

**Amendment to the Agreement
Between
Global Connection Inc. of America
and
BellSouth Telecommunications, Inc.
Dated April 9, 2003**

Pursuant to this Amendment, (the "Amendment"), Global Connection Inc. of America ("Global Connection"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated April 9, 2003 ("Agreement") to be effective on the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Global Connection entered into the Agreement on April 9, 2003, and;

WHEREAS, BellSouth and Global Connection desire to amend the Agreement to add additional rates, terms and conditions;

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 additional Port USOCs for Call Scope Changes and PBX related to Loop/Port Combination service to Attachment 2, Exhibit B for Kentucky and Attachment 2, Exhibit C for other states, as reflected in Exhibit A of this Amendment, attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated April 9, 2003, shall remain in full force and effect.
3. 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.

Signature Page

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.

Global Connection Inc. of America

By: Pat C Finken

By: Bassam Abdallah

Name: Patrick C. Finken

Name: BASSAM ABDALLAH

Title: Assistant Director

Title: Director of Operations

Date: 7/31/03

Date: 07/30/03

Additional Port USOC's

AMENDMENT EXHIBIT A

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	OSS Rates(\$)												
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
														First	Add'l	First	Add'l								
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	2.07			27.37	12.97	17.77	1.44													
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.07			27.37	12.97	17.77	1.44													
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																									
	Alabama Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWB	2.07			27.37	12.97	17.77	1.44													
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.07			27.37	12.97	17.77	1.44													
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	2.20			40.71	9.58	17.77	1.44													
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.20			40.71	9.58	17.77	1.44													
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	2.20			40.71	9.58	17.77	1.44													
	Incoming Only without Caller ID capability			UEPBX	UEPBE	2.20			40.71	9.58	17.77	1.44													

AMENDMENT EXHIBIT A

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			
													Rec	Nonrecurring	
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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	2.00					11.90				
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPSR	UEPA1	2.00					11.90				
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPSR	UEPA8	2.00					11.90				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.00					11.90				
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.00					11.90				
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	2.00					11.90				
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPRX	UEPA1	2.00					11.90				
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPRX	UEPA8	2.00					11.90				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.00					11.90				
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	2.00					11.90				
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			11.90				
	Florida Extended Dialing for use with CREX7 and Caller ID			UEPRX	UEPA1	14.00	90.00	90.00			11.90				
	Florida Extended Dialing for use with CREX7 and without Caller ID capability			UEPRX	UEPA8	14.00	90.00	90.00			11.90				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00			11.90				

AMENDMENT EXHIBIT A

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
	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			11.90									

AMENDMENT EXHIBIT A

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								
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																		
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPSR	UEPWQ	1.85																		
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPSR	UEPWR	1.85																		
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.85																		
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																								
	2-Wire voice unbundled Georgia basic dialing port without Caller ID - bus			UEPSB	UEPWD	1.85																		
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPSB	UEPWP	1.85																		
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.85																		
EXCHANGE PORT RATES (DID & PBX)																								
	2-Wire voice unbundled Georgia basic dialing port - 2-way PBX Trunk			UEPSE	UEPPQ	1.85																		
	2-Wire voice unbundled Georgia basic dialing port - 1-Way Outdial Trunk			UEPSP	UEPWS	1.85																		
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPSP	UEPWT	1.85																		
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																		
	2-Wire Voice Grade Georgia Basic Dialing Port for use with Caller ID			UEPRX	UEPWQ	1.79																		
	2-Wire voice unbundled Georgia basic dialing port - outgoing only			UEPRX	UEPWR	1.79																		
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.79																		

AMENDMENT EXHIBIT A

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					
									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
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						33.67	7.88	11.17	3.91	
	2-Wire voice unbundled Georgia basic dialing port with Caller ID - bus			UEPBX	UEPWP	1.79						33.67	7.88	11.17	3.91	
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.79						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	1.79						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						33.67	7.88	11.17	3.91	
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	1.79						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	

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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		SOMEK
	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	90.00	90.00					33.67	7.88	11.17	3.91		
	2-Wire voice unbundled Georgia basic dialing port - 2-Way Trunk			UEPPX	UEPWT	14.00	90.00	90.00					33.67	7.88	11.17	3.91		

AMENDMENT EXHIBIT A

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
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	OSS Rates(\$)									
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	SOMAN	SOMAN
													First	Add'l	First	Add'l						
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	2.20		15.20														
	Louisiana Calling Plan Port without Caller ID capability			UEPSR	UEPRQ	2.20		15.20														
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.20		15.20														
2-WIRE VOICE GRADE LINE PORT RATES (BUS)																						
	Louisiana Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWH	2.20		15.20														
	Louisiana Business Area Calling Port without Caller ID capability			UEPSB	UEPBA	2.20		15.20														
	Incoming Only without Caller ID capability				UEPBE	2.20		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	2.20		15.20														
	Louisiana Calling Plan Port without Caller ID capability			UEPRX	UEPRQ	2.20		15.20														
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.20		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	2.20		15.20														
	Louisiana Business Area Calling Port without Caller ID capability			UEPBX	UEPBA	1.36		15.20														
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.36		15.20														
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																						
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																						

AMENDMENT EXHIBIT A

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	OSS Rates(\$)				
													Rec	Nonrecurring		Nonrecurring Disconnect	
	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			UEPBX	UEPBE	14.00	90.00	90.00					31.92	7.32			

AMENDMENT EXHIBIT A

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	
										SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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)															
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWJ	2.11					15.75				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.11					15.75				
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	Mississippi Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWK	2.11					15.75				
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.11					15.75				
EXCHANGE PORT RATES (DID & PBX)															
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPSP	UEPA5	2.11					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	2.11					15.75				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.11					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	2.11					15.75				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	2.11					15.75				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
2-Wire Voice Grade Line Port Rates (BUS - PBX)															

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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
	PBX 2-Way Combo MS Local Opt 2 Calling Port			UEPPX	UEPA5	2.11								

UNBUNDLED NETWORK ELEMENTS - North Carolina										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	
										SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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					26.94	12.76			
	2-WIRE VOICE GRADE LINE PORT RATES (BUS)														
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.19					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					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					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			

AMENDMENT EXHIBIT A

UNBUNDLED NETWORK ELEMENTS - North Carolina											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(\$)		

UNBUNDLED NETWORK ELEMENTS - South Carolina										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	
										SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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	2.35					15.69				
	South Carolina Area Calling Port without Caller ID capability			UEPSR	UEPRS	2.35					15.69				
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	2.35					15.69				
2-WIRE VOICE GRADE LINE PORT RATES (BUS)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPSB	UEPWM	2.35					15.69				
	South Carolina Business Area Calling Port without Caller ID capability			UEPSB	UEPBB	2.35					15.69				
	Incoming Only without Caller ID capability			UEPSB	UEPBE	2.35					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	2.35					15.69				
	South Carolina Area Calling Port without Caller ID capability			UEPRX	UEPRS	2.35					15.69				
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	2.35					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	2.35					15.69				
	South Carolina Business Area Calling Port without Caller ID capability			UEPBX	UEPBB	2.35					15.69				
	Incoming Only without Caller ID capability			UEPBX	UEPBE	2.35					15.69				
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES															
2-Wire Voice Grade Line Port Rates (Res)															
	South Carolina Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWL	14.00	90.00	90.00			15.69				

AMENDMENT EXHIBIT A

UNBUNDLED NETWORK ELEMENTS - South Carolina														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		
	South Carolina Area Calling Port without Caller ID capability			UEPRX	UEPRS	14.00	90.00	90.00				15.69					
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	14.00	90.00	90.00				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	14.00	90.00	90.00				15.69					
	South Carolina Business Area Calling Port without Caller ID capability			UEPBX	UEPBB	14.00	90.00	90.00				15.69					
	Incoming Only without Caller ID capability			UEPBX	UEPBE	14.00	90.00	90.00				15.69					

AMENDMENT EXHIBIT A

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	OSS Rates(\$)											
													Rec	Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
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	1.90			20.35	10.54	13.32	1.40												
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPSR	UEPWN	1.90			20.35	10.54	13.32	1.40												
	Low Usage Line Port without Caller ID capability			UEPSR	UEPRT	1.90			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	1.90			20.35	10.54	13.32	1.40												
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPSB	UEPB2	1.90			20.35	10.54	13.32	1.40												
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPSB	UEPB3	1.90			20.35	10.54	13.32	1.40												
	Incoming Only without Caller ID capability			UEPSB	UEPBE	1.90			20.35	10.54	13.32	1.40												
EXCHANGE PORT RATES (DID & PBX)																								
	PBX Trunk Combination, Collierville and Memphis Local Calling Plan			UEPSP	UEPA6	1.90			20.35	10.54	13.32	1.40												
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPSP	UEPA7	1.90			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	1.90			30.89	7.03														
	Tennessee Extended Local Dialing Port without Caller ID capability			UEPRX	UEPWN	1.90			30.89	7.03														
	Low Usage Line Port without Caller ID capability			UEPRX	UEPRT	1.90			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	1.90			30.89	7.03														
	Tennessee (BUS) inward Collierville and Memphis Local Calling Plan			UEPBX	UEPB2	1.90			30.89	7.03														

AMENDMENT EXHIBIT A

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						
											SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
	Tennessee (BUS) 2-Way Collierville and Memphis Local Calling Plan			UEPBX	UEPB3	1.90						30.89	7.03		
	Incoming Only without Caller ID capability			UEPBX	UEPBE	1.90						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	1.90						30.89	7.03		
	PBX 2-Way Combo First Trunk Collierville and Memphis Local Calling Plan			UEPPX	UEPA7	1.90						30.89	7.03		
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		