AMENDMENT TO THE AGREEMENT BETWEEN ALEC, INC. ALEC, INC. D/B/A VOLARIS TELECOM, INC AND BELLSOUTH TELECOMMUNICATIONS, INC. DATED DECEMBER 5, 2002

Pursuant to this Amendment, (the "Amendment"), ALEC, Inc. in Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina and Tennessee and ALEC, Inc. d/b/a Volaris Telecom, Inc. in Kentucky ("ALEC"), 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 5, 2002 ("Agreement") and effective January 4, 2003.

WHEREAS, BellSouth and ALEC entered into the Agreement on December 5, 2002,

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. Attachment 3, Exhibit A Local Interconnection Rates are deleted in their entirety and replaced with the rates in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
- 2. All of the other provisions of the Agreement, dated January 4, 2003, shall remain in full force and effect.
- 3. Intercarrier Compensation For Local Traffic and ISP-Bound Traffic rates shall be deemed effective as of January 4, 2003. Intercarrier Compensation for Local Transit Traffic and MTA Traffic, Local Interconnection (Call Transport and Termination) and Local Interconnection (Dedicated Transport) shall be deemed effective as of the date of the last signature executing this Amendment.
- 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.ALEC, Inc.
ALEC, Inc. d/b/a Volaris Telecom, Inc.By: (Signature on File)By: (Signature on File)Name: Elizabeth R. A. ShiroishiName: Philip PateteTitle: DirectorTitle: Chief Technical OfficeDate: 04/11/03Date: 04/10/03

LOCAL INTERCONNECTION - Alabama Attachment: 3 Exhibit: A Svc Order Svc Order Incremental Incremental Incremental Incremental Submitted Submitted Charge -Charge -Charge -Charge -Manual Svc Flec Manually Manual Svc Manual Svc Manual Svc Interi CATEGORY RATE ELEMENTS Zone BCS USOC RATES (\$) per LSR per LSR Order vs. Order vs. Order vs. Order vs. m Electronic-Electronic-Electronic-Electronic-1st Add'l Disc 1st Disc Add'l Nonrecurring Nonrecurring Disconnect OSS Rates(\$) Rec SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN First Add'l First Add'l LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC Composite Rate for Local and ISP-Bound Traffic (January 4, 0.001 2003 through June 13, 2003) Composite Rate for Local and ISP-Bound Traffic (June 14, 2003 through January 3, 2006) 0.0007 INTERCARRIER COMPENSATION FOR LOCAL TRANSIT TRAFFIC AND MTA TRAFFIC LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) TANDEM SWITCHING 0.000498 Tandem Switching Function Per MOU CHD Multiple Tandem Switching, per MOU (applies to intial tandem only) OHD 0.000498 Tandem Intermediary Charge, per MOU* 0.0015 * 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 TPP++ 333.69 56.91 Dedicated End Office Trunk Port Service-per DS0** TDE0P OHD 0.00 Dedicated End Office Trunk Port Service-per DS1** 0H1 OH1MS TDE1P 0.00 Dedicated Tandem Trunk Port Service-per DS0** OHD TDW0P 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 End Office Switching and Tandem Switching, per MOU rate elements COMMON TRANSPORT (Shared) Common Transport - Per Mile, Per MOU ΩНD 0.0000023 Common Transport - Facilities Termination Per MOU OHD 0.0003224 LOCAL INTERCONNECTION (DEDICATED TRANSPORT) INTEROFFICE CHANNEL - DEDICATED TRANSPORT Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade OHL. OHM 1L5NF 0.008838 Per Mile per month Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade Facility Termination per month OHL. OHM 1L5NF 21.13 40.54 27.41 16.74 6.90 Interoffice Channel - Dedicated Transport - 56 kbps - per mile per month OHL. OHM 1L5NK 0.008838 Interoffice Channel - Dedicated Transport - 56 kbps - Facility OHL, OHM 1L5NK 40.54 27.41 16.74 6.90 Termination per month 15 12 Interoffice Channel - Dedicated Transport - 64 kbps - per mile OHL. OHM 1L5NK 0.008838 per month Interoffice Channel - Dedicated Transport - 64 kbps - Facility OHL. OHM 1L5NK 40.54 27.41 16.74 6.90 Termination per month 15.12 Interoffice Channel - Dedicated Channel - DS1 - Per Mile per 1L5NL OH1, OH1MS 0.18 month Interoffice Channel - Dedicated Tranport - DS1 - Facility 1L5NL Termination per month OH1, OH1MS 60.16 89.27 81.81 16.35 14.44 Interoffice Channel - Dedicated Transport - DS3 - Per Mile per month OH3, OH3MS 11.5NM 4.09 Interoffice Channel - Dedicated Transport - DS3 - Facility Termination per month OH3, OH3MS 1L5NM 703.52 278.75 162.76 60.20 58.46 LOCAL CHANNEL - DEDICATED TRANSPORT OHL, OHM TEFV2 Local Channel - Dedicated - 2-Wire Voice Grade per month 13 97 193.10 33.17 36.64 3.20 OHL. OHM TEFV4 14.93 193.53 33.60 37.11 Local Channel - Dedicated - 4-Wire Voice Grade per month 3.67 Local Channel - Dedicated - DS1 per month OH1 TEFHG 35.76 177.47 153.72 22.19 15.26 Local Channel - Dedicated - DS3 Facility Termination per month ОНЗ TEFHJ 416.54 451.52 263.94 119.49 83.58 LOCAL INTERCONNECTION MID-SPAN MEET NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. Local Channel - Dedicated - DS1 per month OH1MS TEFHG 0.00 0.00 Local Channel - Dedicated - DS3 per month DH3MS 0.00 0.00 MULTIPLEXERS Channelization - DS1 to DS0 Channel System OH1. OH1MS SATN1 101.06 91.04 62.57 10.54 9.79 DS3 to DS1 Channel System per month OH3. OH3MS SATNS 166.13 178.14 93.97 33.26 31.63 DS3 Interface Unit (DS1 COCI) per month OH1, OH1MS 4.72 12.70 6.58

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month OH3, OH3MS 1L5NM 2.72 Image: Constraint of the constraint o					ļ	UH1, UH1MS	1L5NL	78.47	147.07	111.75								
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Local Channel - Dedicated - 2-Wire Voice Grade per month OHL, OHM TEFV2 13.91 382.95 62.40 Image: Constraint of the constrain	<u> </u>	0041		<u> </u>		UH3, UH3MS	I LOINM	788.00	511.10	330.77				-				<u> </u>
Local Channel - Dedicated - 4-Wire Voice Grade per month OHL_OHM TEFV4 14.99 368.44 64.05 Image: Constraint of the constraint		JUAL		<u> </u>			TEEVO	12.04	202.05	60.40				-				<u> </u>
Local Channel - Dedicated - DS1 per month OH1 TEFHG 38.36 356.15 312.89 Image: Constraint of the service of th	\vdash																	t
Local Channel - Dedicated - DS3 Facility Termination per month OH3 TEFHJ 515.91 639.50 426.31 Cold C	\vdash			l												ł	-	t
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NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of the tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Constraint of tariffed service Local Channel rate is applicable. Image: Co	10			-		0.10		515.31	333.30	420.01								-
Local Channel - Dedicated - DS1 per month OH1MS TEFHG 0.00				rvice I o	cal Ch	annel rate is annlical	ble.											
Local Channel - Dedicated - DS3 per month OH3MS TEFHJ 0.00								0.00	0.00							1		l
MULTIPLEXERS OH1, OH1, OH1MS SATN1 126.22 198.22 123.59 OH OH OH																		
Channelization - DS1 to DS0 Channel System OH1, OH1MS SATN1 126.22 198.22 123.59 Image: Comparison of the comparison of t	M	ULTIF														ĺ		l .
						OH1, OH1MS	SATN1	126.22	198.22	123.59	1					ĺ		
			DS3 to DS1 Channel System per month	1		OH3, OH3MS	SATNS	182.04	280.66	195.33								
DS3 Interface Unit (DS1 COCI) per month OH1, OH1MS SATCO 11.02 12.02 8.66				1														

LOCA		RCONNECTION - Georgia												Attachr	nent: 3	Exhil	bit: A
CATEC	GORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC			RATES (\$)				Submitted Manually	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge - Manual Svc Order vs.	Charge - Manual Svc Order vs.	Charge -
								Nonree	curring	Nonrecurring	g Disconnect			OSS	Rates(\$)		
							Rec										
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Notes:	If no rate is identified in the contract, the rates, terms, and co	ndition	s for th	ne specific service or	r function wi	II be as set for	h in applicabl	e BellSouth ta	riff.							

LOCAL INTERCONNECTION - Kentucky Attachment: 3 Exhibit: A Svc Order Svc Order Incremental Incremental Incremental Submitted Submitted Charge -Charge -Charge -Charge -Flec Manually Manual Svc Manual Svc Manual Svc Manual Svc Interi CATEGORY RATE ELEMENTS Zone BCS USOC RATES (\$) per LSR per LSR Order vs. Order vs. Order vs. Order vs. m Electronic-Electronic-Electronic-Electronic-1st Add'l Disc 1st Disc Add'l Nonrecurring Nonrecurring Disconnect OSS Rates(\$) Rec SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN First Add'l First Add'l LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC Composite Rate for Local and ISP-Bound Traffic (January 4, 2003 through June 13, 2003) 0.001 Composite Rate for Local and ISP-Bound Traffic (June 14, 2003 0.0007 through January 3, 2006) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA TRAFFIC LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) TANDEM SWITCHING Tandem Switching Function Per MOU OHD 0.0006772 Multiple Tandem Switching, per MOU (applies to intial tandem OHD 0.0006772 only) Tandem Intermediary Charge, per MOU* OHD 0.0015 * 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 TPP++ 334.09 57 12 Dedicated End Office Trunk Port Service-per DS0** OHD TDE0P 0.00 Dedicated End Office Trunk Port Service-per DS1** TDF1P OH1 OH1MS 0.00 Dedicated Tandem Trunk Port Service-per DS0** OHD TDW0P 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 End Office Switching and Tandem Switching, per MOU rate elements COMMON TRANSPORT (Shared) Common Transport - Per Mile, Per MOU 0.000003 Common Transport - Facilities Termination Per MOU OHD 0.0007466 LOCAL INTERCONNECTION (DEDICATED TRANSPORT) INTEROFFICE CHANNEL - DEDICATED TRANSPORT Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -Per Mile per month OHL, OHM 1L5NF 0.01 Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade Facility Termination per month OHL, OHM 1L5NF 29.11 47.34 31.78 22.77 8.75 Interoffice Channel - Dedicated Transport - 56 kbps - per mile OHL, OHM 1L5NK 0.0115 per month Interoffice Channel - Dedicated Transport - 56 kbps - Facility OHL, OHM 1L5NK 20.97 47.35 31.78 22.77 8.75 Termination per month Interoffice Channel - Dedicated Transport - 64 kbps - per mile OHL, OHM IL5NK 0.0115 per month Interoffice Channel - Dedicated Transport - 64 kbps - Facility OHL, OHM 1L5NK 20.97 47.35 31.78 22.77 8.75 Termination per month Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month OH1, OH1MS 1L5NL 0.23 Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month OH1, OH1MS 1L5NL 96.04 105.52 98.46 23.09 20.49 Interoffice Channel - Dedicated Transport - DS3 - Per Mile per OH3. OH3MS 1L5NM 4.97 month Interoffice Channel - Dedicated Transport - DS3 - Facility OH3. OH3MS IL5NM 1.175.15 335.40 219.24 89.57 87.75 Termination per month LOCAL CHANNEL - DEDICATED TRANSPORT OHL. OHM TEFV2 18.57 265.78 46.96 46.79 4.98 Local Channel - Dedicated - 2-Wire Voice Grade per month Local Channel - Dedicated - 4-Wire Voice Grade per month OHL, OHM TEFV4 19.86 266.48 47.65 47 54 5.73 Local Channel - Dedicated - DS1 per month TEFHG 176.51 OH1 40.46 209.60 30.21 21.07 Local Channel - Dedicated - DS3 Facility Termination per month ОНЗ TEEHI 576.05 551.38 338.08 173.00 120.42 LOCAL INTERCONNECTION MID-SPAN MEET NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. Local Channel - Dedicated - DS1 per month OH1MS TEFHG 0.00 0.00 Local Channel - Dedicated - DS3 per month OH3MS TEFHJ 0.00 0.00 MULTIPLEXERS Channelization - DS1 to DS0 Channel System OH1 OH1MS SATN1 13.04 113.33 101 40 71 60 13 79 DS3 to DS1 Channel System per month OH3. OH3MS SATNS 158.20 199.23 118.62 50.16 48.59 DS3 Interface Unit (DS1 COCI) per month OH1, OH1MS SATCO 11.80 10.07 7.08

LOCAL	INTE	RCONNECTION - Kentucky												Attachr	nent: 3	Exhil	oit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEGO	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-	-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Baa	Nonre	curring	Nonrecurring	g Disconnect			OSS	Rates(\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Notes:	If no rate is identified in the contract, the rates, terms, and co	ondition	s for th	e specific service or	function wi	II be as set fort	h in applicab	le BellSouth ta	ariff.							

LOCA	L INTE	RCONNECTION - Mississippi												Attachr	nent: 3	Exhit	bit: A
												Svc Order	Svc Order	Incremental	Incremental		Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEG	ORY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-	-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
	1					-		Nonrec	urring	Nonrecurring	Disconnect			220	Rates(\$)		·
						1	Rec	Nomed	unng	Nomecurring	Disconnect			033	Rates(\$)		
-						1		First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL	INTER	CONNECTION (CALL TRANSPORT AND TERMINATION)															i
	INTER	CARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BO	OUND TH	RAFFIC	;												i
		Composite Rate for Local and ISP-Bound Traffic (January 4,															1
		2003 through June 13, 2003)				-	0.001										
		Composite Rate for Local and ISP-Bound Traffic (June 14, 2003 through January 3, 2006)					0.0007										1
	INTER	CARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA T	RAFFIC			-	0.0007										
LOCAL	INTER	CONNECTION (CALL TRANSPORT AND TERMINATION)				-											
		M SWITCHING															
		Tandem Switching Function Per MOU			OHD		0.0005379										
		Multiple Tandem Switching, per MOU (applies to intial tandem															
		only)			OHD		0.0005379										L
		Tandem Intermediary Charge, per MOU*			OHD		0.0015										L
		harge is applicable only to transit traffic and is applied in ad	dition to	o applio	cable switching and	d/or interconr	ection charges										
	TRUNK	CHARGE Installation Trunk Side Service - per DS0			OHD	TPP++		334.11	56.98								
		Dedicated End Office Trunk Port Service-per DS0**			OHD	TDE0P	0.00	554.11	30.90								
		Dedicated End Office Trunk Port Service-per DS1**			0H1 OH1MS	TDE1P	0.00										
		Dedicated Tandem Trunk Port Service-per DS0**			OHD	TDW0P	0.00										
		Dedicated Tandem Trunk Port Service-per DS1**			OH1 OH1MS	TDW1P	0.00										í l
		rate element is recovered on a per MOU basis and is included	in the	End Of	fice Switching and	Tandem Swit	ching, per MOU	J rate elements	5								
	COMM	ON TRANSPORT (Shared)															l
		Common Transport - Per Mile, Per MOU			OHD OHD	-	0.0000026										l
		Common Transport - Facilities Termination Per MOU CONNECTION (DEDICATED TRANSPORT)			OHD		0.0004541										
LUCAL		OFFICE CHANNEL - DEDICATED TRANSPORT															
		Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -															
		Per Mile per month			OHL, OHM	1L5NF	0.0098										1
		Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade -															
		Facility Termination per month			OHL, OHM	1L5NF	22.52	40.77	27.57	17.26	7.11						1
		Interoffice Channel - Dedicated Transport - 56 kbps - per mile															1
		per month Interoffice Channel - Dedicated Transport - 56 kbps - Facility			OHL, OHM	1L5NK	0.0098										
		Termination per month			OHL, OHM	1L5NK	15.68	40.78	27.57	17.26	7.11						1
-		Interoffice Channel - Dedicated Transport - 64 kbps - per mile			OTIL, OTIM	TESINIC	13.00	40.70	21.51	17.20	7.11						
		per month			OHL, OHM	1L5NK	0.0098										1
		Interoffice Channel - Dedicated Transport - 64 kbps - Facility															
		Termination per month			OHL, OHM	1L5NK	15.68	40.78	27.57	17.26	7.11						1
		Interoffice Channel - Dedicated Channel - DS1 - Per Mile per															, <u> </u>
	ļ	month		<u> </u>	OH1, OH1MS	1L5NL	0.201							ļ			J
1		Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month			OH1, OH1MS	1L5NL	57.33	89.79	82.28	16.86	14.90						1 1
<u> </u>	ł	Interoffice Channel - Dedicated Transport - DS3 - Per Mile per				LUNE	51.55	09.19	02.20	10.00	14.90						I
1		month			OH3, OH3MS	1L5NM	4.76										1 1
	İ	Interoffice Channel - Dedicated Transport - DS3 - Facility				-						1					I
		Termination per month			OH3, OH3MS	1L5NM	641.90	280.37	163.70	62.08	60.29						
	LOCAL	CHANNEL - DEDICATED TRANSPORT															
 		Local Channel - Dedicated - 2-Wire Voice Grade per month			OHL, OHM	TEFV2	14.91	194.22	33.36	37.79	3.30						I
		Local Channel - Dedicated - 4-Wire Voice Grade per month			OHL, OHM	TEFV4	15.99	194.66	33.80	38.27	3.78						
		Local Channel - Dedicated - DS1 per month			OHI	TEFHG	36.83	178.50	154.61	22.89	15.74						I
		Local Channel - Dedicated - DS3 Facility Termination per month			ОНЗ	TEFHJ	413.87	454.13	264.47	123.23	86.19						1 1
	LOCAL	INTERCONNECTION MID-SPAN MEET									22110						I
		If Access service ride Mid-Span Meet, one-half the tariffed ser	vice Lo	cal Cha	annel rate is applica	able.											
		Local Channel - Dedicated - DS1 per month			OH1MS	TEFHG	0.00	0.00									
		Local Channel - Dedicated - DS3 per month			OH3MS	TEFHJ	0.00	0.00]
 	MULTI	PLEXERS				CATN'	400.05	01 67		10.07	10.70						I
		Channelization - DS1 to DS0 Channel System DS3 to DS1 Channel System per month			OH1, OH1MS OH3, OH3MS	SATN1 SATNS	102.85 170.63	91.57 179.17	62.94 94.52	10.87 34.30	10.10 32.82			1			I
<u> </u>		DS3 to DS1 Channel System per month DS3 Interface Unit (DS1 COCI) per month			OH3, OH3MS OH1, OH1MS	SATCO	170.63	6.62	94.52		32.82				ł	-	I
L	I		I	I		00100	12.30	0.02	4.74	1		1	1	t	1	1	

LOCA		RCONNECTION - Mississippi												Attachr	nent: 3	Exhi	bit: A
CATEO	GORY	RATE ELEMENTS	Interi m	Zone	BCS	USOC			RATES (\$)				Submitted Manually	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Charge - Manual Svc Order vs.	Charge - Manual Svc Order vs.	Charge -
								Nonree	curring	Nonrecurring	g Disconnect			OSS	Rates(\$)		
							Rec										
	First Add'l First										Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Notes:	If no rate is identified in the contract, the rates, terms, and co	onditior	s for th	ne specific service or	r function wi	II be as set for	h in applicabl	e BellSouth tar	riff.							

Submitted Submitted Charge -Charge -Charge -Charge -Manual Svc Flec Manually Manual Svc Manual Svc Manual Svc Interi CATEGORY RATE ELEMENTS Zone BCS USOC RATES (\$) per LSR per LSR Order vs. Order vs. Order vs. Order vs. m Electronic-Electronic-Electronic-Electronic-1st Add'l Disc 1st Disc Add'l Nonrecurring Nonrecurring Disconnect OSS Rates(\$) Rec SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN First Add'l First Add'l LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC Composite Rate for Local and ISP-Bound Traffic (January 4, 2003 through June 13, 2003) 0.001 Composite Rate for Local and ISP-Bound Traffic (June 14, 2003 0.0007 through January 3, 2006) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA TRAFFIC LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) TANDEM SWITCHING Tandem Switching Function Per MOU 0.0012 OHD Multiple Tandem Switching, per MOU (applies to intial tandem OHD 0.0012 only) Tandem Intermediary Charge, per MOU* OHD 0.0015 * 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 TPP++ 333.54 56.88 Dedicated End Office Trunk Port Service-per DS0** OHD TDE0P 0.00 Dedicated End Office Trunk Port Service-per DS1** TDF1P OH1 OH1MS 0.00 Dedicated Tandem Trunk Port Service-per DS0** OHD TDW0P 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 End Office Switching and Tandem Switching, per MOU rate elements COMMON TRANSPORT (Shared) Common Transport - Per Mile, Per MOU 0.00001 Common Transport - Facilities Termination Per MOU OHD 0.00034 LOCAL INTERCONNECTION (DEDICATED TRANSPORT) INTEROFFICE CHANNEL - DEDICATED TRANSPORT Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade Per Mile per month OHL, OHM 1L5NF 0.0282 Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade Facility Termination per month OHL, OHM 1L5NF 18.00 137.48 52.58 Interoffice Channel - Dedicated Transport - 56 kbps - per mile OHL, OHM 1L5NK 0.0282 per month Interoffice Channel - Dedicated Transport - 56 kbps - Facility OHL, OHM 1L5NK 17.40 137.48 52.58 Termination per month Interoffice Channel - Dedicated Transport - 64 kbps - per mile OHL, OHM IL5NK 0.0282 per month Interoffice Channel - Dedicated Transport - 64 kbps - Facility OHL, OHM 1L5NK 17.40 137.48 52.58 Termination per month Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month OH1, OH1MS 1L5NL 0.5753 Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month OH1, OH1MS 1L5NL 71.29 217.17 163.75 Interoffice Channel - Dedicated Transport - DS3 - Per Mile per OH3. OH3MS 1L5NM 12.98 month Interoffice Channel - Dedicated Transport - DS3 - Facility OH3. OH3MS IL5NM 720.38 794.94 579.55 Termination per month LOCAL CHANNEL - DEDICATED TRANSPORT Local Channel - Dedicated - 2-Wire Voice Grade per month OHL. OHM TEFV2 11.24 553.80 89.69 Local Channel - Dedicated - 4-Wire Voice Grade per month OHL, OHM TEFV4 12.03 562.23 92.67 Local Channel - Dedicated - DS1 per month TEFHG OH1 27.05 534.48 462.69 Local Channel - Dedicated - DS3 Facility Termination per month ОНЗ TEFHJ 298.92 438.46 256.30 LOCAL INTERCONNECTION MID-SPAN MEET NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. Local Channel - Dedicated - DS1 per month OH1MS TEFHG 0.00 0.00 Local Channel - Dedicated - DS3 per month OH3MS TEFHJ 0.00 0.00 MULTIPLEXERS Channelization - DS1 to DS0 Channel System OH1 OH1MS SATN1 140.06 146 69 197.78 DS3 to DS1 Channel System per month OH3. OH3MS SATNS 233.10 403.97 234.40 DS3 Interface Unit (DS1 COCI) per month OH1, OH1MS SATCO 16.07 13.09 9.38

LOCAL INTERCONNECTION - North Carolina

EXHIBIT 1 Exhibit: A

Attachment: 3

Svc Order Svc Order Incremental Incremental Incremental

LOCAL	INTE	RCONNECTION - North Carolina												Attachr	nent: 3	Exhil	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEGO	DRY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
									-		Electronic-	Electronic-	Electronic-	Electronic-			
														1st	Add'l	Disc 1st	Disc Add'l
							Bee	Nonre	curring	Nonrecurring	g Disconnect			OSS	Rates(\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
L L	lotes:	If no rate is identified in the contract, the rates, terms, and co	ondition	s for th	e specific service or	r function wi	II be as set for	h in applicab	le BellSouth ta	riff.							

LOCAL INTERCONNECTION - South Carolina Attachment: 3 Exhibit: A Svc Order Svc Order Incremental Incremental Incremental Submitted Submitted Charge -Charge -Charge -Charge -Flec Manually Manual Svc Manual Svc Manual Svc Manual Svc Interi RATE ELEMENTS CATEGORY Zone BCS USOC RATES (\$) per LSR per LSR Order vs. Order vs. Order vs. Order vs. m Electronic-Electronic-Electronic-Electronic-1st Add'l Disc 1st Disc Add'l Nonrecurring Nonrecurring Disconnect OSS Rates(\$) Rec SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN First Add'l First Add'l LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC Composite Rate for Local and ISP-Bound Traffic (January 4, 2003 through June 13, 2003) 0.001 Composite Rate for Local and ISP-Bound Traffic (June 14, 2003 0.0007 through January 3, 2006) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA TRAFFIC LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) TANDEM SWITCHING Tandem Switching Function Per MOU OHD 0.000736 Multiple Tandem Switching, per MOU (applies to intial tandem OHD 0.000736 only) Tandem Intermediary Charge, per MOU* OHD 0.0015 * 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 TPP++ 335.14 57 16 OHD Dedicated End Office Trunk Port Service-per DS0** OHD TDE0P 0.00 Dedicated End Office Trunk Port Service-per DS1** TDF1P OH1 OH1MS 0.00 Dedicated Tandem Trunk Port Service-per DS0** OHD TDW0P 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 End Office Switching and Tandem Switching, per MOU rate elements COMMON TRANSPORT (Shared) Common Transport - Per Mile, Per MOU 0.0000045 Common Transport - Facilities Termination Per MOU OHD 0.0004095 LOCAL INTERCONNECTION (DEDICATED TRANSPORT) INTEROFFICE CHANNEL - DEDICATED TRANSPORT Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade Per Mile per month OHL, OHM 1L5NF 0.0167 Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade Facility Termination per month OHL, OHM 1L5NF 24.30 40.63 27.47 16.77 6.91 Interoffice Channel - Dedicated Transport - 56 kbps - per mile OHL, OHM 1L5NK 0.0167 per month Interoffice Channel - Dedicated Transport - 56 kbps - Facility OHL, OHM 1L5NK 16.76 40.63 27.47 16.77 6.91 Termination per month Interoffice Channel - Dedicated Transport - 64 kbps - per mile OHL, OHM IL5NK 0.0167 per month Interoffice Channel - Dedicated Transport - 64 kbps - Facility OHL, OHM 1L5NK 16.76 40.63 27.47 16.77 6.91 Termination per month Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month OH1, OH1MS 1L5NL 0.3415 Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month OH1, OH1MS 1L5NL 77.14 89 47 81.99 16.39 14.48 Interoffice Channel - Dedicated Transport - DS3 - Per Mile per OH3. OH3MS 1L5NM 8.02 month Interoffice Channel - Dedicated Transport - DS3 - Facility OH3. OH3MS IL5NM 880.65 279.37 163.12 60.33 58.59 Termination per month LOCAL CHANNEL - DEDICATED TRANSPORT OHL. OHM TEFV2 15.33 193.53 33.24 36.72 3.21 Local Channel - Dedicated - 2-Wire Voice Grade per month Local Channel - Dedicated - 4-Wire Voice Grade per month OHL, OHM TEFV4 16.54 193.97 33.68 37.19 3.68 Local Channel - Dedicated - DS1 per month TEEHG OH1 42.62 177.87 154.06 22.24 15.30 Local Channel - Dedicated - DS3 Facility Termination per month ОНЗ TEEHI 446.00 452.52 264.53 119.75 83.77 LOCAL INTERCONNECTION MID-SPAN MEET NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. Local Channel - Dedicated - DS1 per month OH1MS TEFHG 0.00 0.00 Local Channel - Dedicated - DS3 per month OH3MS TEFHJ 0.00 0.00 MULTIPLEXERS Channelization - DS1 to DS0 Channel System OH1 OH1MS SATN1 62 71 10.56 9.81 107 57 91 24 DS3 to DS1 Channel System per month OH3. OH3MS SATNS 144.02 178.54 94.18 33.33 31.90 DS3 Interface Unit (DS1 COCI) per month OH1, OH1MS SATCO 8.64 6.59 4.73

LOCAL I	INTE	RCONNECTION - South Carolina												Attachr	nent: 3	Exhi	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEGOR	RY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-	-	Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Dee	Nonre	curring	Nonrecurrin	g Disconnect			OSS	Rates(\$)		·
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
No	otes:	If no rate is identified in the contract, the rates, terms, and co	ondition	s for th	e specific service or	function wi	I be as set fort	h in applicab	le BellSouth ta	ariff.							

LOCAL INTERCONNECTION - Tennessee Attachment: 3 Exhibit: A Svc Order Svc Order Incremental Incremental Incremental Submitted Submitted Charge -Charge -Charge -Charge -Flec Manually Manual Svc Manual Svc Manual Svc Manual Svc Interi CATEGORY RATE ELEMENTS Zone BCS USOC RATES (\$) per LSR per LSR Order vs. Order vs. Order vs. Order vs. m Electronic-Electronic-Electronic-Electronic-1st Add'l Disc 1st Disc Add'l Nonrecurring Disconnect Nonrecurring OSS Rates(\$) Rec SOMEC SOMAN SOMAN SOMAN SOMAN SOMAN First Add'l First Add'l LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC Composite Rate for Local and ISP-Bound Traffic (January 4, 2003 through June 13, 2003) 0.001 Composite Rate for Local and ISP-Bound Traffic (June 14, 2003 0.0007 through January 3, 2006) INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND MTA TRAFFIC LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) TANDEM SWITCHING Tandem Switching Function Per MOU 0.0009778 OHD Multiple Tandem Switching, per MOU (applies to intial tandem OHD 0.0009778 only) Tandem Intermediary Charge, per MOU* OHD 0.0015 * 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 TPP++ 334.29 57.01 OHD Dedicated End Office Trunk Port Service-per DS0** OHD TDE0P 0.00 Dedicated End Office Trunk Port Service-per DS1** TDF1P OH1 OH1MS 0.00 Dedicated Tandem Trunk Port Service-per DS0** OHD TDW0P 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 End Office Switching and Tandem Switching, per MOU rate elements COMMON TRANSPORT (Shared) Common Transport - Per Mile, Per MOU 0.0000064 Common Transport - Facilities Termination Per MOU OHD 0.0003871 LOCAL INTERCONNECTION (DEDICATED TRANSPORT) INTEROFFICE CHANNEL - DEDICATED TRANSPORT Interoffice Channel - Dedicated Transport - 2-Wire Voice Grade -Per Mile per month OHL, OHM 1L5NF 0.0174 Interoffice Channel - Dedicated Transport- 2- Wire Voice Grade Facility Termination per month OHL, OHM 1L5NF 18.58 55.39 17.37 27.96 3.51 Interoffice Channel - Dedicated Transport - 56 kbps - per mile OHL, OHM 1L5NK 0.0174 per month Interoffice Channel - Dedicated Transport - 56 kbps - Facility OHL, OHM 1L5NK 17.98 55.39 17.37 27.96 3.51 Termination per month Interoffice Channel - Dedicated Transport - 64 kbps - per mile OHL, OHM IL5NK 0.0174 per month Interoffice Channel - Dedicated Transport - 64 kbps - Facility OHL, OHM 1L5NK 17.98 55.39 17.37 27.96 3.51 Termination per month Interoffice Channel - Dedicated Channel - DS1 - Per Mile per month OH1, OH1MS 1L5NL 0.3562 Interoffice Channel - Dedicated Tranport - DS1 - Facility Termination per month OH1, OH1MS 1L5NL 77.86 112.40 76.27 19.55 14.99 Interoffice Channel - Dedicated Transport - DS3 - Per Mile per OH3. OH3MS 1L5NM 2.34 month Interoffice Channel - Dedicated Transport - DS3 - Facility OH3. OH3MS 1L5NM 848.99 395.29 176.56 109.04 105.91 Termination per month LOCAL CHANNEL - DEDICATED TRANSPORT OHL. OHM TEFV2 19.43 199.33 24.16 54.81 4.80 Local Channel - Dedicated - 2-Wire Voice Grade per month Local Channel - Dedicated - 4-Wire Voice Grade per month OHL, OHM TEFV4 20.56 201.53 24.83 55.52 5.51 Local Channel - Dedicated - DS1 per month TEFHG OH1 40.99 277.35 233.26 33.18 22.30 Local Channel - Dedicated - DS3 Facility Termination per month ОНЗ TEEHI 611.30 595.37 304.50 215.82 151.15 LOCAL INTERCONNECTION MID-SPAN MEET NOTE: If Access service ride Mid-Span Meet, one-half the tariffed service Local Channel rate is applicable. Local Channel - Dedicated - DS1 per month OH1MS TEFHG 0.00 0.00 Local Channel - Dedicated - DS3 per month OH3MS TEFHJ 0.00 0.00 MULTIPLEXERS Channelization - DS1 to DS0 Channel System OH1 OH1MS SATN1 42 62 80 77 141 87 77 11 44 47 DS3 to DS1 Channel System per month OH3. OH3MS SATNS 308.03 108.47 6.34 222 98 4 23 DS3 Interface Unit (DS1 COCI) per month OH1, OH1MS SATCO 17.58 6.07 4.66

LOCAL	INTE	RCONNECTION - Tennessee												Attachr	ment: 3	Exhil	bit: A
												Svc Order	Svc Order	Incremental	Incremental	Incremental	Incremental
												Submitted	Submitted	Charge -	Charge -	Charge -	Charge -
			Interi									Elec	Manually	Manual Svc	Manual Svc	Manual Svc	Manual Svc
CATEGOR	RY	RATE ELEMENTS	m	Zone	BCS	USOC			RATES (\$)			per LSR	per LSR	Order vs.	Order vs.	Order vs.	Order vs.
												-		Electronic-	Electronic-	Electronic-	Electronic-
														1st	Add'l	Disc 1st	Disc Add'l
							Rec	Nonrecurring		Nonrecurring	Disconnect			OSS	Rates(\$)		
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
No	otes:	If no rate is identified in the contract, the rates, terms, and co	ondition	s for th	e specific service or	function wi	I be as set for	th in applicabl	e BellSouth ta	riff.							