Amendment
To the
Interconnection Agreement
Between
XO Long Distance Services, Inc.
and
BellSouth Telecommunications, Inc.
Dated August 31, 2003

Pursuant to this Amendment, (the "Amendment"), XO Long Distance Services, Inc. (XO Long Distance), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 31, 2003 ("Agreement") to be effective upon last signature executing the Amendment.

WHEREAS, BellSouth and XO Long Distance entered into the Agreement on August 31, 2003, and;

WHEREAS, BellSouth and XO Long Distance are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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. Rates contained in Exhibit C of Attachment 2, for the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC are hereby deleted and replaced by rates contained in Exhibit 1 to this Amendment, incorporated herein by reference and shall be effective September 15, 2004 and remain in effect until October 15, 2004.

2. Effective October 15, 2004, the Parties agree to delete those rates set forth in Exhibit 1 to this Amendment.

3. All of the other provisions of the Agreement dated August 31, 2003 shall remain unchanged and 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.

LNP Recovery Amendment
Signature Page

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: 9/22/04

XO Long Distance Services, Inc.

By: _____

Name: Dana Shaffer

Title: VP

Date: 9/8/04

Version 3Q03: 11/12/2003

EXHIBIT 1

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN

UNBUNDLED NETWORK ELEMENTS - Alabama — Attachment: 2 — Exhibit: B

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	Rec	NR First	NR Add'l	Disc First	Disc Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
	Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.															
	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
	The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.															
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPB UEPPR	LNPCX	0.18	0.00	0.00								
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																
LOCAL NUMBER PORTABILITY																
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																
Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port																
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00	0.00							
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																
Local Number Portability																
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
Local Number Portability																
	Local Number Portability (1 per port)			UEP91	LNPCC	0.18										
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
Local Number Portability																
	Local Number Portability (1 per port)			UEP95	LNPCC	0.18										
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
Local Number Portability																
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18										
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
Local Number Portability																
	Local Number Portability (1 per port)			UEP9E	LNPCC	0.18										

EXHIBIT 1

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Alabama															Attachment: 2	Exhibit: B
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates ($)					
							First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP93	LNPCC	0.18										

[CCCS Amendment 4 of 11]

EXHIBIT 1

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)										

UNBUNDLED NETWORK ELEMENTS - Kentucky — Attachment: 2 — Exhibit: B

Column headers:

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR / SOMEC	Svc Order Submitted Manually per LSR / SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-1st / SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-Add'l / SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st / SOMAN	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l / SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																
Features shall apply to the Unbundled Port/Loop Combination - Cost Based Rate section in the same manner as they are applied to the Stand-Alone Unbundled Port section of this Rate Exhibit.																
End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																
The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB UEPPR	LNPCX	0.18	0.00	0.00								
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																
	Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00								
4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																
	Local Number Portability															
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability															
	Local Number Portability (1 per port)			UEP91	LNPCC	0.18										
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability															
	Local Number Portability (1 per port)			UEP95	LNPCC	0.18										
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18										
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9E	LNPCC	0.18										

EXHIBIT 1

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Kentucky															**Attachment: 2**		**Exhibit: B**	
							Rec	Nonrecurring		Nonrecurring Disconnect				OSS Rates ($)				
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																
		Local Number Portability																
		Local Number Portability (1 per port)			UEP93	LNPCC	0.18											

EXHIBIT 1

UNBUNDLED NETWORK ELEMENTS - Louisiana												Attachment: 2		Exhibit: B	

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
							Nonrecurring		Nonrecurring Disconnect			OSS Rates ($)					
						Rec	First	Add'l	First	Add'l		SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
	Cost Based Rates are applied where BellSouth is required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.																	
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	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.																	
	The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections.																	
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18											
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00									
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00									
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18											
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18											
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18											
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00									
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																	
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00									
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPPB UEPPR	LNPCX	0.18	0.00	0.00									
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT																	
	LOCAL NUMBER PORTABILITY																	
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90											
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT																	
	Dedicated DS1 (Interoffice Channel Mileage) - FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port																	
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00	0.00								
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT																	
	Local Number Portability																	
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00									
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - COST BASED RATES																	
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
	Local Number Portability (1 per port)			UEP91	LNPCC	0.18											
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
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	Local Number Portability (1 per port)			UEP95	LNPCC	0.18											
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18											
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																	
	Local Number Portability																	
	Local Number Portability (1 per port)			UEP9E	LNPCC	0.18											

[CCCS Amendment 7 of 11]

EXHIBIT 1

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	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
		2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
		Local Number Portability															
		Local Number Portability (1 per port)			UEP93	LNPCC	0.18										

UNBUNDLED NETWORK ELEMENTS - Louisiana Attachment: 2 Exhibit: B

[CCCS Amendment 8 of 11]

EXHIBIT 1

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($) Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR (SOMEC)	Svc Order Submitted Manually per LSR (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-1st (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Add'l (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l (SOMAN)
	UNBUNDLED NETWORK ELEMENTS - South Carolina									Attachment: 2			Exhibit: B			
												OSS Rates ($)				
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
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	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
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	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00								
UNBUNDLED PORT/LOOP COMBINATIONS - COST BASED RATES																
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB UEPPR	LNPCX	0.18	0.00	0.00								
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	Local Number Portability															
	Local Number Portability (1 per port)			UEP95	LNPCC	0.18										
	2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo															
	Local Number Portability															
	Local Number Portability (1 per port)			UEP9D	LNPCC	0.18										

Exhibit 1

UNBUNDLED NETWORK ELEMENTS - Louisiana — Attachment: 2 — Exhibit: B

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR (SOMEC)	Svc Order Submitted Manually per LSR (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-1st (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Add'l (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l (SOMAN)
UNBUNDLED PORT LOOP COMBINATIONS - MARKET RATES																
	Market Rates shall apply where BellSouth is not required to provide unbundled local switching or switch ports per FCC and/or State Commission rules.															
	This includes:															
	Unbundled port/loop combinations that are Currently Combined or Not Currently Combined in Zone 1 of the Top 8 MSAS in BellSouth's region for end users with 4 or more DS0 equivalent lines.															
	The Top 8 MSAs in BellSouth's region are: FL (Orlando, Ft. Lauderdale, Miami); GA (Atlanta); LA (New Orleans); NC (Greensboro-Winston Salem-Highpoint/Charlotte-Gastonia-Rock Hill); TN (Nashville).															
	BellSouth currently is developing the billing capability to mechanically bill the recurring and non-recurring Market Rates in this section except for nonrecurring charges for not currently combined in FL and NC. In the interim where BellSouth cannot bill Market Rates, BellSouth shall bill the rates in the Cost-Based section preceding in lieu of the Market Rates and reserves the right to true-up the billing difference.															
	The Market Rate for unbundled ports includes all available features in all states.															
	End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations which have a flat rate usage charge (USOC: URECU).															
	For Not Currently Combined scenarios the Nonrecurring charges are listed in the First and Additional NRC columns for each Port USOC. For Currently Combined scenarios, the Nonrecurring charges are listed in the NRC - Currently Combined section. Additional NRCs may apply also and are categorized accordingly.															
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPBX	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (RES - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPRG	LNPCP	1.62										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE ANALOG LINE COIN PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPCO	LNPCX	0.18										
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFR	LNPCX	0.18										
	2-WIRE VOICE LOOP/ 2WIRE VOICE GRADE IO TRANSPORT/ 2-WIRE LINE PORT (BUS)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFB	LNPCX	0.18										
	2-WIRE VOICE GRADE LOOP WITH 2-WIRE LINE PORT (BUS - PBX)															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPFP	LNPCP	1.62	0.00	0.00				15.20				
UNBUNDLED PORT/LOOP COMBINATIONS - MARKET BASED RATES																
	2-WIRE VOICE GRADE LOOP- BUS ONLY - WITH 2-WIRE DID TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPX	LNPCP	1.62	0.00	0.00								
	2-WIRE ISDN DIGITAL GRADE LOOP WITH 2-WIRE ISDN DIGITAL LINE SIDE PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPB UEPPR	LNPCX	0.18	0.00	0.00								
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE ISDN DS1 DIGITAL TRUNK PORT															
	LOCAL NUMBER PORTABILITY															
	Local Number Portability (1 per port)			UEPPP	LNPCN	0.90										
	4-WIRE DS1 DIGITAL LOOP WITH 4-WIRE DDITS TRUNK PORT															
	FX/FCO for 4-Wire DS1 Digital Loop with 4-Wire DDITS Trunk Port															
	Local Number Portability, per DS0 Activated			UEPDC	LNPCP	1.62	0.00	0.00								
	4-WIRE DS1 LOOP WITH CHANNELIZATION WITH PORT															
	Local Number Portability															
	Local Number Portability - 1 per port			UEPPX	LNPCP	1.62	0.00	0.00								
UNBUNDLED CENTREX PORT/LOOP COMBINATIONS - MARKET RATES																
	1. Market Rates are applied where BellSouth is not required by FCC and/or State Commission rule to provide Unbundled Local Switching or Switch Ports.															
	2. Recurring Charges for all Standard Centrex and Centrex Conrol Features are Included in the Market Rate															
	3. End Office and Tandem Switching Usage and Common Transport Usage rates in the Port section of this rate exhibit shall apply to all combinations of loop/port network elements except for UNE Coin Port/Loop Combinations.															
	4. The first and additional Port nonrecurring charges apply to Not Currently Combined Combos. For Currently Combined Combos, the nonrecurring charges shall be those identified in the Nonrecurring - Currently Combined sections. Additional NRCs may apply also and are categorized accordingly.															
	UNE-P CENTREX - 1AESS - (Valid in AL,FL,GA,KY,LA,MS,&TN only)															

Exhibit 1

CATEGORY		RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES ($)						Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
UNBUNDLED NETWORK ELEMENTS - Louisiana															**Attachment: 2**		**Exhibit: B**	
							Rec	Nonrecurring		Nonrecurring Disconnect				OSS Rates ($)				
								First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
Local Number Portability																		
		Local Number Portability (1 per port)			UEP91	LNPCC	0.18											
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
Local Number Portability																		
		Local Number Portability (1 per port)			UEP95	LNPCC	0.18											
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
Local Number Portability																		
		Local Number Portability (1 per port)			UEP9D	LNPCC	0.18											
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
Local Number Portability																		
		Local Number Portability (1 per port)			UEP9E	LNPCC	0.18											
2-Wire VG Loop/2-Wire Voice Grade Port (Centrex) Combo																		
Local Number Portability																		
		Local Number Portability (1 per port)			UEP93	LNPCC	0.18											

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