

**AMENDMENT
TO THE
AGREEMENT BETWEEN
FLATEL, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 1, 2002**

Pursuant to this Amendment, (the "Amendment"), FLATEL, Inc. ("FLATEL"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 1, 2002 ("Agreement").

WHEREAS, BellSouth and FLATEL entered into the Agreement on August 1, 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. The Parties agree to add to the rates in Exhibit B of Attachment 2, the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated August 1, 2002, shall remain in full force and effect.
3. This Amendment shall be effective on the date of the last signature executing the 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.

FLATEL, Inc.

BellSouth Telecommunications, Inc.

By: (Signature on File)

By: : (Signature on File)

Name: Abby Matari

Name: Elizabeth R. A. Shiroishi

Title: CEO

Title: Director

Date: 04/03/03

Date: 04/14/03

EXHIBIT 1

UNBUNDLED NETWORK ELEMENTS - Alabama											Attachment: 2		Exhibit: B		
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
						First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)															
Exchange Ports															
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWA	1.38	2.38	2.27	1.42	1.33			15.66		
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.38	2.38	2.27	1.42	1.33			15.66		
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWB	1.38	2.38	2.27	1.42	1.33			15.66		
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.38	2.38	2.27	1.42	1.33			15.66		
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
2-Wire Voice Grade Line Port Rates (Res)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWA	1.15	40.19	19.83	24.91	6.63			15.66		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.15	40.19	19.83	24.91	6.63			15.66		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
2-Wire Voice Grade Line Port (Bus)															
	Alabama Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWB	1.15	40.19	19.83	24.91	6.63			15.66		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.15	40.19	19.83	24.91	6.63			15.66		

UNBUNDLED NETWORK ELEMENTS - Florida														Attachment: 2		Exhibit: B				
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates(\$)							
													Rec	Nonrecurring		Nonrecurring Disconnect		SOMEK	SOMAN	SOMAN
													First	Add'l	First	Add'l				
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																				
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																				
Exchange Ports																				
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																				
2-WIRE VOICE GRADE LINE PORT RATES (RES)																				
	Florida Area Calling Port without Caller ID capability			UEPSR	UEPA9	1.40	3.74	3.63	1.88	1.80										
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPSR	UEPA1	1.40	3.74	3.63	1.88	1.80										
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPSR	UEPA8	1.40	3.74	3.63	1.88	1.80										
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.40	3.74	3.63	1.88	1.80										
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																				
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.40	3.74	3.63	1.88	1.80										
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																				
2-Wire Voice Grade Line Port Rates (Res)																				
	Florida Area Calling Port without Caller ID capability			UEPRX	UEPA9	1.17	53.31	26.46												
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPRX	UEPA1	1.17	53.31	26.46												
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPRX	UEPA8	1.17	53.31	26.46												
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.17	53.31	26.46												
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																				
2-Wire Voice Grade Line Port (Bus)																				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.17	53.31	26.46												
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																				
2-Wire Voice Grade Line Port (Res)																				
	Florida Area Calling Port without Caller ID capability			UEPRX	UEPA9	14.00	90.00	90.00												
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPRX	UEPA1	14.00	90.00	90.00												
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPRX	UEPA8	14.00	90.00	90.00												
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00												
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																				
2-Wire Voice Grade Line Port (Bus)																				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00												

UNBUNDLED NETWORK ELEMENTS - Georgia																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: B		
						Rec	Nonrecurring		Nonrecurring Disconnect			Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
							First	Add'l	First							Add'l
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																
Exchange Ports																
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																
2-WIRE VOICE GRADE LINE PORT RATES (RES)																
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPSR	UEPWC	1.85	17.16	17.16				18.94	8.42			
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPSR	UEPWQ	1.85	17.16	17.16				18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPSR	UEPWR	1.85	17.16	17.16				18.94	8.42			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.85	17.16	17.16				18.94	8.42			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPSB	UEPWD	1.85	17.16	17.16				18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPSB	UEPWP	1.85	17.16	17.16				18.94	8.42			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.85	17.16	17.16				18.94	8.42			
EXCHANGE PORT RATES (DID & PBX)																
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPSE	UEPPQ	1.85	17.16	17.16				18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPSP	UEPWS	1.85	17.16	17.16				18.94	8.42			
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPSP	UEPWT	1.85	17.16	17.16				18.94	8.42			
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
2-Wire Voice Grade Line Port Rates (Res)																
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPRX	UEPWC	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
2-Wire Voice Grade Line Port (Bus)																
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPBX	UEPWD	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.79	22.14	15.25	8.45	3.91		33.67	7.88	11.17	3.91	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																

UNBUNDLED NETWORK ELEMENTS - Georgia														Attachment: 2		Exhibit: B											
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	OSS Rates(\$)														
													Rec	Nonrecurring		Nonrecurring Disconnect		SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
														First	Add'l	First	Add'l										
2-Wire Voice Grade Line Port Rates (RES - PBX)																											
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPRG	UEPPQ	1.79								22.14	15.25	8.45	3.91							33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																											
2-Wire Voice Grade Line Port Rates (BUS - PBX)																											
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPPX	UEPWS	1.79								22.14	15.25	8.45	3.91							33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	1.79								22.14	15.25	8.45	3.91							33.67	7.88	11.17	3.91
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																											
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																											
2-Wire Voice Grade Line Port (Res)																											
	2-Wire Voice Grade Georgia Basic Dialing Port without Caller ID capability			UEPRX	UEPWC	14.00								90.00	90.00									33.67	7.88	11.17	3.91
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	14.00								90.00	90.00									33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	14.00								90.00	90.00									33.67	7.88	11.17	3.91
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00								90.00	90.00									33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																											
2-Wire Voice Grade Line Port (Bus)																											
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPBX	UEPWD	14.00								90.00	90.00									33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	14.00								90.00	90.00									33.67	7.88	11.17	3.91
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00								90.00	90.00									33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																											
2-Wire Voice Grade Line Port Rates (RES - PBX)																											
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPRG	UEPPQ	14.00								90.00	90.00									33.67	7.88	11.17	3.91
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																											
2-Wire Voice Grade Line Port Rates (BUS - PBX)																											
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPPX	UEPWS	14.00								22.14	15.25	8.45	3.91							33.67	7.88	11.17	3.91
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	14.00								22.14	15.25	8.45	3.91							33.67	7.88	11.17	3.91

UNBUNDLED NETWORK ELEMENTS - Kentucky											Attachment: 2		Exhibit: B		
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)															
Exchange Ports															
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWE	1.49	3.74	3.63	2.23	2.13		7.86			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.49	3.74	3.63	2.23	2.13		7.86			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWF	1.49	3.74	3.63	2.23	2.13		7.86			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.49	3.74	3.63	2.23	2.13		7.86			
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
2-Wire Voice Grade Line Port Rates (Res)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWE	1.15	21.29	15.49	2.85	2.67		7.86			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.15	21.29	15.49	2.85	2.67		7.86			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
2-Wire Voice Grade Line Port (Bus)															
	Kentucky Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWF	1.15	21.29	15.49	2.85	2.67		7.86			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.15	21.29	15.49	2.85	2.67		7.86			

UNBUNDLED NETWORK ELEMENTS - Louisiana														Attachment: 2		Exhibit: B	
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)	
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																	
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																	
Exchange Ports																	
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																	
2-WIRE VOICE GRADE LINE PORT RATES (RES)																	
	Louisiana Extended Local Dialing Port without Caller ID			UEPSR	UEPWG	1.52	2.31	2.21			15.20						
	Louisiana Calling Plan Port without Caller ID capability			UEPSR	UEPRQ	1.52	2.31	2.21			15.20						
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.52	2.31	2.21			15.20						
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																	
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWH	1.52	2.31	2.21			15.20						
	Louisiana Business Area Calling Port without Caller ID capability			UEPSB	UEPBA	1.52	2.31	2.21			15.20						
	Incoming Only without Caller ID capability				UEPBE	1.52	2.31	2.21			15.20						
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port Rates (Res)																	
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWG	1.36	38.85	19.08			15.20						
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	1.36	38.85	19.08			15.20						
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.36	38.85	19.08			15.20						
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
2-Wire Voice Grade Line Port (Bus)																	
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWH	1.36	38.85	19.08			15.20						
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	1.36	38.85	19.08			15.20						
	Incoming Only without Caller ID capability				UEPBE	1.36	38.85	19.08			15.20						
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port (Res)																	
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWG	14.00	90.00	90.00				31.92	7.32				
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	14.00	90.00	90.00				31.92	7.32				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00				31.92	7.32				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
2-Wire Voice Grade Line Port (Bus)																	
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWH	14.00	90.00	90.00				31.92	7.32				
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	14.00	90.00	90.00				31.92	7.32				
	Incoming Only without Caller ID capability				UEPBE	14.00	90.00	90.00				31.92	7.32				

UNBUNDLED NETWORK ELEMENTS - Mississippi														Attachment: 2		Exhibit: B	
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)	
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
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Exchange Ports																	
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																	
2-WIRE VOICE GRADE LINE PORT RATES (RES)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWJ	1.41	2.39	2.29	1.42	1.33				15.75			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.41	2.39	2.29	1.42	1.33				15.75			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWK	1.41	2.39	2.29	1.42	1.33				15.75			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.41	2.39	2.29	1.42	1.33				15.75			
EXCHANGE PORT RATES (DID & PBX)																	
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPSP	UEPA5	1.41	31.45	14.93	14.38	0.92				15.75			
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port Rates (Res)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWJ	1.23	40.31	19.84	24.90	6.58				15.75			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.23	40.31	19.84	24.90	6.58				15.75			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
2-Wire Voice Grade Line Port (Bus)																	
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWK	1.23	40.31	19.84	24.90	6.58				15.75			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.23	40.31	19.84	24.90	6.58				15.75			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
2-Wire Voice Grade Line Port Rates (BUS - PBX)																	
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPPX	UEPA5	1.23	69.37	32.48	37.86	6.17				15.75			

UNBUNDLED NETWORK ELEMENTS - North Carolina																		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: B							
									Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l						
									Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm																		
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)																		
Exchange Ports																		
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs																		
2-WIRE VOICE GRADE LINE PORT RATES (RES)																		
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.19	21.60	21.60					26.94	12.76				
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																		
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.19	21.60	21.60					26.94	12.76				
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																		
2-Wire Voice Grade Line Port Rates (Res)																		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.28	79.59	63.97					40.18	9.45				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																		
2-Wire Voice Grade Line Port (Bus)																		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	2.28	79.59	63.97					40.18	9.45				
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																		
2-Wire Voice Grade Line Port (Res)																		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00					40.18	9.45				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																		
2-Wire Voice Grade Line Port (Bus)																		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00					40.18	9.45				

UNBUNDLED NETWORK ELEMENTS - South Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2		Exhibit: B	
						Rec	Nonrecurring		Nonrecurring Disconnect			OSS Rates(\$)			
						First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)															
Exchange Ports															
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWL	1.65	2.38	2.28	1.42	1.33		15.69			
	South Carolina Area Calling Port without Caller ID capability			UEPSR	UEPRS	1.65	2.38	2.28	1.42	1.33		15.69			
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.65	2.38	2.28	1.42	1.33		15.69			
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWM	1.65	2.38	2.28	1.42	1.33		15.69			
	South Carolina Business Area Calling Port without Caller ID capability			UEPSB	UEPBB	1.65	2.38	2.28	1.42	1.33		15.69			
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.65	2.38	2.28	1.42	1.33		15.69			
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
2-Wire Voice Grade Line Port Rates (Res)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWL	1.13	37.93	16.72				15.69			
	South Carolina Area Calling Port without Caller ID capability			UEPRX	UEPRS	1.13	37.93	16.72				15.69			
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.13	37.93	16.72				15.69			
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
2-Wire Voice Grade Line Port (Bus)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWM	1.13	37.93	16.72				15.69			
	South Carolina Business Area Calling Port without Caller ID capability			UEPBX	UEPBB	1.13	37.93	16.72				15.69			
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.13	37.93	16.72				15.69			

UNBUNDLED NETWORK ELEMENTS - Tennessee											Attachment: 2		Exhibit: B		
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First						
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to Internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
UNBUNDLED LOCAL EXCHANGE SWITCHING(PORTS)															
Exchange Ports															
NOTE: Although the Port Rate includes all available features in GA, KY, LA & TN, the desired features will need to be ordered using retail USOCs															
2-WIRE VOICE GRADE LINE PORT RATES (RES)															
	Tennessee Area Plus Port without Caller ID capability			UEPSR	UEPRR	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWN	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWO	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPSB	UEPB2	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPSB	UEPB3	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.89	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
EXCHANGE PORT RATES (DID & PBX)															
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPSP	UEPA6	1.79	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPSP	UEPA7	1.79	9.93	9.19	3.66	2.92		20.35	10.54	13.32	1.40
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
2-Wire Voice Grade Line Port Rates (Res)															
	Tennessee Area Plus Port without Caller ID capability			UEPRX	UEPRR	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
2-Wire Voice Grade Line Port (Bus)															
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWO	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
2-Wire Voice Grade Line Port Rates (BUS - PBX)															
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPPX	UEPA6	1.70	22.14	15.25	8.45	3.91		30.89	7.03		
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	1.70	22.14	15.25	8.45	3.91		30.89	7.03		

UNBUNDLED NETWORK ELEMENTS - Tennessee														Attachment: 2		Exhibit: B	
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	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First							Add'l	OSS Rates(\$)
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
2-Wire Voice Grade Line Port (Res)																	
	Tennessee Area Plus Port without Caller ID capability			UEPRX	UEPRR	14.00	90.00	90.00				30.89	7.03				
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	14.00	90.00	90.00				30.89	7.03				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00				30.89	7.03				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
2-Wire Voice Grade Line Port (Bus)																	
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPBX	UEPWO	14.00	90.00	90.00				30.89	7.03				
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	14.00	90.00	90.00				30.89	7.03				
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	14.00	90.00	90.00				30.89	7.03				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00				30.89	7.03				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
2-Wire Voice Grade Line Port Rates (BUS - PBX)																	
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPPX	UEPA6	14.00	90.00	90.00				30.89	7.03				
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	14.00	90.00	90.00				30.89	7.03				