

**Amendment to Master
Interconnection Agreement between
Essex Communications, Inc. and
BellSouth Telecommunications, Inc.
Dated April 04, 2000.**

Pursuant to this Agreement (the "Agreement"), Essex Communications, Inc. ("Essex") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Master Interconnection Agreement ("the Agreement") between BellSouth and Essex dated April 04, 2000.

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, Essex and BellSouth hereby covenant and agree as follows:

1. Add the following paragraphs as 5.4.7 and 5.4.7.1 to section 5.4 within Attachment 2:
 - 5.4.7. Unbundled Coin port/loop combination: An unbundled 2-wire voice grade coin port, local and tandem switching functionality, shared interoffice transport, and a 2-wire analog loop combined to provide an end user to end user transmission path that provides basic local exchange service. The service is to be utilized with a payphone set that is capable of performing coin phone functions such as call rating, coin return, and timing within the set itself.
 - 5.4.7.1. The Unbundled Coin port/loop combination is currently available in BellSouth's serving territory in Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi and South Carolina. Development continues for the product's availability in North Carolina and Tennessee with an expected target date for completion in the first quarter of 2001.
2. Add the following paragraphs as 5.3.2.2 and 5.3.2.2.1 to section 5.3.2 within Attachment 2:
 - 5.3.2.2 BellSouth currently is developing the billing capability to bill unbundled port rates (1) where BellSouth is not required, pursuant to section 5.1 to provide local circuit switching and (2) where BellSouth provides unbundled port/loop combinations that are "not currently combined" in all other MSAs except for the state of Georgia.
 - 5.3.2.2.1 In the interim, BellSouth shall bill rates listed in the "currently combined" section for all other MSAs for the unbundled port in such scenarios, and shall true-up the billing differences once the billing capability is developed.
3. Delete in its entirety section 5.3.2.1 and replace with a new section 5.3.2.1 as follows:

5.3.2.1 Rates for circuit switching, where BellSouth is not required, pursuant to section 5.1, to provide circuit switching are as set forth in Exhibit C of this Attachment.

4. Add the Unbundled Coin Port/Loop Combination Rate Matrix, Exhibit 1, to Exhibit C of Attachment 2.
5. All other provisions of the Interconnection Agreement, dated April 04, 2000, shall remain in full force and effect.
6. Either or both of the Parties is authorized to submit this Amendment to the appropriate state Commissions for approval subject to section 252(e) of the Federal Telecommunications Act of 1996.
7. IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

Essex Communications, Inc.

By: Signed Original on file

By: Signed Original on file

Name: Pat. C. Finlen

Name: Kevin Stolz

Title: Managing Director

Title: Vice President-Network

Date: 11-21-2000

Date: 11-14-2000

2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING; WITH DIALING PARITY (MS)	UEPMB	NA	NA	NA	NA	NA	\$2.47	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING; WITH DIALING PARITY (SC)	UEPSC	NA	NA	NA	NA	NA	NA	NA	\$4.04	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 900/976 BLOCKING (GA)	UEPGB	NA	NA	\$1.89	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (AL, KY, LA, MS)	UEPCD	\$2.53	NA	NA	\$2.91	\$2.74	\$2.47	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (FL)	UEPCG	NA	\$1.48	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA)	UEPCH	NA	NA	\$1.89	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (SC)	UEPCC	NA	NA	NA	NA	NA	NA	NA	\$4.04	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (NC, TN)	UEPCA	NA	NA	NA	NA	NA	NA	\$2.62	NA	\$4.72
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; ENHANCED CALLING OPT 3YV (SC)	UEPCE	NA	NA	NA	NA	NA	NA	NA	\$4.04	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; ENHANCED CALLING OPT AP7 (SC)	UEPCF	NA	NA	NA	NA	NA	NA	NA	\$4.04	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; WITH DIALING PARITY (MS)	UEPCJ	NA	NA	NA	NA	NA	\$2.47	NA	NA	NA
2-WIRE COIN OUTWARD WITHOUT BLOCKING AND WITHOUT OPERATOR SCREENING (KY, LA, MS)	UEPRN	NA	NA	NA	\$2.91	\$2.74	\$2.47	NA	NA	NA
2-WIRE COIN OUTWARD WITHOUT BLOCKING AND WITHOUT OPERATOR SCREENING (SC)	UEPSG	NA	NA	NA	NA	NA	NA	NA	\$4.04	NA
2-WIRE COIN OUTWARD WITHOUT BLOCKING AND WITHOUT OPERATOR SCREENING; WITH DIALING PARITY (MS)	UEPME	NA	NA	NA	NA	NA	\$2.47	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (GA, KY, MS)	UEPRJ	NA	NA	\$1.89	\$2.91	NA	\$2.47	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (LA)	UEPLA	NA	NA	NA	NA	\$2.74	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (SC)	UEPSF	NA	NA	NA	NA	NA	NA	NA	\$4.04	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (AL, FL)	UEPRK	\$2.53	\$1.48	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (NC)	UEPNE	NA	NA	NA	NA	NA	NA	\$2.62	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (TN)	UEPTC	NA	NA	NA	NA	NA	NA	NA	NA	\$4.72
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+ (FL)	UEPOF	NA	\$1.48	NA	NA	NA	NA	NA	NA	NA

1.2 NONRECURRING CHARGES (NRC)										
1.2.1 CURRENTLY COMBINED UNE COIN PORT/LOOP COMBO (NRCs) (Note 8)										
CONVERSION CHARGE – SWITCH AS IS – 1ST	USAC2	\$2.80	\$0.20	\$2.01	\$10.00	\$3.80	\$5.20	\$2.77	\$1.59	\$1.03
CONVERSION CHARGE – SWITCH AS IS – ADD'L	USAC2	\$0.41	\$0.20	\$0.31	\$10.00	\$0.29	\$0.41	\$0.40	\$0.40	\$0.29
CONVERSION CHARGE – SWITCH WITH CHANGE – 1ST	USACC	\$2.80	\$0.20	\$2.01	\$10.00	\$3.80	\$5.20	\$2.77	\$1.59	\$1.03
CONVERSION CHARGE – SWITCH WITH CHANGE – ADD'L	USACC	\$0.41	\$0.20	\$0.31	\$10.00	\$0.29	\$0.41	\$0.40	\$0.40	\$0.29
1.2.1.1 ADDITIONAL NRCs (Note 9)										
SUBSEQUENT ACTIVITY (Note 5)	USAS2	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
1.2.1.2 OSS NRCs (Note 9)										
OSS LSR CHARGE, ELECTRONIC, PER LSR RECEIVED FROM THE CLEC BY ONE OF THE OSS INTERACTIVE INTERFACES	SOMECE	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
INCREMENTAL MANUAL SERVICE ORDER CHARGE – 1ST	SOMAN	\$40.71	\$21.56	\$33.67	\$19.99	\$31.92	\$43.52	\$40.18	\$43.19	\$30.89
INCREMENTAL MANUAL SERVICE ORDER CHARGE – ADD'L	SOMAN	\$9.58	\$21.56	\$7.88	\$19.99	\$7.32	\$9.99	\$9.45	\$9.91	\$7.03
SUBSEQUENT DATABASE UPDATE - ELECTRONIC		\$1.44	NA	NA	NA	\$2.11	\$2.87	\$1.42	\$0.71	\$0.76
SUBSEQUENT DATABASE UPDATE – MANUAL SERVICE ORDER		\$8.25	NA	NA	NA	\$5.12	\$6.88	\$10.27	\$8.91	\$7.97
ELECTRONIC SERVICE ORDER DISCONNECT	SOMECE	NA	\$0.42	NA	NA	NA	NA	NA	NA	NA
INCREMENTAL MANUAL SERVICE ORDER DISCONNECT	SOMAN	\$20.00	\$3.84	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00
1.2.2 NOT CURRENTLY COMBINED (NRCs) (APPLICABLE IN GA AS SPECIFIED IN Note 8)										
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (GA) – 1ST	UEPGC	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (GA) – ADD'L	UEPGC	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (GA) – 1ST	UEP2G	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (GA) – ADD'L	UEP2G	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (GA) – 1ST	UEPGA	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (GA) – ADD'L	UEPGA	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 900/976 BLOCKING (GA) – 1ST	UEPGB	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 900/976 BLOCKING (GA) – ADD'L	UEPGB	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – 1ST	UEPCH	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – ADD'L	UEPCH	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (GA, KY, MS) – 1ST	UEPRJ	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (GA, KY, MS) – ADD'L	UEPRJ	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA

2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – 1ST	UEPCQ	NA	NA	\$22.14	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – ADD'L	UEPCQ	NA	NA	\$15.25	NA	NA	NA	NA	NA	NA
1.2.2.1 DISCONNECT NRCs (APPLICABLE IN GA AS SPECIFIED IN Note 8)										
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (GA) – 1ST	UEPGC	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (GA) – ADD'L	UEPGC	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (GA) – 1ST	UEP2G	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (GA) – ADD'L	UEP2G	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (GA) – 1ST	UEPGA	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (GA) – ADD'L	UEPGA	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 900/976 BLOCKING (GA) – 1ST	UEPGB	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 900/976 BLOCKING (GA) – ADD'L	UEPGB	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – 1ST	UEPCH	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – ADD'L	UEPCH	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (GA, KY, MS) – 1ST	UEPRJ	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (GA, KY, MS) – ADD'L	UEPRJ	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – 1ST	UEPCQ	NA	NA	\$8.45	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA) – ADD'L	UEPCQ	NA	NA	\$3.91	NA	NA	NA	NA	NA	NA
1.2.2.2 ADDITIONAL NRCs (APPLICABLE IN GA AS SPECIFIED IN Note 8)										
SUBSEQUENT ACTIVITY (Note 5)	USAS2	NA	NA	\$10.00	NA	NA	NA	NA	NA	NA
1.2.2.3 OSS NRCs (APPLICABLE IN GA AS SPECIFIED IN Note 8) (Note 9)										
OSS LSR CHARGE, ELECTRONIC, PER LSR RECEIVED FROM THE CLEC BY ONE OF THE OSS INTERACTIVE INTERFACES	SOMECE	NA	NA	\$3.50	NA	NA	NA	NA	NA	NA
INCREMENTAL MANUAL SERVICE ORDER CHARGE – 1ST	SOMAN	NA	NA	\$37.06	NA	NA	NA	NA	NA	NA
INCREMENTAL MANUAL SERVICE ORDER CHARGE – ADD'L	SOMAN	NA	NA	\$8.19	NA	NA	NA	NA	NA	NA
ELECTRONIC SERVICE ORDER DISCONNECT	SOMECE	NA	NA	NA	NA	NA	NA	NA	NA	NA
INCREMENTAL MANUAL SERVICE ORDER DISCONNECT	SOMAN	NA	NA	\$11.17	NA	NA	NA	NA	NA	NA

2. UNE COIN PORT/LOOP COMBINATION:	USOC	AL	FL Orlando, Ft. Lauderdale, Miami	GA Atlanta	KY	LA New Orleans	MS	NC Greensboro- Winston Salem- Highpoint / Charlotte- Gastonia- Rock Hill	SC	TN Nashville
2.1 RECURRING CHARGES (RCs), By Month										
2.1.1 UNE COIN PORTS (Note 10) (Note 11) (Note 12)										
2-WIRE COIN 2-WAY WITHOUT OPERATOR SCREENING AND WITHOUT BLOCKING (AL, KY, LA, MS)	UEPRF	\$21.00	NA	NA	\$14.00	\$17.50	\$24.15	NA	NA	NA
2-WIRE COIN 2-WAY WITHOUT OPERATOR SCREENING AND WITHOUT BLOCKING (NC)	UEPND	NA	NA	NA	NA	NA	NA	\$17.50	NA	NA
2-WIRE COIN 2-WAY WITHOUT OPERATOR SCREENING AND WITHOUT BLOCKING (SC)	UEPSD	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITHOUT OPERATOR SCREENING AND WITHOUT BLOCKING (TN)	UEPTB	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00
2-WIRE COIN 2-WAY WITHOUT OPERATOR SCREENING AND WITHOUT BLOCKING; WITH DIALING PARITY (MS)	UEPMC	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (AL, KY)	UEPRE	\$21.00	NA	NA	\$14.00	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (GA)	UEPGC	NA	NA	\$17.15	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING (NC)	UEPNC	NA	NA	NA	NA	NA	NA	\$17.50	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (AL, KY, LA, MS, SC)	UEPRA	\$21.00	NA	NA	\$14.00	\$17.50	\$24.15	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (FL)	UEP2F	NA	\$14.00	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (GA)	UEP2G	NA	NA	\$17.15	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD; WITH DIALING PARITY (MS)	UEPMA	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (SC)	UEPSA	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (NC, TN)	UEPRP	NA	NA	NA	NA	NA	NA	\$17.50	NA	\$14.00
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (AL, LA, MS)	UEPRB	\$21.00	NA	NA	NA	\$17.50	\$24.15	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (FL)	UEPFA	NA	\$14.00	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (GA)	UEPGA	NA	NA	\$17.15	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (KY)	UEPKA	NA	NA	NA	\$14.00	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (SC)	UEPSH	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA

2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (NC)	UEPNB	NA	NA	NA	NA	NA	NA	\$17.50	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING (TN)	UEPTA	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING; WITH DIALING PARITY (MS)	UEPMB	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 011 BLOCKING; WITH DIALING PARITY (SC)	UEPSC	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND 900/976 BLOCKING (GA)	UEPGB	NA	NA	\$17.15	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (AL, KY, LA, MS)	UEPCD	\$21.00	NA	NA	\$14.00	\$17.50	\$24.15	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (FL)	UEPCG	NA	\$14.00	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (GA)	UEPCH	NA	NA	\$17.15	NA	NA	NA	NA	NA	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (SC)	UEPCC	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (NC, TN)	UEPCA	NA	NA	NA	NA	NA	NA	\$17.50	NA	\$14.00
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; ENHANCED CALLING OPT 3YV (SC)	UEPCE	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; ENHANCED CALLING OPT AP7 (SC)	UEPCF	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN 2-WAY WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; WITH DIALING PARITY (MS)	UEPCJ	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA
2-WIRE COIN OUTWARD WITHOUT BLOCKING AND WITHOUT OPERATOR SCREENING (KY, LA, MS)	UEPRN	NA	NA	NA	\$14.00	\$17.50	\$24.15	NA	NA	NA
2-WIRE COIN OUTWARD WITHOUT BLOCKING AND WITHOUT OPERATOR SCREENING (SC)	UEPSG	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN OUTWARD WITHOUT BLOCKING AND WITHOUT OPERATOR SCREENING; WITH DIALING PARITY (MS)	UEPME	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (GA, KY, MS)	UEPRJ	NA	NA	\$17.15	\$14.00	NA	\$24.15	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (LA)	UEPLA	NA	NA	NA	NA	\$17.50	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (SC)	UEPSF	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (AL, FL)	UEPRK	\$21.00	\$14.00	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (NC)	UEPNE	NA	NA	NA	NA	NA	NA	\$17.50	NA	NA

2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING (TN)	UEPTC	NA	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+ (FL)	UEPOF	NA	\$14.00	NA	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND 011 BLOCKING; WITH DIALING PARITY (MS)	UEPMD	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (AL, KY, LA, MS)	UEPRH	\$21.00	NA	NA	\$14.00	\$17.50	\$24.15	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 011, 900/976, 1+DDD (SC)	UEPSJ	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (AL, KY, LA, MS)	UEPCN	\$21.00	NA	NA	\$14.00	NA	\$24.15	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (FL, GA)	UEPCQ	NA	\$14.00	\$17.15	NA	NA	NA	NA	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (SC)	UEPCM	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (NC)	UEPCL	NA	NA	NA	NA	NA	NA	\$17.50	NA	NA	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL (TN)	UEPOT	NA	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; WITH ENHANCED	UEPCP	NA	NA	NA	NA	NA	NA	NA	NA	\$14.00	NA
2-WIRE COIN OUTWARD WITH OPERATOR SCREENING AND BLOCKING: 900/976, 1+DDD, 011+, AND LOCAL; WITH DAILING	UEPCS	NA	NA	NA	NA	NA	\$24.15	NA	NA	NA	NA
2.1.2 UNE 2-WIRE VOICE GRADE LOOPS (RCs)											
RC – 2-WIRE VOICE GRADE LOOP – STATEWIDE	UEPLX	NA	NA	NA	NA	NA	NA	\$14.18	NA	NA	NA
RC – 2-WIRE VOICE GRADE LOOP – ZONE 1 (Note 6)	UEPLX	\$14.35	\$14.90	\$10.80	\$14.79	\$14.05	\$14.59	NA	\$17.02	\$12.48	
RC – 2-WIRE VOICE GRADE LOOP – ZONE 2 (Note 6)	UEPLX	\$23.31	\$18.51	\$12.47	\$27.68	\$24.14	\$19.33	NA	\$25.66	\$14.42	
RC – 2-WIRE VOICE GRADE LOOP – ZONE 3 (Note 6)	UEPLX	\$42.24	\$24.25	\$19.83	\$47.78	\$49.30	\$27.63	NA	\$33.99	\$21.77	
RC – 2-WIRE VOICE GRADE LOOP – ZONE 4 (Note 6)	UEPLX	NA	NA	NA	NA	NA	\$36.47	NA	NA	NA	
2.1.3 UNE COIN PORT/LOOP COMBINATION (RCs)											
RC – 2-WIRE VOICE GRADE LOOP WITH APPLICABLE UNE COIN PORT – STATEWIDE	Note 4	NA	NA	NA	NA	NA	NA	\$31.68	NA	NA	
RC – 2-WIRE VOICE GRADE LOOP WITH APPLICABLE UNE COIN PORT – ZONE 1	Note 4	\$35.35	\$28.90	\$27.95	\$28.79	\$31.55	\$38.74	NA	\$31.02	\$26.48	
RC – 2-WIRE VOICE GRADE LOOP WITH APPLICABLE UNE COIN PORT – ZONE 2	Note 4	\$44.31	\$32.51	\$29.62	\$41.68	\$41.64	\$43.48	NA	\$39.66	\$28.42	
RC – 2-WIRE VOICE GRADE LOOP WITH APPLICABLE UNE COIN PORT – ZONE 3	Note 4	\$63.24	\$38.25	\$36.98	\$61.78	\$66.80	\$51.78	NA	\$47.99	\$35.77	
RC – 2-WIRE VOICE GRADE LOOP WITH APPLICABLE UNE COIN PORT – ZONE 4	Note 4	NA	NA	NA	NA	NA	\$60.62	NA	NA	NA	
2.1.4 ADDITIONAL UNE COIN PORT/LOOP (RCs)											
UNE COIN PORT/LOOP COMBO USAGE (FLAT RATE)	URECU	\$1.56	\$1.86	\$3.59	\$2.57	\$1.81	\$4.62	\$3.70	\$4.05	\$3.45	

2.2 NONRECURRING CHARGES (NRC)											
2.2.1 CURRENTLY COMBINED UNE COIN PORT/LOOP COMBO (NRCs) (Note 9)											
CONVERSION CHARGE – SWITCH AS IS – 1ST	USAC2	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50
CONVERSION CHARGE – SWITCH AS IS – ADD'L	USAC2	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50
CONVERSION CHARGE – SWITCH WITH CHANGE – 1ST	USACC	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50
CONVERSION CHARGE – SWITCH WITH CHANGE – ADD'L	USACC	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50	\$41.50
2.2.2 NOT CURRENTLY COMBINED UNE COIN PORT/LOOP COMBO (NRCs)											
INSTALLATION CHARGE – 1ST	UEPRF	\$90.00	NA	NA	\$90.00	\$90.00	\$90.00	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPRF	\$50.00	NA	NA	\$50.00	\$50.00	\$50.00	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPND	NA	NA	NA	NA	NA	NA	\$90.00	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPND	NA	NA	NA	NA	NA	NA	\$50.00	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPSD	NA	NA	NA	NA	NA	NA	NA	\$90.00	NA	NA
INSTALLATION CHARGE – ADD'L	UEPSD	NA	NA	NA	NA	NA	NA	NA	\$50.00	NA	NA
INSTALLATION CHARGE – 1ST	UEPTB	NA	NA	NA	NA	NA	NA	NA	NA	\$90.00	NA
INSTALLATION CHARGE – ADD'L	UEPTB	NA	NA	NA	NA	NA	NA	NA	NA	\$50.00	NA
INSTALLATION CHARGE – 1ST	UEPMC	NA	NA	NA	NA	NA	\$90.00	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPMC	NA	NA	NA	NA	NA	\$50.00	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPRE	\$90.00	NA	NA	\$90.00	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPRE	\$50.00	NA	NA	\$50.00	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPGC	NA	NA	\$90.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPGC	NA	NA	\$50.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPNC	NA	NA	NA	NA	NA	NA	\$90.00	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPNC	NA	NA	NA	NA	NA	NA	\$50.00	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPRA	\$90.00	NA	NA	\$90.00	\$90.00	\$90.00	NA	\$90.00	NA	NA
INSTALLATION CHARGE – ADD'L	UEPRA	\$50.00	NA	NA	\$50.00	\$50.00	\$50.00	NA	\$50.00	NA	NA
INSTALLATION CHARGE – 1ST	UEP2F	NA	\$90.00	NA	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEP2F	NA	\$50.00	NA	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEP2G	NA	NA	\$90.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEP2G	NA	NA	\$50.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPMA	NA	NA	NA	NA	NA	\$90.00	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPMA	NA	NA	NA	NA	NA	\$50.00	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPSA	NA	NA	NA	NA	NA	NA	NA	\$90.00	NA	NA
INSTALLATION CHARGE – ADD'L	UEPSA	NA	NA	NA	NA	NA	NA	NA	\$50.00	NA	NA
INSTALLATION CHARGE – 1ST	UEPRP	NA	NA	NA	NA	NA	NA	\$90.00	NA	\$90.00	NA
INSTALLATION CHARGE – ADD'L	UEPRP	NA	NA	NA	NA	NA	NA	\$50.00	NA	\$50.00	NA
INSTALLATION CHARGE – 1ST	UEPRB	\$90.00	NA	NA	NA	\$90.00	\$90.00	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPRB	\$50.00	NA	NA	NA	\$50.00	\$50.00	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPFA	NA	\$90.00	NA	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPFA	NA	\$50.00	NA	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPGA	NA	NA	\$90.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPGA	NA	NA	\$50.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPKA	NA	NA	NA	\$90.00	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPKA	NA	NA	NA	\$50.00	NA	NA	NA	NA	NA	NA

INSTALLATION CHARGE – 1ST	UEPOF	NA	\$90.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPOF	NA	\$50.00	NA	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPMD	NA	NA	NA	NA	NA	\$90.00	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPMD	NA	NA	NA	NA	NA	\$50.00	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPRH	\$90.00	NA	NA	\$90.00	\$90.00	\$90.00	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPRH	\$50.00	NA	NA	\$50.00	\$50.00	\$50.00	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPSJ	NA	NA	NA	NA	NA	NA	NA	\$90.00	NA
INSTALLATION CHARGE – ADD'L	UEPSJ	NA	NA	NA	NA	NA	NA	NA	\$50.00	NA
INSTALLATION CHARGE – 1ST	UEPCN	\$90.00	NA	NA	\$90.00	\$90.00	\$90.00	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPCN	\$50.00	NA	NA	\$50.00	\$50.00	\$50.00	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPCQ	NA	\$90.00	\$90.00	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPCQ	NA	\$50.00	\$50.00	NA	NA	NA	NA	NA	NA
INSTALLATION CHARGE – 1ST	UEPCM	NA	NA	NA	NA	NA	NA	NA	\$90.00	NA
INSTALLATION CHARGE – ADD'L	UEPCM	NA	NA	NA	NA	NA	NA	NA	\$50.00	NA
INSTALLATION CHARGE – 1ST	UEPCL	NA	NA	NA	NA	NA	NA	\$90.00	NA	NA
INSTALLATION CHARGE – ADD'L	UEPCL	NA	NA	NA	NA	NA	NA	\$50.00	NA	NA
INSTALLATION CHARGE – 1ST	UEPOT	NA	NA	NA	NA	NA	NA	NA	NA	\$90.00
INSTALLATION CHARGE – ADD'L	UEPOT	NA	NA	NA	NA	NA	NA	NA	NA	\$50.00
INSTALLATION CHARGE – 1ST	UEPCP	NA	NA	NA	NA	NA	NA	NA	\$90.00	NA
INSTALLATION CHARGE – ADD'L	UEPCP	NA	NA	NA	NA	NA	NA	NA	\$50.00	NA
INSTALLATION CHARGE – 1ST	UEPCS	NA	NA	NA	NA	NA	\$90.00	NA	NA	NA
INSTALLATION CHARGE – ADD'L	UEPCS	NA	NA	NA	NA	NA	\$50.00	NA	NA	NA
2.2.3 ADDITIONAL NRCs (Note 9)										
SUBSEQUENT ACTIVITY (Note 5)	USAS2	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00	\$10.00
2.2.4 OSS NRCs (Note 9)										
OSS LSR CHARGE, ELECTRONIC, PER LSR RECEIVED FROM THE CLEC BY ONE OF THE OSS INTERACTIVE INTERFACES	SOMECS	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50
INCREMENTAL MANUAL SERVICE ORDER CHARGE – 1ST	SOMAN	\$40.71	\$21.56	\$33.67	\$19.99	\$31.92	\$43.52	\$40.18	\$43.19	\$30.89
INCREMENTAL MANUAL SERVICE ORDER CHARGE – ADD'L	SOMAN	\$9.58	\$21.56	\$7.88	\$19.99	\$7.32	\$9.99	\$9.45	\$9.91	\$7.03
SUBSEQUENT DATABASE UPDATE - ELECTRONIC		\$1.44	NA	NA	NA	\$2.11	\$2.87	\$1.42	\$0.71	\$0.76
SUBSEQUENT DATABASE UPDATE – MANUAL SERVICE ORDER		\$8.25	NA	NA	NA	\$5.12	\$6.88	\$10.27	\$8.91	\$7.97
ELECTRONIC SERVICE ORDER DISCONNECT	SOMECS	NA	\$0.42	NA	NA	NA	NA	NA	NA	NA
INCREMENTAL MANUAL SERVICE ORDER DISCONNECT	SOMAN	\$20.00	\$3.84	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00	\$20.00
3. ADDITIONAL USOCs										
(APPLICABLE IN ALL STATES) (Note 9)										
UNBUNDLED CONTACT NAME	UNECN	NA	NA	NA	NA	NA	NA	NA	NA	NA

NOTES:

1. The UNE Coin Port rate within this section includes all available features in GA, KY and TN.
2. Rates within this section apply for "Currently Combined" (and "Not Currently Combined" as noted in GA) UNE Coin Port/Loop Combinations ordered by the CLEC within all MSAs of the states listed to serve end users with less than four (4) DS0 equivalent lines; and for all MSAs of the states listed, except Orlando, Ft. Lauderdale, Miami, Atlanta, Greensboro-Winston Salem-Highpoint / Charlotte-Gastonia-Rock Hill, Nashville and New Orleans, to serve end users with four (4) or more DS0 equivalent lines.
3. As clarification, the term Dialing Parity refers to the BellSouth local calling plans that BellSouth must provide to comply with local dialing parity. The CLEC may request such a local calling scope with its UNE port/loop combination by selecting the appropriate USOC.

4. There is not a unique UNE Coin Port/Loop Combination USOC. The service is ordered by submitting the UNE Coin Port USOC.
5. Subsequent Activity is charged for service order activity after the line has been established as a UNE Combination. This charge is in addition to other applicable NRCs, such as OSS charges and installation charges.
6. This Amendment contains Deaveraged Loop Rates by Zone. Until approximately December 31, 2000 or until such time that BellSouth billing systems have been developed to handle the new zone rate structure, BellSouth will bill at the Zone 1 Deaveraged Loop rate level only. After December 31, 2000 or such time that the billing systems have been developed to handle the new zone rate structure, BellSouth will begin billing pursuant to CLEC-1's interconnection agreement.
7. In Georgia the UNE Coin Port Recurring Rates within this section will apply for "Currently Combined" as well as "Not Currently Combined" Port/Loop Combinations except for the Atlanta MSA if the CLEC is serving an end user with four or more DS0 equivalent lines.
8. The nonrecurring charges in this category apply to "Not Currently Combined" UNE Coin Port/Loop Combinations in GA only, except for the Atlanta MSA if the CLEC is serving an end user with four or more DS0 equivalent lines.
9. The USOCs listed within this category will appear on the CLEC's bill with the charges listed but are not required on the Local Service Request (LSR) when ordering.
10. Rates within this section apply (1) if the CLEC is ordering a UNE Coin Port/loop Combination that is "Currently Combined" or "Not Currently Combined" to serve an end user with four or more DS0 equivalent lines in the Orlando, Ft. Lauderdale, Miami, Atlanta, Greensboro-Winston Salem-Highpoint / Charlotte-Gastonia-Rock Hill, Nashville or New Orleans MSAs or (2) if the CLEC is ordering a UNE Coin Port/loop Combination that is "Not Currently Combined" to serve an end user in any MSA in AL, FL, KY, LA, MS, NC, SC or TN.
11. The UNE Coin Port rate within this section includes all available features.
12. BellSouth currently is developing the billing capability to bill unbundled recurring port rates for this section 2.1.1. In the interim, BellSouth shall bill the recurring unbundled port rates listed in 1.1.1 of this Exhibit 1 and shall true-up the billing differences once the billing capability is developed.

