

**Amendment to the Agreement  
Between  
Xspedius, LLC  
and  
BellSouth Telecommunications, Inc.  
Dated December 30, 2002**

Pursuant to this Amendment, (the "Amendment"), Xspedius, LLC (Xspedius), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 30, 2002 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Xspedius entered into the Agreement on December 30, 2002, and;

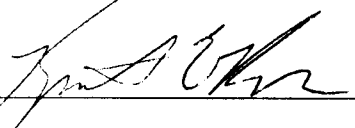
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The Parties agree to add the following language to Attachment 2 as Section 10.7.4.7:

10.7.4.7 On/Off Premises Extensions and Different Premises Addresses working with 2-wire voice grade port, voice grade Loop, unbundled end office switching, unbundled end office trunk port, common transport per mile per MOU, common transport facilities termination, tandem switching, and tandem trunk port.
2. The Parties agree to add to the rates in Exhibit C of Attachment 2, the rates set forth in Exhibit 1 of this Amendment, attached hereto and incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated December 30, 2002, shall remain in full force and effect.
4. 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 Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

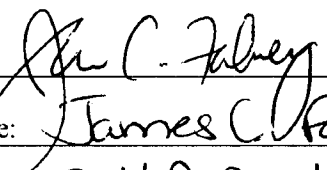
By: 

Name: KRISTEN E. ROWE

Title: DIRECTOR

Date: 5/11/04

**Xspedius, LLC**

By: 

Name: James C. Falvey

Title: Sr. V.P. Regulatory Affairs

Date: 5/5/04

| UNBUNDLED NETWORK ELEMENTS - Alabama                |               |         |      |       |       |              |       |                         |       |                                  |                                      |                                                                 |                                                                 |                                                                 |                                                                 |
|-----------------------------------------------------|---------------|---------|------|-------|-------|--------------|-------|-------------------------|-------|----------------------------------|--------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------|-----------------------------------------------------------------|
| CATEGORY                                            | RATE ELEMENTS | Interim | Zone | BCS   | USOC  | RATES (\$)   |       |                         |       | Svc Order                        |                                      | Attachment: 2                                                   |                                                                 | Exhibit: C                                                      |                                                                 |
|                                                     |               |         |      |       |       | Nonrecurring |       | Nonrecurring Disconnect |       | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |
|                                                     |               |         |      |       |       | First        | Add'l | First                   | Add'l |                                  |                                      |                                                                 |                                                                 |                                                                 |                                                                 |
|                                                     |               |         |      |       |       | Rec          |       |                         |       | SOMECC                           | SOMAN                                | SOMAN                                                           | SOMAN                                                           | SOMAN                                                           | SOMAN                                                           |
|                                                     |               |         |      |       |       |              |       |                         |       |                                  |                                      |                                                                 |                                                                 |                                                                 |                                                                 |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |               |         |      |       |       |              |       |                         |       |                                  |                                      |                                                                 |                                                                 |                                                                 |                                                                 |
| 2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES) |               |         |      |       |       |              |       |                         |       |                                  |                                      |                                                                 |                                                                 |                                                                 |                                                                 |
| OFF/ON PREMISES EXTENSION CHANNELS                  |               |         |      |       |       |              |       |                         |       |                                  |                                      |                                                                 |                                                                 |                                                                 |                                                                 |
|                                                     |               |         | 1    | UEPRX | UEAFN | 12.58        | 37.81 | 17.56                   | 23.49 | 5.30                             |                                      |                                                                 |                                                                 | 15.66                                                           |                                                                 |
|                                                     |               |         | 2    | UEPRX | UEAFN | 21.05        | 37.81 | 17.56                   | 23.49 | 5.30                             |                                      |                                                                 |                                                                 | 15.66                                                           |                                                                 |

| UNBUNDLED NETWORK ELEMENTS - Florida                |                                                       |         |       |        |       |            |              |       |                         |                                  |                            |                                                                |                                                               |                                                                 |  |  |
|-----------------------------------------------------|-------------------------------------------------------|---------|-------|--------|-------|------------|--------------|-------|-------------------------|----------------------------------|----------------------------|----------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|--|--|
| CATEGORY                                            | RATE ELEMENTS                                         | Interim | Zone  | BCS    | USOC  | RATES (\$) |              |       |                         |                                  |                            | Attachment: 2                                                  |                                                               | Exhibit: C                                                      |  |  |
|                                                     |                                                       |         |       |        |       | Rec        | Nonrecurring |       | Nonrecurring Disconnect | Svc Order Submitted Elec per LSR | Svc Order Manually per LSR | Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |  |  |
| First                                               | Add'l                                                 | First   | Add'l | SOME/C | SOMAN |            | SOMAN        | SOMAN |                         |                                  |                            |                                                                |                                                               |                                                                 |  |  |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES | 2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)   |         |       |        |       |            |              |       |                         |                                  |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | OFF/OFF PREMISES EXTENSION CHANNELS                   |         |       |        |       |            |              |       |                         |                                  |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         | 1     | UEPRX  | UEAEN | 10.69      | 49.57        | 22.83 | 25.62                   | 6.57                             |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         | 2     | UEPRX  | UEAEN | 15.20      | 49.57        | 22.83 | 25.62                   | 6.57                             |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         | 3     | UEPRX  | UEAEN | 26.97      | 49.57        | 22.83 | 25.62                   | 6.57                             |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         | 1     | UEPRX  | UEAED | 12.24      | 135.75       | 82.47 | 63.53                   | 12.01                            |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         | 2     | UEPRX  | UEAED | 17.40      | 135.75       | 82.47 | 63.53                   | 12.01                            |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         | 3     | UEPRX  | UEAED | 30.87      | 135.75       | 82.47 | 63.53                   | 12.01                            |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     | INTEROFFICE TRANSPORT                                 |         |       |        |       |            |              |       |                         |                                  |                            |                                                                |                                                               |                                                                 |  |  |
|                                                     |                                                       |         |       |        |       |            |              |       |                         |                                  |                            |                                                                |                                                               |                                                                 |  |  |



| UNBUNDLED NETWORK ELEMENTS - Kentucky               |                                                                               |         |      |       |       |                    |        |                               |                                  |                            |               |                                                                |                                                                 |            |
|-----------------------------------------------------|-------------------------------------------------------------------------------|---------|------|-------|-------|--------------------|--------|-------------------------------|----------------------------------|----------------------------|---------------|----------------------------------------------------------------|-----------------------------------------------------------------|------------|
| CATEGORY                                            | RATE ELEMENTS                                                                 | Interim | Zone | BCS   | USOC  | RATES (\$)         |        |                               | Svc Order Submitted Elec per LSR | Svc Order Manually per LSR | Attachment: 2 |                                                                | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l | Exhibit: C |
|                                                     |                                                                               |         |      |       |       | Nonrecurring First | Add'l  | Nonrecurring Disconnect First |                                  |                            | Add'l         | Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l |                                                                 |            |
|                                                     |                                                                               |         |      |       |       | Rec                |        |                               |                                  |                            |               | SOMAN                                                          | SOMAN                                                           |            |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                                               |         |      |       |       |                    |        |                               |                                  |                            |               |                                                                |                                                                 |            |
| 2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES) |                                                                               |         |      |       |       |                    |        |                               |                                  |                            |               |                                                                |                                                                 |            |
| OFF/ON PREMISES EXTENSION CHANNELS                  |                                                                               |         |      |       |       |                    |        |                               |                                  |                            |               |                                                                |                                                                 |            |
|                                                     |                                                                               |         | 1    | UEPRX |       | 10.56              | 46.66  | 22.57                         | 26.65                            | 7.65                       |               |                                                                |                                                                 |            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design                         |         | 2    | UEPRX |       | 15.34              | 46.66  | 22.57                         | 26.65                            | 7.65                       |               |                                                                |                                                                 |            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design                         |         | 3    | UEPRX |       | 31.11              | 46.66  | 22.57                         | 26.65                            | 7.65                       |               |                                                                |                                                                 |            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design                             |         | 1    | UEPRX |       | 12.67              | 134.89 | 81.87                         | 73.65                            | 14.88                      |               |                                                                |                                                                 |            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design                             |         | 2    | UEPRX |       | 17.45              | 134.89 | 81.87                         | 73.65                            | 14.88                      |               |                                                                |                                                                 |            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design                             |         | 3    | UEPRX |       | 33.22              | 134.89 | 81.87                         | 73.65                            | 14.88                      |               |                                                                |                                                                 |            |
| INTEROFFICE TRANSPORT                               |                                                                               |         |      |       |       |                    |        |                               |                                  |                            |               |                                                                |                                                                 |            |
|                                                     | Interoffice Transport - Dedicated - 2 Wire Voice Grade - Facility Termination |         |      | UEPRX | U1TV2 | 23.95              | 96.09  | 53.67                         | 56.31                            | 22.42                      |               |                                                                |                                                                 |            |

| UNBUNDLED NETWORK ELEMENTS - Louisiana |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|----------------------------------------|---------------|---------|------|-----|------|--------------|-------|-------------------------------|-------|----------------------------------|----------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|-------|
| CATEGORY                               | RATE ELEMENTS | Interim | Zone | BCS | USOC | RATES (\$)   |       |                               |       | Svc Order Submitted Elec per LSR | Svc Order Manually per LSR | Attachment: 2                                            |                                                            | Exhibit: C                                                    |                                                                 |       |
|                                        |               |         |      |     |      | Nonrecurring |       | Nonrecurring Disconnect First | Add'l |                                  |                            | 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          | First |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 | Add'l |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
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|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
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|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
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|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
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|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |
|                                        |               |         |      |     |      |              |       |                               |       |                                  |                            |                                                          |                                                            |                                                               |                                                                 |       |

[illegible]



| UNBUNDLED NETWORK ELEMENTS - North Carolina         |                                                       |         |      |       |       |              |        |                         |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|-----------------------------------------------------|-------------------------------------------------------|---------|------|-------|-------|--------------|--------|-------------------------|-------|----------------------------------|--------------------------------------|----------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|
| CATEGORY                                            | RATE ELEMENTS                                         | Interim | Zone | BCS   | USOC  | RATES (\$)   |        |                         |       | Svc Order Submittal Elec per LSR | Svc Order Submitted Manually per LSR | Attachment: 2                                            |                                                            | Exhibit: C                                                    |                                                                 |
|                                                     |                                                       |         |      |       |       | Nonrecurring |        | Nonrecurring Disconnect |       |                                  |                                      | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |
|                                                     |                                                       |         |      |       |       | Rec          | First  | Add'l                   | First |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     |                                                       |         |      |       |       |              |        |                         |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                       |         |      |       |       |              |        |                         |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     | 2 WIRE VOICE GRADE LOOP WITH 2 WIRE LINE PORT (RES)   |         |      |       |       |              |        |                         |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     | OFF/OFF PREMISES EXTENSION CHANNELS                   |         |      |       |       |              |        |                         |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         | 1    | UEPRX | UEAEN | 12.11        | 57.99  | 42.37                   |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         | 2    | UEPRX | UEAEN | 21.24        | 57.99  | 42.37                   |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         | 3    | UEPRX | UEAEN | 33.65        | 57.99  | 42.37                   |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         | 1    | UEPRX | UEAED | 14.97        | 142.97 | 106.56                  |       |                                  |                                      |                                                          | 26.94                                                      | 12.76                                                         | 0.00                                                            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         | 2    | UEPRX | UEAED | 25.93        | 142.97 | 106.56                  |       |                                  |                                      |                                                          | 26.94                                                      | 12.76                                                         | 0.00                                                            |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         | 3    | UEPRX | UEAED | 40.81        | 142.97 | 106.56                  |       |                                  |                                      |                                                          | 26.94                                                      | 12.76                                                         | 0.00                                                            |
| INTEROFFICE TRANSPORT                               |                                                       |         |      |       |       |              |        |                         |       |                                  |                                      |                                                          |                                                            |                                                               |                                                                 |

| UNBUNDLED NETWORK ELEMENTS - South Carolina         |                                                       |         |      |     |        |              |        |                    |                  |                                  |                                      |                                                          |                                                               |                                                                 |       |
|-----------------------------------------------------|-------------------------------------------------------|---------|------|-----|--------|--------------|--------|--------------------|------------------|----------------------------------|--------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------|-------|
| CATEGORY                                            | RATE ELEMENTS                                         | Interim | Zone | BCS | USOC   | RATES (\$)   |        |                    |                  | Svc Order Submitted Elec per LSR | Svc Order Submitted Manually per LSR | Attachment: 2                                            |                                                               | Exhibit: C                                                      |       |
|                                                     |                                                       |         |      |     |        | Nonrecurring |        | Nonrecurring First | Disconnect Add'l |                                  |                                      | Incremental Charge - Manual Svc Order vs. Electronic-1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st | Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l |       |
|                                                     |                                                       |         |      |     |        | Rec          | First  |                    |                  | Add'l                            | SOMEc                                |                                                          |                                                               |                                                                 | SOMAN |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                       |         |      |     |        |              |        |                    |                  |                                  |                                      |                                                          |                                                               |                                                                 |       |
| 2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES) |                                                       |         |      |     |        |              |        |                    |                  |                                  |                                      |                                                          |                                                               |                                                                 |       |
| OFFON PREMISES EXTENSION CHANNELS                   |                                                       |         |      |     |        |              |        |                    |                  |                                  |                                      |                                                          |                                                               |                                                                 |       |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         |      |     | UEAPRX | 14.94        | 37.92  | 17.62              | 23.56            |                                  | 5.32                                 | 15.69                                                    |                                                               |                                                                 |       |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         |      |     | UEAEN  | 21.39        | 37.92  | 17.62              | 23.56            |                                  | 5.32                                 | 15.69                                                    |                                                               |                                                                 |       |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design |         |      |     | UEAEN  | 26.72        | 37.92  | 17.62              | 23.56            |                                  | 5.32                                 | 15.69                                                    |                                                               |                                                                 |       |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         |      |     | UEAPRX | 16.68        | 105.98 | 68.43              | 53.05            |                                  | 10.61                                | 15.69                                                    |                                                               |                                                                 |       |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         |      |     | UEAED  | 105.98       | 105.98 | 68.43              | 53.05            |                                  | 10.61                                | 15.69                                                    |                                                               |                                                                 |       |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     |         |      |     | UEAED  | 23.13        | 105.98 | 68.43              | 53.05            |                                  | 10.61                                | 15.69                                                    |                                                               |                                                                 |       |
| INTEROFFICE TRANSPORT                               |                                                       |         |      |     |        |              |        |                    |                  |                                  |                                      |                                                          |                                                               |                                                                 |       |

| UNBUNDLED NETWORK ELEMENTS - Tennessee              |                                                       |         |       |       |                    |                    |                    |                    |                                  |                                      |                                                            |                                                            |                                                            | Exhibit: C                                                 |       |  |  |
|-----------------------------------------------------|-------------------------------------------------------|---------|-------|-------|--------------------|--------------------|--------------------|--------------------|----------------------------------|--------------------------------------|------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|------------------------------------------------------------|-------|--|--|
| CATEGORY                                            | RATE ELEMENTS                                         | Interim | BCS   | USOC  | RATES (\$)         |                    |                    |                    | Attachment: 2                    |                                      | Exhibit: C                                                 |                                                            |                                                            |                                                            |       |  |  |
|                                                     |                                                       |         |       |       | Nonrecurring First | Add'l              | Nonrecurring First | Disconnect Add'l   | Svc Order Submitted Elec per LSR | Svc Order Manually Submitted per LSR | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Add'l | Incremental Charge - Manual Svc Order vs. Electronic-Add'l |       |  |  |
|                                                     |                                                       |         |       |       | Rec                | Nonrecurring First | Add'l              | Nonrecurring First | Disconnect Add'l                 | SOMEc                                | SOMAN                                                      | SOMAN                                                      | SOMAN                                                      | SOMAN                                                      | SOMAN |  |  |
| UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES |                                                       |         |       |       |                    |                    |                    |                    |                                  |                                      |                                                            |                                                            |                                                            |                                                            |       |  |  |
| 2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES) |                                                       |         |       |       |                    |                    |                    |                    |                                  |                                      |                                                            |                                                            |                                                            |                                                            |       |  |  |
| OFF/OH PREMISES EXTENSION CHANNELS                  |                                                       |         |       |       |                    |                    |                    |                    |                                  |                                      |                                                            |                                                            |                                                            |                                                            |       |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design | 1       | UEPRX | UEAEN | 13.19              | 31.99              | 20.02              | 10.65              | 1.41                             |                                      |                                                            | 20.35                                                      | 10.54                                                      | 13.32                                                      | 13.32 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design | 2       | UEPRX | UEAEN | 17.23              | 31.99              | 20.02              | 10.65              | 1.41                             |                                      |                                                            | 20.35                                                      | 10.54                                                      | 13.32                                                      | 13.32 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Non-Design | 3       | UEPRX | UEAEN | 22.53              | 31.99              | 20.02              | 10.65              | 1.41                             |                                      |                                                            | 20.35                                                      | 10.54                                                      | 13.32                                                      | 13.32 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     | 1       | UEPRX | UEAED | 16.56              | 75.06              | 48.20              | 28.70              | 17.64                            |                                      |                                                            | 20.35                                                      | 10.54                                                      | 13.32                                                      | 13.32 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     | 2       | UEPRX | UEAED | 21.63              | 75.06              | 48.20              | 28.70              | 17.64                            |                                      |                                                            | 20.35                                                      | 10.54                                                      | 13.32                                                      | 13.32 |  |  |
|                                                     | 2 Wire Analog Voice Grade Extension Loop - Design     | 3       | UEPRX | UEAED | 28.28              | 75.06              | 48.20              | 28.70              | 17.64                            |                                      |                                                            | 20.35                                                      | 10.54                                                      | 13.32                                                      | 13.32 |  |  |
| INTEROFFICE TRANSPORT                               |                                                       |         |       |       |                    |                    |                    |                    |                                  |                                      |                                                            |                                                            |                                                            |                                                            |       |  |  |