

**Amendment to the Agreement
Between
CenturyTel Fiber Company II, LLC
and
BellSouth Telecommunications, Inc.
Dated December 15, 2005**

Pursuant to this Amendment, (the “Amendment”), CenturyTel Fiber Company II, LLC (CTF II), and BellSouth Telecommunications, Inc. (BellSouth), hereinafter referred to collectively as the “Parties,” hereby agree to amend that certain Interconnection Agreement between the Parties dated December 15, 2005 (Agreement) to be effective on December 15, 2005 (Effective Date).

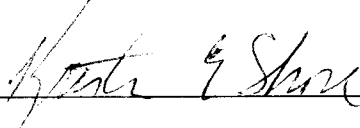
WHEREAS, BellSouth and CTF II entered into the Agreement on December 15, 2005, and;

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 December 15, 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.

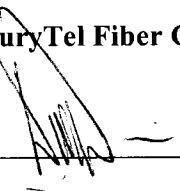
By: 

Name: Kristen E. Shore

Title: Director

Date: 1/3/06

CenturyTel Fiber Company II, LLC

By: 

Name: Daniel A. Davis

Title: Vice President

Date: 12.16.05

Version: 2Q05 Standard ICA
07/22/05

Version: 2Q05 Standard ICA
07/22/05

[illegible]

Version: 2Q05 Standard ICA
07/22/05

Version: 2Q05 Standard ICA
07/22/05

[illegible]

[illegible]

[CCCS Amendment 10 of 20]

[CCCS Amendment 11 of 20]

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-Disc 1st	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	SOMECE	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 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st 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 Transport-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 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 Disc 1st	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	SOME C	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)					0.0006772														
		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	0.01bk														
		Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo			OHM	1L5NF	29.11bk	47.34bk	31.78bk	22.77bk	8.75bk										
		Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo			OHM	1L5NK	0.0115bk														
		Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo			OHM	1L5NK	20.97bk	47.34bk	31.78bk	22.77bk	8.75bk										
		Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo			OHM	1L5NK	0.0115bk														
		Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo			OHM	1L5NK	20.97bk	47.34bk	31.78bk	22.77bk	8.75bk										
		Interoffice Channel-Dedicated Channel-DS1-Per mi per mo			OH1, OH1MS	1L5NL	0.23bk														
		Interoffice Channel-Dedicated Tranport-DS1-Facility Termination per mo			OH1, OH1MS	1L5NL	96.04bk	105.52bk	98.46bk	23.09bk	20.49bk										
		Interoffice Channel -Dedicated Transport-DS3-Per mi per mo			OH3, OH3MS	1L5NM	4.97bk														
		Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo			OH3, OH3MS	1L5NM	1175.15bk	335.40bk	219.24bk	89.57bk	87.75bk										
LOCAL CHANNEL - DEDICATED TRANSPORT																					
		Local Channel-Dedicated-2W VG per mo			OHM	TEFV2	18.57bk	265.78bk	46.96bk	46.79bk	4.98bk										
		Local Channel-Dedicated-4W VG per mo			OHM	TEFV4	19.86bk	266.48bk	47.65bk	47.54bk	5.73bk										
		Local Channel-Dedicated-DS1 per mo			OH1	TEFHG	40.46bk	209.60bk	176.51bk	30.21bk	21.07bk										
		Local Channel-Dedicated-DS3 Facility Termination per mo			OH3	TEFHJ	576.05bk	551.38bk	338.08bk	173.00bk	120.42bk										
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	113.33bk	101.40bk	71.60bk	13.79bk	13.04bk										
		DS3 to DS1 Channel System per mo			OH3, OH3MS	SATNS	158.2bk	199.23bk	118.62bk	50.16bk	48.59bk										
		DS3 Interface Unit (DS1 COC) per mo			OH1, OH1MS	SATCO	11.8bk	10.07bk	7.08bk												
SIGNALING (CCS7)																					
		CCS7 Signaling Connection, Per 56Kbps Facility A-Link DS1			UDB	TPP6A	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk										
		CCS7 Signaling Connection, Per 56Kbps Facility A-Link DS3			UDB	TPP9A	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk										
		CCS7 Signaling Connection, Per 56Kbps Facility B-Link DS1			UDB	TPP6B	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk										
		CCS7 Signaling Connection, Per 56Kbps Facility B-Link DS3			UDB	TPP9B	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk										
		CCS7 Signaling Termination, Per STP Port			UDB	PT8SX	151.39bk														
		CCS7 Signaling Usage Surrogate, per link per LATA			UDB	STU56	751.08bk														
		CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected			UDB	CCAPO		46.02bk	46.02bk	56.43bk	56.43bk										
		CCS7 Signaling Usage, Per TCAP Message					0.0000656bk														
		CCS7 Signaling Usage, Per ISUP Message					0.0000164bk														

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																							
										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																																
TANDEM SWITCHING																																	
	Multiple Tandem Switching, per MOU (applies to initial tandem only)																																
	Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)																																
	Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)																																
* 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-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	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																																			
TANDEM SWITCHING																																			
Multiple Tandem Switching, per MOU (applies to initial tandem only)																																			
Local Intermediary Charge (Composite), per MOU* (6/30/05-3/31/06)																																			
Local Intermediary Charge (Composite), per MOU* (4/1/06-6/30/08)																																			
* 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																																			
Installation Trunk Side Service-per DS0																																			
Dedicated End Office Trunk Port Service-per DS0**																																			
Dedicated End Office Trunk Port Service-per DS1**																																			
Dedicated Tandem Trunk Port Service-per DS0**																																			
Dedicated Tandem Trunk Port Service-per DS1**																																			
** 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																																			
Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo																																			
Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo																																			
Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo																																			
Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo																																			
Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo																																			
Interoffice Channel-Dedicated Channel-DS1-Per mi per mo																																			
Interoffice Channel-Dedicated Transport-DS1-Facility Termination per mo																																			
Interoffice Channel -Dedicated Transport-DS3-Per mi per mo																																			
Interoffice Channel-Dedicated Transport-DS3-Facility Termination per mo																																			
LOCAL CHANNEL - DEDICATED TRANSPORT																																			
Local Channel-Dedicated-2W VG per mo																																			
Local Channel-Dedicated-4W VG per mo																																			
Local Channel-Dedicated-DS1 per mo																																			
Local Channel-Dedicated-DS3 Facility Termination per mo																																			
LOCAL INTERCONNECTION MID-SPAN MEET																																			
Local Channel-Dedicated-DS1 per mo																																			
Local Channel-Dedicated-DS3 per mo																																			
MULTIPLEXERS																																			
Channelization- DS1 to DS0 Channel System																																			
DS3 to DS1 Channel System per mo																																			
DS3 Interface Unit (DS1 COC) per mo																																			
SIGNALING (CCS7)																																			
CCS7 Signaling Termination, Per STP Port																																			
CCS7 Signaling Connection, Per DS1 level link (A link)																																			
CCS7 Signaling Connection, Per DS3 level link (A link)																																			
CCS7 Signaling Connection, Per DS1 level link (B link) (also known as D link)																																			
CCS7 Signaling Connection, Per DS3 level link (B link) (also known as D link)																																			
CCS7 Signaling Usage Surrogate, per link per LATA																																			
CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected																																			
CCS7 Signaling Usage, Per TCAP Message																																			
CCS7 Signaling Usage, Per ISUP Message																																			

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					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 1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
										Rec	Nonrecurring First	Add'l	NRC Disconnect First						
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)										0.000736								
	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							OHD	1L5NF	0.0167bk									
	Interoffice Channel-Dedicated Transport- 2W VG-Facility Termination per mo							OHD	1L5NF	24.30bk	40.63bk	27.47bk	16.77bk	6.91bk					
	Interoffice Channel-Dedicated Transport-56 kbps-per mi per mo							OHD	1L5NK	0.0167bk									
	Interoffice Channel-Dedicated Transport-56 kbps-Facility Termination per mo							OHD	1L5NK	16.76bk	40.63bk	27.47bk	16.77bk	6.91bk					
	Interoffice Channel-Dedicated Transport-64 kbps-per mi per mo							OHD	1L5NK	0.0167bk									
	Interoffice Channel-Dedicated Transport-64 kbps-Facility Termination per mo							OHD	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 Transport-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							OHD	TEFV2	15.33bk	193.53bk	33.24bk	36.72bk	3.21bk					
	Local Channel-Dedicated-4W VG per mo							OHD	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				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	Increment al Charge - Manual Svc Order vs. Electronic- Add'l 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
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)																			
0.0009778																			
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 Tranport-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																			