

**AMENDMENT
TO THE
AGREEMENT BETWEEN
ERNEST COMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED APRIL 27, 2000**

Pursuant to this Amendment, (the "Amendment"), Ernest Communications, Inc. ("ECI") a Georgia corporation, and BellSouth Telecommunications, Inc. ("BellSouth") a Georgia corporation, hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated April 27, 2000 ("Agreement").

WHEREAS, BellSouth and ECI entered into the Agreement on April 27, 2000 for the states of Alabama, Florida, Georgia, Kentucky, Louisiana (TSP), Mississippi, North Carolina, South Carolina and Tennessee, 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 2, Exhibit C of the Agreement is hereby modified to include the rates for 2-Wire Voice Grade Loop with 2-Wire Line Port PBX for Loop/Port Combinations and attached hereto as Exhibit 1.
2. All of the other provisions of the Agreement, dated April 27, 2000, 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.

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.	Ernest Communications, Inc.
By: Original Signature on File	By: Original Signature on File
Name: C. W. Boltz	Name: Paul Masters
Title: Managing Director	Title: President
Date: 7/5/01	Date: 6/29/01

Attachment 2
Exhibit C
Rates - Page 1

Version 2Q01: 06/15/01

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
ALABAMA

Attachment 2
Exhibit C
Rates - Page 2

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES				OSS RATES					
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		\$2.80	\$0.41			\$3.50		\$40.71	\$9.58	
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$2.80	\$0.41			\$3.50		\$40.71	\$9.58	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$1.44						\$8.25		
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)														
		UNE Port/Loop Combination Rates														
		2-Wire VG Loop/Port Combo - Zone 1		1			\$16.55									
		2-Wire VG Loop/Port Combo - Zone 2		2			\$25.51									
		2-Wire VG Loop/Port Combo - Zone 3		3			\$44.44									
		UNE Loop Rates														
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	\$14.35									
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	\$23.31									
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	\$42.24									
		2-Wire Voice Grade Line Port Rates (BUS - PBX)														
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$2.20					\$3.50		\$40.71	\$9.58	
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPO	\$2.20					\$3.50		\$40.71	\$9.58	
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled 2-Way Combination PBX Alabama Calling Port			UEPPX	UEPA2	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$2.20					\$3.50		\$27.37	\$9.58	
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEPXO	\$2.20					\$3.50		\$40.71	\$9.58	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$2.20					\$3.50		\$40.71	\$9.58	
		LOCAL NUMBER PORTABILITY														
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15									
		FEATURES														
		All Features Offered			UEPPX	UEPVF	\$5.55	\$0.0	\$0.0			\$3.50		\$40.71	\$9.58	
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$2.80	\$0.41			\$3.50		\$40.71	\$9.58	

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
ALABAMA

Attachment 2
Exhibit C
Rates - Page 3

							RATES				OSS 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
							Nonrecurring		Nonrecurring							
									Disconnect							
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$2.80	\$0.41			\$3.50		\$40.71	\$9.58	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$1.44						\$8.25		
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
FLORIDA

Attachment 2
Exhibit C
Rates - Page 4

							RATES				OSS 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
							Nonrecurring		Nonrecurring							
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECD	SOMAN	SOMAN	SOMAN	SOMAN
	Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accomodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.															
UNBUNDLED PORT/LOOP COMBINATIONS																
	UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
	Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
	For Georgia, the recurring UNE Port and Loop charges listed apply to Currently Combined and Not Currently Combined Combos and the first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos in GA and all other states, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	UNE Port/Loop Combination Rates															
				1				\$16.25								
				2				\$19.86								
				3				\$25.60								
	UNE Loop Rates															
				1	UEPRG	UEPLX		\$14.90								
				2	UEPRG	UEPLX		\$18.51								
				3	UEPRG	UEPLX		\$24.25								
	2-Wire Voice Grade Line Port Rates (RES - PBX)															
		2-Wire VG Unbundled Combination 2-Way PBX Trunk Port - Res			UEPRG	UEPRD		\$1.35				\$3.5		\$21.56	\$21.56	\$3.84
	LOCAL NUMBER PORTABILITY															
		Local Number Portability (1 per port)			UEPRG	LNPCP		\$3.5								
	FEATURES															
		All Features Offered			UEPRG	UEPVF		\$3.40	\$0.0	\$0.0		\$3.50		\$21.56	\$21.56	\$3.84

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Exhibit C
Rates - Page 5

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BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
FLORIDA

Attachment 2
Exhibit C
Rates - Page 6

							RATES					OSS 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
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
GEORGIA

Attachment 2
Exhibit C
Rates - Page 7

							RATES				OSS 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	
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accomodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/ docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.																	
UNBUNDLED PORT/LOOP COMBINATIONS																	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																	
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.																	
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																	
For Georgia, the recurring UNE Port and Loop charges listed apply to Currently Combined and Not Currently Combined Combos and the first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos in GA and all other states, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																	
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																	
UNE Port/Loop Combination Rates																	
2-Wire VG Loop/Port Combo - Zone 1 1 \$12.59																	
2-Wire VG Loop/Port Combo - Zone 2 2 \$14.26																	
2-Wire VG Loop/Port Combo - Zone 3 3 \$21.62																	
UNE Loop Rates																	
2-Wire Voice Grade Loop (SL 1) - Zone 1 1 UEPRG UEPLX \$10.80																	
2-Wire Voice Grade Loop (SL 1) - Zone 2 2 UEPRG UEPLX \$12.47																	
2-Wire Voice Grade Loop (SL 1) - Zone 3 3 UEPRG UEPLX \$19.83																	
2-Wire Voice Grade Line Port Rates (RES - PBX)																	
2-Wire VG Unbundled Combination 2-Way PBX Trunk Port - Res UEPRG UEPRD \$1.79 \$22.14 \$15.25 \$8.45 \$3.91 \$3.50 \$33.67 \$7.88																	
LOCAL NUMBER PORTABILITY																	
Local Number Portability (1 per port) UEPRG LNPCP \$3.5																	
FEATURES																	
All Features Offered UEPRG UEPVF \$0.00 \$0.0 \$0.0 \$3.5 \$33.67 \$7.88																	

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
GEORGIA

Attachment 2
Exhibit C
Rates - Page 8

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES					OSS RATES					
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		\$2.01	\$0.3108			\$3.50		\$33.67	\$7.88		
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$2.01	\$0.3108			\$3.50		\$33.67	\$7.88		
		ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
		UNE Port/Loop Combination Rates															
		2-Wire VG Loop/Port Combo - Zone 1		1			\$12.59										
		2-Wire VG Loop/Port Combo - Zone 2		2			\$14.26										
		2-Wire VG Loop/Port Combo - Zone 3		3			\$21.62										
		UNE Loop Rates															
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	\$10.80										
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	\$12.47										
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	\$19.83										
		2-Wire Voice Grade Line Port Rates (BUS - PBX)															
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPO	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$37.06	\$7.88		
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEPXO	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$1.79	\$22.14	\$15.25	\$8.45	\$3.91	\$3.50		\$33.67	\$7.88		
		LOCAL NUMBER PORTABILITY															
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15										
		FEATURES															
		All Features Offered			UEPPX	UEPVF	\$0.00	\$0.0	\$0.0			\$3.5		\$33.67	\$7.88		
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$2.01	\$0.3108			\$3.50		\$33.67	\$7.88		
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$2.01	\$0.3108			\$3.50		\$33.67	\$7.88		

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
GEORGIA

Attachment 2
Exhibit C
Rates - Page 9

							RATES					OSS 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
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	ADDITIONAL NRCs																
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
KENTUCKY

Attachment 2
Exhibit C
Rates - Page 10

							RATES				OSS 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	
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accomodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.																
UNBUNDLED PORT/LOOP COMBINATIONS																	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
KENTUCKY

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES				OSS RATES						
							Rec	First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
Nonrecurring			Nonrecurring														
First			Disconnect														

	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		\$10.00	\$10.00			\$3.50		\$19.99	\$19.99	
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$10.00	\$10.00			\$3.50		\$19.99	\$19.99	
	ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	UNE Port/Loop Combination Rates															
		2-Wire VG Loop/Port Combo - Zone 1		1			\$16.15									
		2-Wire VG Loop/Port Combo - Zone 2		2			\$22.34									
		2-Wire VG Loop/Port Combo - Zone 3		3			\$30.88									
	UNE Loop Rates															
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	\$13.54									
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	\$19.73									
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	\$28.27									
	2-Wire Voice Grade Line Port Rates (BUS - PBX)															
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$2.61					\$3.50		\$19.99	\$19.99	
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPO	\$2.61					\$3.50		\$19.99	\$19.99	
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 2-Way PBX Kentucky Room Area Calling Port without LUD			UEPPX	UEPXF	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX Kentucky LUD Area Calling Port			UEPPX	UEPGX	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled PBX Kentucky Premium Calling Port			UEPPX	UEPXH	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 2-Way Kentucky Area Calling Port without LUD			UEPPX	UEPXJ	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEPXO	\$2.61					\$3.50		\$19.99	\$19.99	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$2.61					\$3.50		\$19.99	\$19.99	
	LOCAL NUMBER PORTABILITY															
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15									
	FEATURES															
		All Features Offered			UEPPX	UEPVF	\$3.39	\$0.0	\$0.0			\$3.50		\$19.99	\$19.99	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
KENTUCKY

Attachment 2
Exhibit C
Rates - Page 12

							RATES					OSS 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
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$10.00	\$10.00			\$3.50		\$19.99	\$19.99		
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$10.00	\$10.00			\$3.50		\$19.99	\$19.99		
		ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
LOUISIANA

Attachment 2
Exhibit C
Rates - Page 13

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	RATES				OSS RATES								
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN			
																		Nonrecurring	Nonrecurring	Disconnect
Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accommodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.																				
UNBUNDLED PORT/LOOP COMBINATIONS																				
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																				
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																				
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.																				
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																				
For Georgia, the recurring UNE Port and Loop charges listed apply to Currently Combined and Not Currently Combined Combos and the first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos in GA and all other states, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																				
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																				
UNE Port/Loop Combination Rates																				
2-Wire VG Loop/Port Combo - Zone 1																				
2-Wire VG Loop/Port Combo - Zone 2																				
2-Wire VG Loop/Port Combo - Zone 3																				
UNE Loop Rates																				
2-Wire Voice Grade Loop (SL 1) - Zone 1																				
2-Wire Voice Grade Loop (SL 1) - Zone 2																				
2-Wire Voice Grade Loop (SL 1) - Zone 3																				
2-Wire Voice Grade Line Port Rates (RES - PBX)																				
2-Wire VG Unbundled Combination 2-Way PBX Trunk Port - Res																				
LOCAL NUMBER PORTABILITY																				
Local Number Portability (1 per port)																				
FEATURES																				
All Features Offered																				

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
LOUISIANA

Attachment 2
Exhibit C
Rates - Page 14

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES				OSS RATES					
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		\$3.80	\$0.29			\$3.50		\$31.92	\$7.32	
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$3.80	\$0.29			\$3.50		\$31.92	\$7.32	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$2.11						\$5.12		
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)														
		UNE Port/Loop Combination Rates														
		2-Wire VG Loop/Port Combo - Zone 1		1			\$16.60									
		2-Wire VG Loop/Port Combo - Zone 2		2			\$26.69									
		2-Wire VG Loop/Port Combo - Zone 3		3			\$51.85									
		UNE Loop Rates														
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	\$14.05									
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	\$24.14									
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	\$49.30									
		2-Wire Voice Grade Line Port Rates (BUS - PBX)														
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$2.55					\$3.50		\$31.92	\$7.32	
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPO	\$2.55					\$3.50		\$31.92	\$7.32	
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 2-Way Combination PBX Louisiana Calling Port			UEPPX	UEPL2	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 2-Way PBX Louisiana Local Optional Calling Port			UEPPX	UEP XK	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEP XO	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Louisiana Local Discount Calling Port			UEPPX	UEPXP	\$2.55					\$3.50		\$31.92	\$7.32	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$2.55					\$3.50		\$31.92	\$7.32	
		LOCAL NUMBER PORTABILITY														
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15									
		FEATURES														
		All Features Offered			UEPPX	UEPVF	\$8.28	\$0.0	\$0.0			\$3.50		\$31.92	\$7.32	

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
LOUISIANA

Attachment 2
Exhibit C
Rates - Page 15

							RATES				OSS 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
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$3.80	\$0.29			\$3.50		\$31.92	\$7.32	
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$3.80	\$0.29			\$3.50		\$31.92	\$7.32	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$2.11						\$5.12		
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
MISSISSIPPI

Attachment 2
Exhibit C
Rates - Page 16

							RATES				OSS 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
							Nonrecurring		Nonrecurring							
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECD	SOMAN	SOMAN	SOMAN	SOMAN
	Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accommodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.															
UNBUNDLED PORT/LOOP COMBINATIONS																
	UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
	Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
	For Georgia, the recurring UNE Port and Loop charges listed apply to Currently Combined and Not Currently Combined Combos and the first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos in GA and all other states, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	UNE Port/Loop Combination Rates															
		2-Wire VG Loop/Port Combo - Zone 1		1				\$16.71								
		2-Wire VG Loop/Port Combo - Zone 2		2				\$21.45								
		2-Wire VG Loop/Port Combo - Zone 3		3				\$29.75								
		2-Wire VG Loop/Port Combo - Zone 4		4				\$38.59								
	UNE Loop Rates															
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPRG	UEPLX		\$14.59								
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPRG	UEPLX		\$19.33								
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPRG	UEPLX		\$27.63								
		2-Wire Voice Grade Loop (SL 1) - Zone 4		4	UEPRG	UEPLX		\$36.47								
	2-Wire Voice Grade Line Port Rates (RES - PBX)															
		2-Wire VG Unbundled Combination 2-Way PBX Trunk Port - Res			UEPRG	UEPRD		\$2.12				\$3.50		\$43.52	\$9.99	
	LOCAL NUMBER PORTABILITY															
		Local Number Portability (1 per port)			UEPRG	LNPCP		\$3.5								

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
MISSISSIPPI

Attachment 2
Exhibit C
Rates - Page 17

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES				OSS RATES					
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
	FEATURES															
		All Features Offered			UEPRG	UEPVF	\$6.75	\$0.0	\$0.0			\$3.5		\$43.52	\$9.99	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		\$5.20	\$0.41			\$3.50		\$43.52	\$9.99	
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$5.20	\$0.41			\$3.50		\$43.52	\$9.99	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$2.87						\$6.88		
	ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	UNE Port/Loop Combination Rates															
		2-Wire VG Loop/Port Combo - Zone 1		1			\$16.71									
		2-Wire VG Loop/Port Combo - Zone 2		2			\$21.45									
		2-Wire VG Loop/Port Combo - Zone 3		3			\$29.75									
		2-Wire VG Loop/Port Combo - Zone 4		4			\$38.59									
	UNE Loop Rates															
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	\$14.59									
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	\$19.33									
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	\$27.63									
		2-Wire Voice Grade Loop (SL 1) - Zone 4		4	UEPPX	UEPLX	\$36.47									
	2-Wire Voice Grade Line Port Rates (BUS - PBX)															
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$2.12					\$3.50		\$43.52	\$9.99	
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPO	\$2.12					\$3.50		\$43.52	\$9.99	
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEPXO	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 2-Way PBX Mississippi Local Economy Calling Port			UEPPX	UEPXQ	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 2-Way PBX Mississippi Local Optional Calling Port			UEPPX	UEPXR	\$2.12					\$3.50		\$43.52	\$9.99	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$2.12					\$3.50		\$43.52	\$9.99	
	LOCAL NUMBER PORTABILITY															
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15									
	FEATURES															

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
MISSISSIPPI

Attachment 2
Exhibit C
Rates - Page 18

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES					OSS RATES					
							Rec	First	Add'l	First	Add'l	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
								Nonrecurring		Nonrecurring							
										Disconnect							
		All Features Offered			UEPPX	UEPVF	\$6.75	\$0.0	\$0.0			\$3.5	SOMAN	SOMAN	\$43.52	\$9.99	
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$5.20	\$0.41			\$3.50		\$43.52	\$9.99		
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$5.20	\$0.41			\$3.50		\$43.52	\$9.99		
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$2.87						\$6.88			
		ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
NORTH CAROLINA

Attachment 2
Exhibit C
Rates - Page 19

							RATES				OSS 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
							Nonrecurring		Nonrecurring							
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN
	Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accommodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.															
UNBUNDLED PORT/LOOP COMBINATIONS																
	UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES															
	Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
	Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
	For Georgia, the recurring UNE Port and Loop charges listed apply to Currently Combined and Not Currently Combined Combos and the first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos in GA and all other states, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	UNE Port/Loop Combination Rates															
	2-Wire VG Loop/Port Combo - Statewide		sw				\$16.46									
	UNE Loop Rates															
	2-Wire Voice Grade Loop (SL 1) - Statewide		sw		UEPRG	UEPLX	\$14.18									
	2-Wire Voice Grade Line Port Rates (RES - PBX)															
	2-Wire VG Unbundled Combination 2-Way PBX Trunk Port - Res				UEPRG	UEPRD	\$2.28					\$3.50		\$40.18	\$9.45	
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)				UEPRG	LNPCP	\$3.5									
	FEATURES															
	All Features Offered				UEPRG	UEPVF	\$3.4	\$0.0	\$0.0			\$3.5		\$40.18	\$9.45	
	NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
	2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is				UEPRG	USAC2		\$2.77	\$0.40			\$3.50		\$40.18	\$9.45	

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
NORTH CAROLINA

Attachment 2
Exhibit C
Rates - Page 20

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES				OSS RATES					
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$2.77	\$0.40			\$3.50		\$40.18	\$9.45	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$1.42						\$10.27		
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)														
		UNE Port/Loop Combination Rates														
		2-Wire VG Loop/Port Combo - Statewide		SW			\$16.46									
		UNE Loop Rates														
		2-Wire Voice Grade Loop (SL 1) - Statewide		SW	UEPPX	UEPLX	\$14.18									
		2-Wire Voice Grade Line Port Rates (BUS - PBX)														
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$2.28					\$3.50		\$40.18	\$9.45	
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPO	\$2.28					\$3.50		\$40.18	\$9.45	
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEPXO	\$2.28					\$3.50		\$40.18	\$9.45	
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$2.28					\$3.50		\$40.18	\$9.45	
		LOCAL NUMBER PORTABILITY														
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15									
		FEATURES														
		All Features Offered			UEPPX	UEPVF	\$3.4	\$0.0	\$0.0			\$3.5		\$40.18	\$9.45	
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$2.77	\$0.40			\$3.50		\$40.18	\$9.45	
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$2.77	\$0.40			\$3.50		\$40.18	\$9.45	
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$1.42						\$10.27		
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
SOUTH CAROLINA

Attachment 2
Exhibit C
Rates - Page 21

							RATES				OSS 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	
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	Geographically Deaveraged UNE Zones and applicable rates have been established for certain services, as shown in this Agreement. Where Geographically Deaveraged UNE Zones and applicable rates are established, Statewide rates are obsolete. Further, BellSouth is in the process of enhancing its billing systems in order to accomodate this Geographically Deaveraged UNE Zone Rate Structure. Until these enhancements are accomplished, estimated to be mid 2001, the UNE Zone 1 rate will be billed for all services residing in Zones 1, 2, 3 or 4, i.e., Rates for services residing in UNE Zones 2, 3 and UNE Zone 4, where applicable, will not be billed. Once billing enhancements are complete, all applicable UNE Zone rates reflected in this Agreement will be billed. Reference Internet Website http://www.interconnection.bellsouth.com/become_clec/ docs/interconnection/deavuzns.pdf to view Geographically Deaveraged UNE Zone Designations by Central Office.																
UNBUNDLED PORT/LOOP COMBINATIONS																	
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
SOUTH CAROLINA

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Exhibit C
Rates - Page 22

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	RATES					OSS RATES					
							Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPRG	USAC2		\$1.59	\$0.40			\$3.50		\$43.19	\$9.91		
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPRG	USACC		\$1.59	\$0.40			\$3.50		\$43.19	\$9.91		
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$0.71						\$8.91			
		ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPRG	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				
		2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
		UNE Port/Loop Combination Rates															
		2-Wire VG Loop/Port Combo - Zone 1		1				\$20.71									
		2-Wire VG Loop/Port Combo - Zone 2		2				\$29.35									
		2-Wire VG Loop/Port Combo - Zone 3		3				\$37.68									
		UNE Loop Rates															
		2-Wire Voice Grade Loop (SL 1) - Zone 1		1	UEPPX	UEPLX	\$17.02										
		2-Wire Voice Grade Loop (SL 1) - Zone 2		2	UEPPX	UEPLX	\$25.66										
		2-Wire Voice Grade Loop (SL 1) - Zone 3		3	UEPPX	UEPLX	\$33.99										
		2-Wire Voice Grade Line Port Rates (BUS - PBX)															
		Line Side Unbundled Combination 2-Way PBX Trunk Port - Bus			UEPPX	UEPPC	\$3.69					\$3.50		\$43.19	\$9.91		
		Line Side Unbundled Outward PBX Trunk Port - Bus			UEPPX	UEPPD	\$3.69					\$3.50		\$43.19	\$9.91		
		Line Side Unbundled Incoming PBX Trunk Port - Bus			UEPPX	UEPP1	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled PBX LD Terminal Ports			UEPPX	UEPLD	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled 2-Way Combination PBX Usage Port			UEPPX	UEPXA	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled PBX Toll Terminal Hotel Ports			UEPPX	UEPXB	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled PBX LD DDD Terminals Port			UEPPX	UEPXC	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled PBX LD Terminal Switchboard Port			UEPPX	UEPXD	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled PBX LD Terminal Switchboard IDD Capable Port			UEPPX	UEPXE	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Administrative Calling Port			UEPPX	UEPXL	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled 2-Way PBX Hotel/Hospital Economy Room Calling Port			UEPPX	UEPXM	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled 1-Way Outgoing PBX Hotel/Hospital Discount Room Calling Port			UEPPX	UEPXO	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled 1-Way Outgoing PBX Measured Port			UEPPX	UEPXS	\$3.69					\$3.50		\$43.19	\$9.91		
		2-Wire Voice Unbundled 2-Way PBX South Carolina Area Plus Calling Port			UEPPX	UEPXT	\$3.69					\$3.50		\$43.19	\$9.91		
		LOCAL NUMBER PORTABILITY															
		Local Number Portability (1 per port)			UEPPX	LNPCP	\$3.15										
		FEATURES															
		All Features Offered			UEPPX	UEPVF	\$6.29	\$0.0	\$0.0			\$3.5		\$43.19	\$9.91		
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$1.59	\$0.40			\$3.50		\$43.19	\$9.91		

BELLSOUTH / CLEC -1 RATES
Unbundled Network Elements
SOUTH CAROLINA

Attachment 2
Exhibit C
Rates - Page 23

							RATES					OSS 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
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$1.59	\$0.40			\$3.50		\$43.19	\$9.91		
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$0.71						\$8.91			
		ADDITIONAL NRCs															
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.50	\$19.99				
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99				

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BELLSOUTH / CLEC-1 RATES
Unbundled Network Elements
TENNESSEE

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						RATES					OSS 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
							Nonrecurring		Nonrecurring							
									Disconnect							
CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Interim	Zone	BCS	USOC	Rec	First	Add'l	First	Add'l	SOMECH	SOMAN	SOMAN	SOMAN	SOMAN
		NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch-As-Is			UEPPX	USAC2		\$1.03	\$0.29				\$30.89	\$7.03		
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Conversion - Switch with Change			UEPPX	USACC		\$1.03	\$0.29				\$30.89	\$7.03		
		2-Wire Voice Grade Loop / Line Port Combination - Conversion - Subsequent Database Update						\$0.76					\$7.97			
		ADDITIONAL NRCs														
		2-Wire Voice Grade Loop/ Line Port Combination (PBX) - Subsequent Activity			UEPPX	USAS2	\$0.0	\$0.0	\$0.0			\$3.5	\$19.99			
		PBX Subsequent Activity - Change/Rearrange Multiline Hunt Group						\$14.64	\$14.64			\$3.5	\$19.99			