.74bk						
	Local Channel-Dedicated-DS3 Facility Termination per mo							OH3	TEFHJ	413.87bk	454.13bk	264.47bk	123.23bk	86.19bk						
LOCAL INTERCONNECTION MID-SPAN MEET																				
	Local Channel-Dedicated-DS1 per mo							OH1MS	TEFHG	0.00	0.00									
	Local Channel-Dedicated-DS3 per mo							OH3MS	TEFHJ	0.00	0.00									
MULTIPLEXERS																				
	Channelization- DS1 to DS0 Channel System							OH1, OH1MS	SATN1	102.85bk	91.57bk	62.94bk	10.87bk	10.10bk						
	DS3 to DS1 Channel System per mo							OH3, OH3MS	SATNS	170.63bk	179.17bk	94.52bk	34.30bk	32.82bk						
	DS3 Interface Unit (DS1 COC) per mo							OH1, OH1MS	SATCO	12.96bk	6.62bk	4.74bk								
SIGNALING (CCS7)																				
	CCS7 Signaling Termination, Per STP Port							UDB	PT8SX	132.21bk										
	CCS7 Signaling Connection, Per DS1 level link (A link)							UDB	TPP6A	16.55bk	35.74bk	35.74bk	16.53bk	16.53bk						
	CCS7 Signaling Connection, Per DS3 level link (A link)							UDB	TPP9A	16.55bk	35.74bk	35.74bk	16.53bk	16.53bk						
	CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)							UDB	TPP6B	16.55bk	35.74bk	35.74bk	16.53bk	16.53bk						
	CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)							UDB	TPP9B	16.55bk	35.74bk	35.74bk	16.53bk	16.53bk						
	CCS7 Signaling Usage Surrogate, per link per LATA							UDB	STU56	683.55bk										
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected							UDB	CCAPO		29.18bk	29.18bk	35.78bk	35.78bk						
	CCS7 Signaling Usage, Per TCAP Message									0.0000597bk										
	CCS7 Signaling Usage, Per ISUP Message									0.0000149bk										

EXHIBIT 2

LOCAL INTERCONNECTION - North Carolina														Attachment: 3 Exh 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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	
										Rec	Nonrecurring		NRC Disconnected		OSS Rates(\$)					
											First	Add'l	First	Add'l	SOMECD	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																				
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																				
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU										0.0007									
TANDEM SWITCHING																				
	Multiple Tandem Switching, per MOU (applies to initial tandem only)										0.0004788									
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)										0.0025									
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)										0.0030									
* 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		21.55bk	8.12bk								
	Installation Trunk Side Service-per DS0							OHD	TPP9X		21.55bk	8.12bk								
	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 per MOU rate elements																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo							OHM	1L5NF	0.0095bk										
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo							OHM	1L5NF	12.12bk	39.36bk	26.62bk								
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo							OHM	1L5NK	0.0095bk										
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo							OHM	1L5NK	7.47bk	39.37bk	26.62bk								
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo							OHM	1L5NK	0.0095bk										
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo							OHM	1L5NK	7.47bk	39.37bk	26.62bk								
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo							OH1, OH1MS	1L5NL	0.1938bk										
	Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo							OH1, OH1MS	1L5NL	31.19bk	86.69bk	79.44bk								
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo							OH3, OH3MS	1L5NM	4.44bk										
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo							OH3, OH3MS	1L5NM	329.91bk	270.69bk	158.05bk								
LOCAL CHANNEL - DEDICATED TRANSPORT																				
	Local Channel-Dedicated-2W VG per mo							OHM	TEFV2	6.29bk	187.51bk	32.21bk								
	Local Channel-Dedicated-4W VG per mo							OHM	TEFV4	7.08bk	187.94bk	32.63bk								
	Local Channel-Dedicated-DS1 per mo							OH1	TEFHG	22.13bk	172.34bk	149.27bk								
	Local Channel-Dedicated-DS3 Facility Termination per mo							OH3	TEFHJ	82.89bk	438.46bk	256.30bk								
LOCAL INTERCONNECTION MID-SPAN MEET																				
	Local Channel-Dedicated-DS1 per mo							OH1MS	TEFHG	0.00	0.00									
	Local Channel-Dedicated-DS3 per mo							OH3MS	TEFHJ	0.00	0.00									
MULTIPLEXERS																				
	Channelization- DS1 to DS0 Channel System							OH1, OH1MS	SATN1	146.69bk	197.78bk	140.06bk								
	DS3 to DS1 Channel System per mo							OH3, OH3MS	SATNS	233.10bk	403.97bk	234.4bk								
	DS3 Interface Unit (DS1 COCI) per mo							OH1, OH1MS	SATCO	16.07bk	13.09bk	9.38bk								
SIGNALING (CCS7)																				
	CCS7 Signaling Connection, Per DS1 level link (A link)							UDB	TPP6A	8.13bk	34.50bk	34.50bk								
	CCS7 Signaling Connection, Per DS3 level link (A link)							UDB	TPP9A	8.13bk	34.50bk	34.50bk								
	CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)							UDB	TPP6B	8.13bk	34.50bk	34.50bk								
	CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)							UDB	TPP9B	8.13bk	34.50bk	34.50bk								
	CCS7 Signaling Termination, Per STP Port							UDB	PT8SX	108.19bk										
	CCS7 Signaling Usage Surrogate, per link per LATA							UDB	STU56	644.04bk										
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected							UDB	CCAPO		55.77bk	55.77bk								
	CCS7 Signaling Usage, Per TCAP Message									0.00004bk										
	CCS7 Signaling Usage, Per ISUP Message									0.00009bk										

EXHIBIT 2

LOCAL INTERCONNECTION - South Carolina														Attachment: 3 Exh A						
CATEGORY	RATE ELEMENTS						Inter m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitte d Elec per LSR	Svc Order Submitte d Manually per LSR	Incrementa l Charge - Manual Svc Order vs. Electronic- 1st Add'l	Increment al Charge - Manual Svc Order vs. Electronic- Disc 1st	Incrementa l Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
										Rec	Nonrecurring		NRC Disconnect		OSS Rates(\$)					
											First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																				
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																				
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																				
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU										0.0007									
TANDEM SWITCHING																				
	Multiple Tandem Switching, per MOU (applies to intial tandem only)										0.000736									
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)										0.0025									
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)										0.0030									
* 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		21.65bk	8.16bk							
	Installation Trunk Side Service-per DS0								OHD	TPP9X		21.65bk	8.16bk							
	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 per MOU rate elements																				
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																				
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																				
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo								OHM	1L5NF	0.0167bk									
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo								OHM	1L5NF	24.30bk	40.63bk	27.47bk	16.77bk	6.91bk					
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo								OHM	1L5NK	0.0167bk									
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo								OHM	1L5NK	16.76bk	40.63bk	27.47bk	16.77bk	6.91bk					
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo								OHM	1L5NK	0.0167bk									
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo								OHM	1L5NK	16.76bk	40.63bk	27.47bk	16.77bk	6.91bk					
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo								OH1, OH1MS	1L5NL	0.3415bk									
	Interoffice Channel-Dedicated Tranport-DS1-Facility Termination per mo								OH1, OH1MS	1L5NL	77.14bk	89.47bk	81.99bk	16.39bk	14.48bk					
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo								OH3, OH3MS	1L5NM	8.02bk									
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo								OH3, OH3MS	1L5NM	880.65bk	279.37bk	163.12bk	60.33bk	58.59bk					
LOCAL CHANNEL - DEDICATED TRANSPORT																				
	Local Channel-Dedicated-2W VG per mo								OHM	TEFV2	15.33bk	193.53bk	33.24bk	36.72bk	3.21bk					
	Local Channel-Dedicated-4W VG per mo								OHM	TEFV4	16.54bk	193.97bk	33.68bk	37.19bk	3.68bk					
	Local Channel-Dedicated-DS1 per mo								OH1	TEFHG	42.62bk	177.87bk	154.06bk	22.24bk	15.30bk					
	Local Channel-Dedicated-DS3 Facility Termination per mo								OH3	TEFHJ	446.00bk	452.52bk	264.53bk	119.75bk	83.77bk					
LOCAL INTERCONNECTION MID-SPAN MEET																				
	Local Channel-Dedicated-DS1 per mo								OH1MS	TEFHG	0.00	0.00								
	Local Channel-Dedicated-DS3 per mo								OH3MS	TEFHJ	0.00	0.00								
MULTIPLEXERS																				
	Channelization- DS1 to DS0 Channel System								OH1, OH1MS	SATN1	107.57bk	91.24bk	62.71bk	10.56bk	9.81bk					
	DS3 to DS1 Channel System per mo								OH3, OH3MS	SATNS	144.02bk	178.54bk	94.18bk	33.33bk	31.90bk					
	DS3 Interface Unit (DS1 COC) per mo								OH1, OH1MS	SATCO	8.64bk	6.59bk	4.73bk							
SIGNALING (CCS7)																				
	CCS7 Signaling Connection, Per 56Kbps Facility A-Link DS1								UDB	TPP6A	16.93bk	35.61bk	35.61bk	16.48bk	16.48bk					
	CCS7 Signaling Connection, Per 56Kbps Facility A-Link DS3								UDB	TPP9A	16.93bk	35.61bk	35.61bk	16.48bk	16.48bk					
	CCS7 Signaling Connection, Per 56Kbps Facility B-Link DS1								UDB	TPP6B	16.93bk	35.61bk	35.61bk	16.48bk	16.48bk					
	CCS7 Signaling Connection, Per 56Kbps Facility B-Link DS3								UDB	TPP9B	16.93bk	35.61bk	35.61bk	16.48bk	16.48bk					
	CCS7 Signaling Termination, Per STP Port								UDB	PT8SX	163.49bk									
	CCS7 Signaling Usage Surrogate, per link per LATA								UDB	STU56	791.37bk									
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected								UDB	CCAPO		29.08bk	29.08bk	35.65bk	35.65bk					
	CCS7 Signaling Usage, Per TCAP Message										0.0000692bk									
	CCS7 Signaling Usage, Per ISUP Message										0.0000173bk									

EXHIBIT 2

LOCAL INTERCONNECTION - Tennessee																Attachment: 3 Exh 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 Add'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l																				
										Rec	Nonrecurring		NRC Disconnect		OSS Rates(\$)																								
											First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN																			
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																																							
NOTE: "bk" beside a rate indicates that the Parties have agreed to bill and keep for that element pursuant to the terms and conditions in Attachment 3.																																							
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																																							
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU										0.0007																												
TANDEM SWITCHING																																							
	Multiple Tandem Switching, per MOU (applies to initial tandem only)										0.0009778																												
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)										0.0025																												
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)										0.0030																												
* 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			21.59bk	8.09bk																										
	Installation Trunk Side Service-per DS0							OHD	TPP9X			21.59bk	8.09bk																										
	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 per MOU rate elements																																							
LOCAL INTERCONNECTION (DEDICATED TRANSPORT)																																							
INTEROFFICE CHANNEL - DEDICATED TRANSPORT																																							
	Interoffice Channel-Dedicated Transport-2W VG-Per mi per mo							OHM	1L5NF	0.0174bk																													
	Interoffice Channel-Dedicated Transport-2W VG-Facility Termination per mo							OHM	1L5NF	18.58bk	55.39bk	17.37bk	27.96bk	3.51bk																									
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo							OHM	1L5NK	0.0174bk																													
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo							OHM	1L5NK	17.98bk	55.39bk	17.37bk	27.96bk	3.51bk																									
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo							OHM	1L5NK	0.0174bk																													
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo							OHM	1L5NK	17.98bk	55.39bk	17.37bk	27.96bk	3.51bk																									
	Interoffice Channel-Dedicated Channel-DS1-Per mi per mo							OH1, OH1MS	1L5NL	0.3562bk																													
	Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo							OH1, OH1MS	1L5NL	77.86bk	112.40bk	76.27bk	19.55bk	14.99bk																									
	Interoffice Channel -Dedicated Transport-DS3-Per mi per mo							OH3, OH3MS	1L5NM	2.34bk																													
	Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo							OH3, OH3MS	1L5NM	848.99bk	395.29bk	176.56bk	109.04bk	105.91bk																									
LOCAL CHANNEL - DEDICATED TRANSPORT																																							
	Local Channel-Dedicated-2W VG per mo							OHM	TEFV2	15.29bk	199.33bk	24.16bk	54.81bk	4.80bk																									
	Local Channel-Dedicated-4W VG per mo							OHM	TEFV4	16.18bk	201.53bk	24.83bk	55.52bk	5.51bk																									
	Local Channel-Dedicated-DS1 per mo							OH1	TEFHG	32.25bk	277.35bk	233.26bk	33.18bk	22.30bk																									
	Local Channel-Dedicated-DS3 Facility Termination per mo							OH3	TEFHJ	611.30bk	595.37bk	304.50bk	215.82bk	151.15bk																									
LOCAL INTERCONNECTION MID-SPAN MEET																																							
	Local Channel-Dedicated-DS1 per mo							OH1MS	TEFHG	0.00	0.00																												
	Local Channel-Dedicated-DS3 per mo							OH3MS	TEFHJ	0.00	0.00																												
MULTIPLEXERS																																							
	Channelization- DS1 to DS0 Channel System							OH1, OH1MS	SATN1	80.77bk	141.87bk	77.11bk	14.51bk	13.46bk																									
	DS3 to DS1 Channel System per mo							OH3, OH3MS	SATNS	222.98bk	308.03bk	108.47bk	44.47bk	42.62bk																									
	DS3 Interface Unit (DS1 COC) per mo							OH1, OH1MS	SATCO	17.58bk	6.07bk	4.66bk																											
SIGNALING (CCS7)																																							
	CCS7 Signaling Termination, Per STP Port							UDB	PT8SX	138.41bk																													
	CCS7 Signaling Connection, Per DS1 level link (A link)							UDB	TPP6A	17.84bk	130.84bk	130.84bk																											
	CCS7 Signaling Connection, Per DS3 level link (A link)							UDB	TPP9A	17.84bk	130.84bk	130.84bk																											
	CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)							UDB	TPP6B	17.84bk	130.84bk	130.84bk																											
	CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)							UDB	TPP9B	17.84bk	130.84bk	130.84bk																											
	CCS7 Signaling Usage Surrogate, per link per LATA							UDB	STU56	352.30bk																													
	Signaling Point Code, per Originating Point Code Establishment or Change, per STP							UDB	CCAPO		121.77bk	121.77bk																											
	CCS7 Signaling Usage, Per TCAP Message									0.0000916bk																													
	CCS7 Signaling Usage, Per ISUP Message									0.0000373bk																													