

**Amendment to the Agreement  
Between  
Network Telephone Corporation  
and  
BellSouth Telecommunications, Inc.  
Dated June 20, 2003**

Pursuant to this Amendment, (the "Amendment"), Network Telephone Corporation ("Network Telephone"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 20, 2003("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Network Telephone entered into the Agreement on June 20, 2003, and;

WHEREAS, both Parties agree that an initial New Installation of a 2-Wire Port/Loop Combination- Residence line provisioned at a Location where QuickServe is available on the line shall incur a QuickServe Non-Recurring Charge (NRC) at the NRC Currently Combined Conversion Rate set forth in the Agreement and that any initial New Installation of a 2-Wire Port/Loop Combination - Residence line provisioned at a location where QuickServe is not available, shall incur the Not Currently Combined NRC, First and Additional rates set forth in the Agreement;

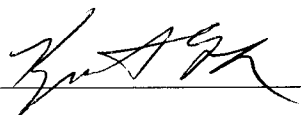
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to incorporate into Attachment 2 of the Agreement the rates and USOCs as set forth in Exhibit 1 of this Amendment attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated June 20, 2003, shall remain in full force and effect.
3. Either or both of the Parties are 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 have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

By: \_\_\_\_\_



Name: Kristen Rowe

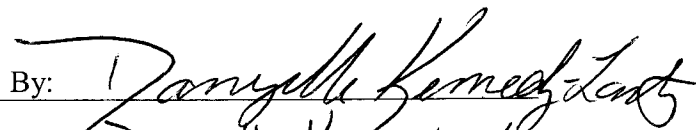
Title: Director

Date: \_\_\_\_\_

11/5/04

**Network Telephone Corporation**

By: \_\_\_\_\_



Name: Danyelle Kennedy-Lantz

Title: CFO

Date: \_\_\_\_\_

10/21/04

| UNBUNDLED NETWORK ELEMENTS - Alabama                |  |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          | Attachment: 2                                              |                                                               | Exhibit: B                                                      |       |       |       |       |
|-----------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------|---------|------|-------|-------|------------|----------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|-------|-------|-------|-------|
| CATEGORY                                            |  | RATE ELEMENTS                                                                                                                    | Interim | Zone | BCS   | USOC  | RATES (\$) | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |       |       |       |       |
|                                                     |  |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |       |       |       |
|                                                     |  |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |       |       |       |
|                                                     |  |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |       |       |       |
|                                                     |  |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN | SOMAN | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |  |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |       |       |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |  |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |       |       |       |
|                                                     |  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 0.10       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |       |       |       |

| 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                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN      | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 0.102      |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |

| 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 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN      | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 0.10       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
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|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |

| 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                                  |                                                            | OSS Rates (\$)                                                |                                                                 |            |       |       |       |  |  |  |
|                                                     |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN      | SOMAN | SOMAN | SOMAN |  |  |  |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |            |       |       |       |  |  |  |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |            |       |       |       |  |  |  |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10                             |                                      |                                                          |                                                            |                                                               |                                                                 |            |       |       |       |  |  |  |

| 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 |       |            |       |
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|                                                     |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN      | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 0.10       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |

| UNBUNDLED NETWORK ELEMENTS - Mississippi            |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          | Attachment: 2                                              |                                                               | Exhibit: B                                                      |       |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|---------|------|-------|-------|------------|----------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|-------|
| CATEGORY                                            | RATE ELEMENTS                                                                                                                    | Interim | Zone | BCS   | USOC  | RATES (\$) | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |
|                                                     |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |
|                                                     |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.0988                           |                                      |                                                          |                                                            |                                                               |                                                                 |       |



| 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 (\$)                                                |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN      | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 2.77       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |

| 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 |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |
| NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED    |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 0.10                             |                                      |                                                          |                                                            |                                                               |                                                                 |       |

| UNBUNDLED NETWORK ELEMENTS - Tennessee              |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 | Attachment: 2  |  | Exhibit: B |       |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|---------|------|-------|-------|------------|----------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|----------------|--|------------|-------|
| CATEGORY                                            | RATE ELEMENTS                                                                                                                    | Interim | Zone | BCS   | USOC  | RATES (\$) | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |                |  |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |
|                                                     |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring First               | Add'l                                | Nonrecurring Disconnect First                            | Add'l                                                      | SOME C                                                        | SOMAN                                                           | OSS Rates (\$) |  | SOMAN      | SOMAN |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |
|                                                     | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED                                                                                 |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |
|                                                     | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 1.03       |                                  |                                      |                                                          |                                                            |                                                               | 15.69                                                           |                |  |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |
|                                                     |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |                |  |            |       |

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| 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                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN |            |  |
| UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |
|                                                 | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED                                                                                 |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |
|                                                 | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 41.50      |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |  |

| 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 |       |            |       |  |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |  |  |
|                                                 |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring                     |                                      | Nonrecurring Disconnect                                  |                                                            | OSS Rates (\$)                                                |                                                                 |       |            |       |  |  |
|                                                 |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN      | SOMAN |  |  |
| UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |  |  |
|                                                 | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED                                                                                 |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |  |  |
|                                                 | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 41.50      |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |  |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |  |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |  |  |

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| UNBUNDLED NETWORK ELEMENTS - Louisiana          |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         | Attachment: 2                    |                                      | Exhibit: B                                               |                                                            |                                                               |                                                                 |
|-------------------------------------------------|--------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|---------|------|-------|-------|------------|--------------|-------|-------------------------|----------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|
| CATEGORY                                        | RATE ELEMENTS                                    |                                                                                                                                  | Interim | Zone | BCS   | USOC  | RATES (\$) |              |       |                         | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect |                                  | OSS Rates (\$)                       |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            | First        | Add'l | First                   | Add'l                            | SOME C                               | SOMAN                                                    | SOMAN                                                      | SOMAN                                                         | SOMAN                                                           |
| UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC |            | 41.50        |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                 |                                                  |                                                                                                                                  |         |      |       |       |            |              |       |                         |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |





| 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 (\$)                                                |                                                                 |       |            |       |
|                                                 |                                                                                                                                  |         |      |       |       |            | First                            | Add'l                                | First                                                    | Add'l                                                      | SOME C                                                        | SOMAN                                                           | SOMAN | SOMAN      | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                 | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED                                                                                 |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                 | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 41.50      |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |       |            |       |

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| 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 First                                       | Disconnect Add'l                                           | OSS Rates (\$)                                                |                                                                 |               |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            | SOMEC                                                         | SOMAN                                                           | SOMAN         | SOMAN | SOMAN      |  |
| UNBUNDLED PORT/LOOP COMBINATIONS - MARKET RATES |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |               |       |            |  |
|                                                 | NONRECURRING CHARGES (NRCs) - CURRENTLY COMBINED                                                                                 |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |               |       |            |  |
|                                                 | 2-Wire Voice Grade Loop / Line Port Platform - Installation Charge at QuickService location - Not Conversion of Existing Service |         |      | UEPRX | URECC | 41.50      |                                  |                                      |                                                          |                                                            | 15.69                                                         |                                                                 |               |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |               |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |               |       |            |  |
|                                                 |                                                                                                                                  |         |      |       |       |            |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |               |       |            |  |